

# Form No. MGT-9

Extract of Annual Return as on the financial year ended on March 31, 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	<b>L28920MH1949PLC006870</b>
ii.	Registration Date	Incorporated on January 20, 1949
iii.	Name of the Company	Blue Star Limited
iv.	Category/Sub-Category of the Company	Public Company
v.	Address of the Registered office and contact details	Kasturi Buildings, Mohan T Advani Chowk, Jamshedji Tata Road, Mumbai 400 020 Tel: +91 22 6665 4000; Fax: +91 22 6665 4152
vi.	Whether listed company (Yes/No)	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt Ltd. C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 Tel.: +91 22 4918 6000, Fax: +91 22 4918 6060 Website: www.linkintime.co.in

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company, on standalone basis, are as under:

Sr. No.	Name and description of main products/services	NIC code of the product/ service	% to total turnover of the Company
1	Electro-Mechanical Projects and Commercial Air Conditioning Systems	43219/43229	51.90
2	Unitary Products	28191/28192	48.10

### III. PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ subsidiary / joint venture/ Associate	% of shares held	Applicable Section
1	Blue Star Engineering & Electronics Ltd Kasturi Buildings, Mohan T Advani Chowk, Jamshedji Tata Road, Mumbai - 400 020	U70200MH2010PLC204612	Subsidiary	100%	Section 2(87) of Companies Act, 2013
2	Blue Star Qatar WLL P.O. Box 47242, Doha, State of Qatar	NA	Subsidiary	49%*	Section 2(87) of Companies Act, 2013
3	Blue Star M&E Engineering Sdn Bhd 13 <sup>th</sup> Floor, Menara AmMetLife 1, Jalan Lumut, Kuala Lumpur, Malaysia - 50400	NA	Joint Venture	49%#	Section 2(6) of Companies Act, 2013
4	Blue Star Oman Electro-Mechanical Co LLC P.O. Box 1040, Ruwi Postal Code 112, Sultanate of Oman	NA	Joint Venture	51%**	Section 2(6) of Companies Act, 2013
5	Blue Star International FZCO Unit No.3E 520, Building No. 3E, P.O. Box 293719, Dubai, Airport Freezone, Dubai, United Arab Emirates	NA	Subsidiary	100%	Section 2(87) of Companies Act, 2013
6	Blue Star Systems and Solutions LLC <sup>®</sup> Dubai International Airport Road, P.O. Box 239869, Makani No. 33032 94059, Land No. 19-0, DM No. 221-121, Deira, Dubai, United Arab Emirates	NA	Subsidiary	49%	Section 2(87) of Companies Act, 2013

\* The Company controls composition of Board.

\*\* Representing 50% of voting rights.

# Blue Star M&E Engineering Sdn Bhd is a joint venture of Blue Star International FZCO.

® Blue Star Systems and Solutions LLC is a subsidiary of Blue Star International FZCO.

#### 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	
<b>A. Promoters &amp; Promoter Group</b>									
<b>(1) Indian</b>									
a) Individual/HUF	14447550	0	14447550	15.00	14447550	0	14447550	15.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	60972	0	60972	0.06	61672	0	61672	0.06	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other									
Promoter Trust	22275275	0	22275275	23.13	22275275	0	22275275	23.13	0.00
Sub-total (A)(1)	36783797	0	36783797	38.19	36784497	0	36784497	38.19	0.00
<b>(2) Foreign</b>									
a) NRIs – Individuals	546890	0	546890	0.57	546890	0	546890	0.57	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	546890	0	546890	0.57	546890	0	546890	0.57	0.00
Total shareholding of Promoters & Promoter Group (A)=(A)(1)+(A)(2)	37330687	0	37330687	38.76	37331387	0	37331387	38.76	0.00
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/ UTI	20823521	651	20824172	21.62	20164015	401	20164416	20.94	-0.69
b) Banks/FI	18873	4764	23637	0.02	13093	4365	17458	0.02	-0.01
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	63705	0	63705	0.07	583235	0	583235	0.61	0.54

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	
g) FII's	7240549	0	7240549	7.52	8473770	0	8473770	8.80	1.28
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others									
Foreign Bank	131	0	131	0.00	131	0	131	0.00	0.00
Alternate Investment Funds	1395393	0	1395393	1.45	1234625	0	1234625	1.28	-0.17
Sub-total (B)(1)	29542172	5415	29547587	30.68	30468869	4766	30473635	31.64	0.96
<b>(2) Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	1723496	54511	1778007	1.85	915898	42470	958368	1.00	-0.85
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹1 lakh	16019410	1966514	17985924	18.67	16118748	1654417	17773165	18.45	-0.22
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	7223258	141355	7364613	7.65	7084892	141355	7226247	7.50	-0.14
c) NBFCs registered with RBI	3515	0	3515	0.00	430	0	430	0.00	-0.00
d) Trust Employee	0	0	0	0.00	25	0	25	0.00	0.00
e) Others									
Clearing Members	29997	0	29997	0.03	59032	0	59032	0.06	0.03
Foreign Companies	0	17	17	0.00	0	0	0	0.00	0.00
Foreign Nationals	679	154	833	0.00	679	154	833	0.00	0.00

