

FORM NO MGT-9**EXTRACT OF ANNUAL RETURN****as on the 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	L17119WB1919PLC003429
(ii)	Registration Date	18th October, 1919
(iii)	Name of the Company	KESORAM INDUSTRIES LIMITED
(iv)	Category/Sub-Category of the Company	Public Company
(v)	Address of the Registered Office and contact details	9/1, R.N. Mukherjee Road, Kolkata 700001 Phone: +91 33 22429454/22435453 Fax: +91 33 2210 9455 E-Mail: corporate@kesoram.net
(vi)	Whether listed company	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited 383, Lake Gardens, 1st Floor, Kolkata 700045 Phone: +91 33 40724051 to 4053, Fax: +91 33 40724050 E-Mail: mcssta@rediffmail.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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Tyres & Tubes	22111	33.47
2	Cement	23942	66.53

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN	Holding / Subsidiary / Associates	% of Shares held	Applicable Section
1	Cygnnet Industries Limited 8th floor, Birla Building, 9/1, R. N. Mukherjee Road, Kolkata 700 001	U74900WB2015PLC206720	Subsidiary	100.00	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 as on 1st April 2018				No. of Shares held as on 31st March 2019				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
1. Indian									
a) Individual/HUF	1312409	Nil	1312409	0.96	1312409	Nil	1312409	0.92	(-) 0.04
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	69264009	Nil	69264009	50.43	74514009	Nil	74514009	52.26	1.83
e) Banks/Fl	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	70576418	Nil	70576418	51.39	75826418	Nil	75826418	53.18	1.79
2. Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Others Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/Fl	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	70576418	Nil	70576418	51.39	75826418	Nil	75826418	53.18	1.79
B. Public Shareholding									
1. Institution									
a) Mutual Funds	227727	11230	238957	0.17	108263	11230	119493	0.08	(-) 0.09
b) Banka/Fl	291599	15511	307110	0.22	247615	15386	263001	0.18	(-) 0.04
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	5479211	200	5479411	3.99	5434211	200	5434411	3.81	(-)0.18
g) FIs	3455260	6800	3462060	2.52	2068591	6800	2075391	1.46	(-) 1.06
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	9453797	33741	9487538	6.90	7858680	33616	7892296	5.53	(-) 1.37

Category of Shareholders	No. of Shares held as on 1st April 2018				No. of Shares held as on 31st March 2019				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	16970068	150901	17120969	12.47	16883404	19589	16902993	11.85	(-)0.62
ii) Overseas	3741945	-	3741945	2.72	3741945	-	3741945	2.62	(-) 0.10
iii) NBFCs registered with RBI	3639	-	3639	0.00	133561	-	133561	0.09	0.09
iii) Central govt/ State Govt(s) POI/IEPF-4 Authority	340251	-	340251	0.25	340251	-	340251	0.24	(-)0.01
b) Individuals									
i) Individuals shareholders holding nominal share capital upto Rs. 1 lakh	18659929	934109	19594038	14.27	19875385	846617	20722002	14.53	0.26
ii) Individuals shareholders holding nominal share capital excess of Rs.1 lakh	8430968	24822	8455790	6.16	9003783	24822	9028605	6.33	0.17
c) Others (specify)									
i) NRI	914772	5744	920516	0.67	926095	5574	931669	0.65	(-) 0.02
ii) Enemy Property	6803	1296	8099	0.01	0	1296	1296	0.00	(-)0.01
iii) Trust	23996	-	23996	0.02	2163	-	2163	0.00	(-)0.02
iv) Unclaimed Suspense A/c	5	-	5	0.00	5	-	5	0.00	-
v) Cooperative Society	25000	-	25000	0.02	25000	-	25000	0.02	-
Sub-total (B)(2):-	49117376	1116872	50234248	36.59	50931592	897898	51829490	36.33	(-)0.26
Total Public Shareholding (B)=(B)(1)+(B)(2)	58571173	1150613	59721786	43.49	58790272	931514	59721786	41.86	(-) 1.63
C. Shares held by Custodian for GDRs & ADRs	7041875	-	7041875	5.13	7041875	-	7041875	4.94	(-) 0.19
Grand Total (A+B+C)	136189466	1150613	137340079	100	141658565	931514	142590079	100	0.00

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding as on 1st April, 2018			Share holding as on 31st March, 2019			% 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	Basant Kumar Birla	402496	0.29	-	402496	0.28	-	-0.01
2	Rajashree Birla	3250	0.00	-	3250	0.00	-	-
3	Kumar Mangalam Birla	300	0.00	-	300	0.00	-	-
4	Vasavadatta Bajaj	5750	0.01	-	5750	0.01	-	-
5	Jayashree Mohta	65078	0.05	-	65078	0.04	-	-0.01
6	Manjushree Khaitan	720158	0.53	-	720158	0.51	-	-0.02
7	Vidula Jalan	115377	0.08	-	115377	0.08	-	-
8	Manav Investment & Trading Company Ltd.*	28709679	20.91	11.75	33959679	23.82	16.64	2.91
9	M/s. Aditya Marketing & Manufacturing Ltd.	2449111	1.78	-	2449111	1.72	-	-0.06
10	B.K. Birla Foundation	7012	0.01	-	7012	0.01	-	-
11	Birla Education Trust	954171	0.69	-	954171	0.67	-	-0.02
12	Prakash Educational Society	910922	0.66	-	910922	0.64	-	-0.02
13	Birla Educational Institution	362643	0.26	-	362643	0.25	