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	
Non-Resident Indians (Repat)	339310	8155	347465	0.36	465315	7893	473208	0.49	0.13
Non Resident Indians (Non Repats)	1238011	0	1238011	1.29	1211179	0	1211179	1.26	-0.03
Market Maker	270	0	270	0.00	0	0	0	0.00	-0.00
Hindu Undivided Family	335159	245	335404	0.35	352786	245	353031	0.37	0.02
Trusts	7818	0	7818	0.01	6430	0	6430	0.01	-0.00
Other Directors	72800	0	72800	0.08	83366	0	83366	0.09	0.01
IEPF	270940	0	270940	0.28	363552	0	363552	0.38	0.10
Sub-total (B)(2)	27264663	2170951	29435614	30.56	26662332	1846534	28508866	29.60	-0.96
Total Public Shareholding (B) = (B)(1)+(B)(2)	56806835	2176366	58983201	61.24	57131201	1851300	58982501	61.24	-0.00
<b>C. Shares held by Custodian for GDRs &amp; ADR</b>									
Shares held by Custodian for GDRs & ADR	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>94137522</b>	<b>2176366</b>	<b>96313888</b>	<b>100.00</b>	<b>94462588</b>	<b>1851300</b>	<b>96313888</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters:**

Sr. No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Ashok M Advani	2599744	2.70	0.00	2599744	2.70	0.00	0.00
2	Vistra ITCL (India) Limited	7719930	8.02	0.00	7719930	8.02	0.00	0.00
3	Suneel M Advani	6116496	6.35	0.00	2816496	2.92	0.00	-3.43
4	Vistra ITCL (India) Limited	11955601	12.41	0.00	11955601	12.41	0.00	0.00
5	Nargis Suneel Advani	2836936	2.95	0.00	536936	0.56	0.00	-2.39
6	Suneeta Nanik Vaswani	2244482	2.33	0.00	2244482	2.33	0.00	0.00

Sr. No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	
7	Rohina Lulla	1168594	1.21	0.00	1168594	1.21	0.00	0.00
8	Anissa Khanna	1126787	1.17	0.00	1126787	1.17	0.00	0.00
9	Nanik Ramchand Vaswani	932401	0.97	0.00	932401	0.97	0.00	0.00
10	Sanjay N Vaswani	105775	0.11	0.00	105775	0.11	0.00	0.00
11	Vir S Advani	74625	0.08	0.00	1074625	1.12	0.00	1.04
12	Armaan Sandeep Murthy	50000	0.05	0.00	50000	0.05	0.00	0.00
13	Sumer Sandeep Murthy	50000	0.05	0.00	50000	0.05	0.00	0.00
14	Sunaina S Advani	72525	0.08	0.00	72525	0.08	0.00	0.00
15	Uday Vir Advani	50000	0.05	0.00	50000	0.05	0.00	0.00
16	Anita Ashok Advani	30000	0.03	0.00	30000	0.03	0.00	0.00
17	JT Advani Finance Private Limited	60972	0.06	0.00	61672	0.06	0.00	0.00
18	Dev Khanna	19625	0.02	0.00	19625	0.02	0.00	0.00
19	Iman Rajiv Lulla	19625	0.02	0.00	19625	0.02	0.00	0.00
20	Rana Rajiv Lulla	19625	0.02	0.00	19625	0.02	0.00	0.00
21	Dinesh Nanik Vaswani	26944	0.03	0.00	26944	0.03	0.00	0.00
22	Jay Talati Advani	50000	0.05	0.00	50000	0.05	0.00	0.00
23	Vistra ITCL (India) Limited	0	0.00	0.00	2300000	2.39	0.00	2.39
24	Vistra ITCL (India) Limited	0	0.00	0.00	2300000	2.39	0.00	2.39
	<b>TOTAL</b>	<b>37330687</b>	<b>38.76</b>	<b>0.00</b>	<b>37331387</b>	<b>38.76</b>	<b>0.00</b>	<b>0.00</b>

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

Sr. No.	Particulars of name and date-wise increase / (decrease) in Promoters' shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	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.	<b>Ashok M Advani</b>				
	<b>At the beginning of the year</b>	2599744	2.70	2599744	2.70
		No Change			
	<b>At the end of the year</b>	<b>2599744</b>	<b>2.70</b>	<b>2599744</b>	<b>2.70</b>
2.	<b>Vistra ITCL (India) Limited</b>				
	<b>At the beginning of the year</b>	<b>7719930</b>	<b>8.02</b>	<b>7719930</b>	<b>8.02</b>
		No Change			
	<b>At the end of the year</b>	<b>7719930</b>	<b>8.02</b>	<b>7719930</b>	<b>8.02</b>
3.	<b>Suneel M Advani</b>				
	<b>At the beginning of the year</b>	<b>6116496</b>	<b>6.35</b>	<b>6116496</b>	<b>6.35</b>
	July 5, 2019 (transfer)	-3300000	-3.43	2816496	2.92
	<b>At the end of the year</b>	<b>2816496</b>	<b>2.92</b>	<b>2816496</b>	<b>2.92</b>
4	<b>Vistra ITCL (India) Limited</b>				
	<b>At the beginning of the year</b>	<b>11955601</b>	<b>12.41</b>	<b>11955601</b>	<b>12.41</b>
		No Change			
	<b>At the end of the year</b>	<b>11955601</b>	<b>12.41</b>	<b>11955601</b>	<b>12.41</b>
5.	<b>Nargis Suneel Advani</b>				
	<b>At the beginning of the year</b>	<b>2836936</b>	<b>2.95</b>	<b>2836936</b>	<b>2.95</b>
	July 5, 2019 (transfer)	-2300000	-2.39	536936	0.56
	<b>At the end of the year</b>	<b>536936</b>	<b>0.56</b>	<b>536936</b>	<b>0.56</b>
6.	<b>Suneeta Nanik Vaswani</b>				
	<b>At the beginning of the year</b>	<b>2244482</b>	<b>2.33</b>	<b>2244482</b>	<b>2.33</b>
		No Change			
	<b>At the end of the year</b>	<b>2244482</b>	<b>2.33</b>	<b>2244482</b>	<b>2.33</b>
7.	<b>Rohina Lulla</b>				
	<b>At the beginning of the year</b>	<b>1168594</b>	<b>1.21</b>	<b>1168594</b>	<b>1.21</b>
		No Change			
	<b>At the end of the year</b>	<b>1168594</b>	<b>1.21</b>	<b>1168594</b>	<b>1.21</b>
8.	<b>Anissa Khanna</b>				
	<b>At the beginning of the year</b>	<b>1126787</b>	<b>1.17</b>	<b>1126787</b>	<b>1.17</b>
		No Change			
	<b>At the end of the year</b>	<b>1126787</b>	<b>1.17</b>	<b>1126787</b>	<b>1.17</b>

Sr. No.	Particulars of name and date-wise increase / (decrease) in Promoters' shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	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
9.	<b>Nanik Ramchand Vaswani</b>				
	<b>At the beginning of the year</b>	<b>932401</b>	<b>0.97</b>	<b>932401</b>	<b>0.97</b>
		No Change			
	<b>At the end of the year</b>	<b>932401</b>	<b>0.97</b>	<b>932401</b>	<b>0.97</b>
10.	<b>Sanjay N Vaswani</b>				
	<b>At the beginning of the year</b>	<b>105775</b>	<b>0.11</b>	<b>105775</b>	<b>0.11</b>
		No Change			
	<b>At the end of the year</b>	<b>105775</b>	<b>0.11</b>	<b>105775</b>	<b>0.11</b>
11.	<b>Vir S Advani</b>				
	<b>At the beginning of the year</b>	<b>74625</b>	<b>0.08</b>	<b>74625</b>	<b>0.08</b>
	July 5, 2019 (transfer)	1000000	1.04	1074625	1.12
	<b>At the end of the year</b>	<b>1074625</b>	<b>1.12</b>	<b>1074625</b>	<b>1.12</b>
12.	<b>Armaan Sandeep Murthy</b>				
	<b>At the beginning of the year</b>	<b>50000</b>	<b>0.05</b>	<b>50000</b>	<b>0.05</b>
		No Change			
	<b>At the end of the year</b>	<b>50000</b>	<b>0.05</b>	<b>50000</b>	<b>0.05</b>
13.	<b>Sumer Sandeep Murthy</b>				
	<b>At the beginning of the year</b>	<b>50000</b>	<b>0.05</b>	<b>50000</b>	<b>0.05</b>
		No Change			
	<b>At the end of the year</b>	<b>50000</b>	<b>0.05</b>	<b>50000</b>	<b>0.05</b>
14.	<b>Sunaina S Advani</b>				
	<b>At the beginning of the year</b>	<b>72525</b>	<b>0.08</b>	<b>72525</b>	<b>0.08</b>
		No Change			
	<b>At the end of the year</b>	<b>72525</b>	<b>0.08</b>	<b>72525</b>	<b>0.08</b>
15.	<b>Uday Vir Advani</b>				
	<b>At the beginning of the year</b>	<b>50000</b>	<b>0.05</b>	<b>50000</b>	<b>0.05</b>
		No Change			
	<b>At the end of the year</b>	<b>50000</b>	<b>0.05</b>	<b>50000</b>	<b>0.05</b>
16.	<b>Anita Ashok Advani</b>				
	<b>At the beginning of the year</b>	<b>30000</b>	<b>0.03</b>	<b>30000</b>	<b>0.03</b>
		No Change			
	<b>At the end of the year</b>	<b>30000</b>	<b>0.03</b>	<b>30000</b>	<b>0.03</b>

Sr. No.	Particulars of name and date-wise increase / (decrease) in Promoters' shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment/transfer/bonus/sweat equity etc.)	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
17.	<b>J T Advani Finance Private Limited</b>				
	<b>At the beginning of the year</b>	<b>60972</b>	<b>0.06</b>	<b>60972</b>	<b>0.06</b>
	December 6, 2019 (transfer)	700	0.00	61672	0.06
	<b>At the end of the year</b>	<b>61672</b>	<b>0.06</b>	<b>61672</b>	<b>0.06</b>
18.	<b>Dev Khanna</b>				
	<b>At the beginning of the year</b>	<b>19625</b>	<b>0.02</b>	<b>19625</b>	<b>0.02</b>
	No Change				
	<b>At the end of the year</b>	<b>19625</b>	<b>0.02</b>	<b>19625</b>	<b>0.02</b>
19.	<b>Iman Rajiv Lulla</b>				
	<b>At the beginning of the year</b>	<b>19625</b>	<b>0.02</b>	<b>19625</b>	<b>0.02</b>
	No Change				
	<b>At the end of the year</b>	<b>19625</b>	<b>0.02</b>	<b>19625</b>	<b>0.02</b>
20.	<b>Rana Rajiv Lulla</b>				
	<b>At the beginning of the year</b>	<b>19625</b>	<b>0.02</b>	<b>19625</b>	<b>0.02</b>
	No Change				
	<b>At the end of the year</b>	<b>19625</b>	<b>0.02</b>	<b>19625</b>	<b>0.02</b>
21.	<b>Dinesh Nanik Vaswani</b>				
	<b>At the beginning of the year</b>	<b>26944</b>	<b>0.03</b>	<b>26944</b>	<b>0.03</b>
	No Change				
	<b>At the end of the year</b>	<b>26944</b>	<b>0.03</b>	<b>26944</b>	<b>0.03</b>
22.	<b>Jay Talati Advani</b>				
	<b>At the beginning of the year</b>	<b>50000</b>	<b>0.05</b>	<b>50000</b>	<b>0.05</b>
	No Change				
	<b>At the end of the year</b>	<b>50000</b>	<b>0.05</b>	<b>50000</b>	<b>0.05</b>
23	<b>Vistra ITCL (India) Limited</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	July 5, 2019 (transfer)	2300000	2.39	2300000	2.39
	<b>At the end of the year</b>	<b>2300000</b>	<b>2.39</b>	<b>2300000</b>	<b>2.39</b>
24	<b>Vistra ITCL (India) Limited</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	July 5, 2019 (transfer)	2300000	2.39	2300000	2.39
	<b>At the end of the year</b>	<b>2300000</b>	<b>2.39</b>	<b>2300000</b>	<b>2.39</b>

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

Sr. No.	Particulars of name and date-wise increase/ (decrease) in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	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.	<b>HDFC Trustee Company Ltd- A/C HDFC MID–Cap Opportunities Fund</b>				
	<b>At the beginning of the year</b>	<b>4625730</b>	<b>4.80</b>	<b>4625730</b>	<b>4.80</b>
	April 12, 2019 (Sale)	-75565	-0.08	4550165	4.72
	April 19, 2019 (Sale)	-61200	-0.06	4488965	4.66
	July 5, 2019 (Purchase)	5000	0.01	4493965	4.67
	September 27, 2019 (Sale)	-9169	-0.01	4484796	4.66
	<b>At the end of the year</b>	<b>4484796</b>	<b>4.66</b>	<b>4484796</b>	<b>4.66</b>
2	<b>SBI FOCUSED EQUITY FUND</b>				
	<b>At the beginning of the year</b>	<b>3488110</b>	<b>3.62</b>	<b>3488110</b>	<b>3.62</b>
	April 26, 2019 (Sale)	-36569	-0.04	3451541	3.58
	May 3, 2019 (Sale)	-28431	-0.03	3423110	3.55
	May 24, 2019 (Purchase)	39684	0.04	3462794	3.60
	May 31, 2019 (Purchase)	60000	0.06	3522794	3.66
	July 5, 2019 (Sale)	-2000	-0.00	3520794	3.66
	July 19, 2019 (Purchase)	152379	0.16	3673173	3.81
	August 16, 2019 (Sale)	-9000	-0.01	3664173	3.80
	September 6, 2019 (Purchase)	227772	0.24	3891945	4.04
	November 15, 2019 (Purchase)	88322	0.09	3980267	4.13
	November 22, 2019 (Purchase)	11678	0.01	3991945	4.14
	December 20, 2019 (Purchase)	193856	0.20	4185801	4.35
	December 27, 2019 (Purchase)	6144	0.01	4191945	4.35
	February 7, 2020 (Sale)	-1044528	-1.08	3147417	3.27
	February 14, 2020 (Purchase)	785703	0.82	3933120	4.08
	March 20, 2020 (Sale)	-8300	-0.01	3924820	4.08
	March 27, 2020 (Sale)	-17978	-0.02	3906842	4.06
	<b>At the end of the year</b>	<b>3906842</b>	<b>4.06</b>	<b>3906842</b>	<b>4.06</b>
3	<b>ICICI PRUDENTIAL LONG TERM EQUITY FUND TAX SAVINGS</b>				
	<b>At the beginning of the year</b>	<b>2118229</b>	<b>2.20</b>	<b>2118229</b>	<b>2.20</b>
	April 5, 2019 (Purchase)	16816	0.02	2135045	2.22
	April 19, 2019 (Purchase)	31784	0.03	2166829	2.25
	Apr 26, 2019 (Purchase)	16130	0.02	2182959	2.27
	May 10, 2019 (Purchase)	61160	0.06	2244119	2.33

Sr. No.	Particulars of name and date-wise increase/ (decrease) in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	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
	May 17, 2019 (Purchase)	60	0.00	2244179	2.33
	May 24, 2019 (Purchase)	29	0.00	2244208	2.33
	June 21, 2019 (Purchase)	6350	0.01	2250558	2.34
	June 29, 2019 (Purchase)	8242	0.01	2258800	2.35
	July 5, 2019 (Purchase)	30	0.00	2258830	2.35
	July 12, 2019 (Purchase)	3850	0.00	2262680	2.35
	July 26, 2019 (Purchase)	22220	0.02	2284900	2.37
	August 2, 2019 (Purchase)	17009	0.02	2301909	2.39
	August 9, 2019 (Purchase)	3489	0.00	2305398	2.39
	August 16, 2019 (Purchase)	10030	0.01	2315428	2.40
	August 23, 2019 (Purchase)	32	0.00	2315460	2.40
	August 30, 2019 (Purchase)	30	0.00	2315490	2.40
	September 27, 2019 (Purchase)	51	0.00	2315541	2.40
	September 30, 2019 (Purchase)	29	0.00	2315570	2.40
	October 4, 2019 (Purchase)	29	0.00	2315599	2.40
	October 11, 2019 (Sale)	-5373	-0.01	2310226	2.40
	October 18, 2019 (Sale)	-24594	-0.03	2285632	2.37
	October 25, 2019 (Purchase)	29	0.00	2285661	2.37
	November 22, 2019 (Purchase)	395	0.00	2286056	2.37
	November 29, 2019 (Purchase)	10438	0.01	2296494	2.38
	December 6, 2019 (Sale)	-27253	-0.03	2269241	2.36
	December 27, 2019 (Purchase)	8793	0.01	2278034	2.37
	December 31, 2019 (Purchase)	15601	0.02	2293635	2.38
	January 10, 2020 (Purchase)	491	0.00	2294126	2.38
	January 31, 2020 (Purchase)	29	0.00	2294155	2.38
	February 7, 2020 (Purchase)	42405	0.04	2336560	2.43
	February 14, 2020 (Purchase)	159377	0.17	2495937	2.59
	March 6, 2020 (Purchase)	43516	0.05	2539453	2.64
	March 13, 2020 (Purchase)	5395	0.01	2544848	2.64
	March 20, 2020 (Purchase)	35220	0.04	2580068	2.68
	March 27, 2020 (Purchase)	75833	0.08	2655901	2.76
	March 31, 2020 (Purchase)	30	0.00	2655931	2.76
	<b>At the end of the year</b>	2655931	2.76	2655931	2.76

Sr. No.	Particulars of name and date-wise increase/ (decrease) in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	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
4	<b>T. ROWE PRICE INTERNATIONAL DISCOVERY FUND</b>				
	<b>At the beginning of the year</b>	0	0	0	0
	May 24, 2019 (Purchase)	2354485	2.44	2354485	2.44
	<b>At the end of the year</b>	2354485	2.44	2354485	2.44
5	<b>SUNDARAM MUTUAL FUND A/C - SUNDARAM MID CAP FUND</b>				
	<b>At the beginning of the year</b>	2196414	2.28	2196414	2.28
	June 14, 2019 (Sale)	-7392	-0.01	2189022	2.27
	June 29, 2019 (Purchase)	4404	0.00	2193426	2.28
	September 27, 2019 (Sale)	-3353	-0.00	2190073	2.27
	October 11, 2019 (Sale)	-2000	-0.00	2188073	2.27
	October 25, 2019 (Sale)	-29041	-0.03	2159032	2.24
	November 22, 2019 (Sale)	-16149	-0.02	2142883	2.22
	November 29, 2019 (Sale)	-9036	-0.01	2133847	2.22
	March 6, 2020 (Sale)	-10000	-0.01	2123847	2.21
	March 13, 2020 (Sale)	-580	0.00	2123267	2.20
	<b>At the end of the year</b>	2123267	2.20	2123267	2.20
6	<b>FRANKLIN INDIA SMALLER COMPANIES FUND</b>				
	<b>At the beginning of the year</b>	1167241	1.21	1167241	1.21
	September 27, 2019 (Purchase)	12172	0.01	1179413	1.22
	September 30, 2019 (Purchase)	245	0.00	1179658	1.22
	October 11, 2019 (Purchase)	17317	0.02	1196975	1.24
	October 18, 2019 (Purchase)	1516	0.00	1198491	1.24
	November 08, 2019 (Purchase)	2675	0.00	1201166	1.25
	December 6, 2019 (Purchase)	37345	0.04	1238511	1.29
	December 13, 2019 (Purchase)	12655	0.01	1251166	1.30
	March 6, 2020 (Purchase)	138706	0.14	1389872	1.44
	March 13, 2020 (Purchase)	31294	0.03	1421166	1.48
	March 20, 2020 (Purchase)	6794	0.01	1427960	1.48
	March 27, 2020 (Purchase)	455000	0.47	1882960	1.96
	<b>At the end of the year</b>	1882960	1.96	1882960	1.96

Sr. No.	Particulars of name and date-wise increase/ (decrease) in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	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
7	<b>FIRST STATE INDIAN SUBCONTINENT FUND</b>				
	<b>At the beginning of the year</b>	2039060	2.12	2039060	2.12
	April 5, 2019 (Sale)	-109141	-0.11	1929919	2.00
	May 3, 2019 (Sale)	-97295	-0.10	1832624	1.90
	May 10, 2019 (Sale)	-206437	-0.21	1626187	1.69
	May 24, 2019 (Sale)	-172317	-0.18	1453870	1.51
	September 6, 2019 (Purchase)	4026	0.00	1457896	1.51
	September 13, 2019 (Purchase)	53716	0.06	1511612	1.57
	February 14, 2020 (Sale)	-68172	-0.07	1443440	1.50
	March 6, 2020 (Sale)	-66744	-0.07	1376696	1.43
	<b>At the end of the year</b>	1376696	1.43	1376696	1.43
8	<b>AXIS MUTUAL FUND TRUSTEE LIMITED A/C - AXIS MUTUAL FUND A/C AXIS SMALL CAP FUND</b>				
	<b>At the beginning of the year</b>	129367	0.13	129367	0.13
	April 5, 2019 (Purchase)	9217	0.01	138584	0.14
	May 10, 2019 (Purchase)	50000	0.05	188584	0.20
	August 9, 2019 (Purchase)	130	0.00	188714	0.20
	August 23, 2019 (Purchase)	28423	0.03	217137	0.23
	August 30, 2019 (Purchase)	19113	0.02	236250	0.25
	September 6, 2019 (Purchase)	3052	0.00	239302	0.25
	September 13, 2019 (Purchase)	3585	0.00	242887	0.25
	September 20, 2019 (Purchase)	30038	0.03	272925	0.28
	November 22, 2019 (Purchase)	1408	0.00	274333	0.28
	January 24, 2020 (Purchase)	16060	0.02	290393	0.30
	January 31, 2020 (Purchase)	200000	0.21	490393	0.51
	February 7, 2020 (Purchase)	419446	0.44	909839	0.94
	February 28, 2020 (Purchase)	40313	0.04	950152	0.99
	March 6, 2020 (Purchase)	201006	0.21	1151158	1.20
	March 13, 2020 (Purchase)	7458	0.01	1158616	1.20
	March 20, 2020 (Purchase)	153057	0.16	1311673	1.36
	March 27, 2020 (Purchase)	25000	0.03	1336673	1.39
	<b>At the end of the year</b>	1336673	1.39	1336673	1.39

Sr. No.	Particulars of name and date-wise increase/ (decrease) in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	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
9	<b>UTI-MASTERSHARE UNIT SCHEME</b>				
	<b>At the beginning of the year</b>	1342000	1.39	1342000	1.39
	April 19, 2019 (Sale)	-16000	-0.02	1326000	1.38
	April 26, 2019 (Sale)	-5593	-0.01	1320407	1.37
	May 10, 2019 (Sale)	-68407	-0.07	1252000	1.30
	December 20, 2019 (Sale)	-45000	-0.05	1207000	1.25
	January 31, 2020 (Sale)	-22500	-0.02	1184500	1.23
	<b>At the end of the year</b>	1184500	1.23	1184500	1.23
10	<b>THE SCOTTISH ORIENTAL SMALLER COMPANIES TRUST PLC</b>				
	<b>At the beginning of the year</b>	1490937	1.55	1490937	1.55
	April 5, 2019 (Sale)	-88263	-0.09	1402674	1.46
	May 24, 2019 (Sale)	-162353	-0.17	1240321	1.29
	February 14, 2020 (Sale)	-43917	-0.05	1196404	1.24
	March 6, 2020 (Sale)	-42997	-0.04	1153407	1.20
	<b>At the end of the year</b>	1153407	1.20	1153407	1.20

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars of name, designation and date-wise increase decrease) shareholding during the year specifying the reason for increase/ decrease (e.g. allotment /transfer/ Bonus/ sweat equity etc.	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.	<b>Shailesh Haribhakti - Non-Executive Independent Chairman</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
		No Change			
	<b>At the end of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
2.	<b>Vir S Advani - Vice Chairman &amp; Managing Director</b>				
	<b>At the beginning of the year</b>	<b>74625</b>	<b>0.08</b>	<b>74625</b>	<b>0.08</b>
	July 5, 2019 (transfer)	1000000	1.04	1074625	1.12
	<b>At the end of the year</b>	<b>1074625</b>	<b>1.12</b>	<b>1074625</b>	<b>1.12</b>
3.	<b>B Thiagarajan - Managing Director</b>				
	<b>At the beginning of the year</b>	<b>72800</b>	<b>0.08</b>	<b>72800</b>	<b>0.08</b>
		No Change			
	<b>At the end of the year</b>	<b>72800</b>	<b>0.08</b>	<b>72800</b>	<b>0.08</b>
4.	<b>Sam Balsara - Independent Director</b>				
	<b>At the beginning of the year</b>	<b>10662</b>	<b>0.01</b>	<b>10662</b>	<b>0.01</b>
	Sale of Shares	96	0.00	10566	0.01
	<b>At the end of the year</b>	<b>10566</b>	<b>0.01</b>	<b>10566</b>	<b>0.01</b>
5.	<b>Rumjhum Chatterjee - Independent Director</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
		No Change			
	<b>At the end of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
6.	<b>Anil Harish - Independent Director</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
		No Change			
	<b>At the end of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
7.	<b>Shobana Kamineni - Independent Director<sup>®</sup></b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
		No Change			
	<b>At the end of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
8.	<b>Rajiv R Lulla - Non-Executive Promoter Director</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
		No Change			
	<b>At the end of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

Sr. No.	Particulars of name, designation and date-wise increase decrease) shareholding during the year specifying the reason for increase/ decrease (e.g. allotment /transfer/ Bonus/ sweat equity etc.	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
9.	<b>Sunaina Murthy - Non-Executive Promoter Director*</b>				
	<b>At the beginning of the year</b>	<b>72525</b>	<b>0.08</b>	<b>72525</b>	<b>0.08</b>
	No Change				
	<b>At the end of the year</b>	<b>72525</b>	<b>0.08</b>	<b>72525</b>	<b>0.08</b>
10.	<b>Arvind K Singhal - Independent Director</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	No Change				
	<b>At the end of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
11.	<b>Gurdeep Singh - Independent Director**</b>				
	<b>At the beginning of the year</b>	<b>1839</b>	<b>0.00</b>	<b>1839</b>	<b>0.00</b>
	Sale of Shares	35	0.00	1804	0.00
	<b>At the end of the year</b>	<b>1804</b>	<b>0.00</b>	<b>1804</b>	<b>0.00</b>
12.	<b>Dinesh N Vaswani - Non-Executive Promoter Director</b>				
	<b>At the beginning of the year</b>	<b>26944</b>	<b>0.03</b>	<b>26944</b>	<b>0.03</b>
	No Change				
	<b>At the end of the year</b>	<b>26944</b>	<b>0.03</b>	<b>26944</b>	<b>0.03</b>
13.	<b>Neeraj Basur - Group Chief Financial Officer</b>				
	<b>At the beginning of the year</b>	<b>49600</b>	<b>0.05</b>	<b>49600</b>	<b>0.05</b>
	No Change				
	<b>At the end of the year</b>	<b>49600</b>	<b>0.05</b>	<b>49600</b>	<b>0.05</b>
14.	<b>Vijay Devadiga - Company Secretary</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	No Change				
	<b>At the end of the year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

\*Appointed as a Non-Executive Promoter Director with effect from April 1, 2019.

\*\* Retired from the Board on July 31, 2019.

@ Ceased to be an Independent Director with effect from May 29, 2019.

## V. INDEBTEDNESS

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

(₹ in crores)

Particulars	Secured Loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	165.72	198.70	-	364.42
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.25	-	-	0.25
<b>Total (i+ii+iii)</b>	<b>165.97</b>	<b>198.70</b>	<b>-</b>	<b>364.67</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	306.44	2,099.78	-	2,406.22
Reduction	394.48	1,877.36	-	2,271.84
Net Change	-88.04	222.42	-	134.38
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	77.93	421.12	-	499.05
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>77.93</b>	<b>421.12</b>	<b>-</b>	<b>499.05</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in lakhs)

Sr No.	Particulars of remuneration	Name of MD/ WTD/ Manager		Total amount
		Vir S Advani Vice Chairman & Managing Director	B Thiagarajan Managing Director	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	312.69	312.69	625.38
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	14.13	14.13	28.26
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	155.00	172.50	327.50
	- others (performance linked incentives)	-	-	-
5.	Others			
	- Retirals (tax exempted)	18.18	18.18	36.36
	<b>Total (A)</b>	<b>500.00</b>	<b>517.50</b>	<b>1017.50</b>
	Ceiling as per the Act	₹1,790.65 lakhs (being 10% of net profits of the Company calculated as per Section 198 of the Companies Act, 2013).		

**B. Remuneration to other Directors:**

(₹ in lakhs)

Sr No.	Particulars of remuneration	Name of the Directors										Total amount
		Shailesh Haribhakti	Sam Balsara	Rumjhum Chatterjee	Anil Harish	Shobana Kamineni (Ceased to be an Independent Director w.e.f May 29, 2019)	Rajiv R Lulla	Sunaina Murthy (Appointed w.e.f. April 1, 2019)	Arvind K Singhal	Gurdeep Singh (Retired from the Board on July 31, 2019)	Dinesh N Vaswani	
<b>1. Independent Directors</b>												
	Fee for attending board/ committee meetings	8.00	5.75	5.50	7.75	1.25	-	-	6.50	2.75	-	37.50
	Commission	19.00	9.50	9.50	9.50	1.58	-	-	9.50	3.17	-	61.75
	Others	-	-	-	-	-	-	-	-	-	-	-
	<b>Total (1)</b>	<b>27.00</b>	<b>15.25</b>	<b>15.00</b>	<b>17.25</b>	<b>2.83</b>			<b>16.00</b>	<b>5.92</b>		<b>99.25</b>
<b>2. Other Non-Executive Directors</b>												
	Fee for attending board/ committee meetings	-	-	-	-	-	6.25	6.25	-	-	5.25	17.75
	Commission	-	-	-	-	-	9.50	9.50	-	-	9.50	28.50
	Others	-	-	-	-	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15.75</b>	<b>15.75</b>	<b>-</b>	<b>-</b>	<b>14.75</b>	<b>46.25</b>
	<b>Total B (1)+(2)</b>	<b>27.00</b>	<b>15.25</b>	<b>15.00</b>	<b>17.25</b>	<b>2.83</b>	<b>15.75</b>	<b>15.75</b>	<b>16.00</b>	<b>5.92</b>	<b>14.75</b>	<b>145.50</b>
	<b>Total Managerial Remuneration (A+B) ₹</b>											1163.00
	Overall Ceiling as per the Act	₹1969.72 lakhs (being 11% of net profits of the Company calculated as per Section 198 of the Companies Act, 2013).										

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**

(₹ in lakhs)

Sr No.	Particulars of remuneration	Key Managerial Personnel		Total amount
		Neeraj Basur Group Chief Financial Officer	Vijay Devadiga Company Secretary	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	245.60	59.38	304.98
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2.43	1.13	3.56
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others	- -	- -	- -
5.	Others - Retirals (tax exempted)	6.26	1.88	8.14
	<b>Total</b>	<b>254.29</b>	<b>62.39</b>	<b>316.68</b>

## **VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

There were no penalties/punishment/compounding of offences for breach of any Section of the Companies Act against the Company or its Directors or other officers in default, if any, during the year.

For and on behalf of the Board of Directors

Date : May 12, 2020  
Place : Mumbai

**Shailesh Haribhakti**  
Chairman  
(DIN: 00007347)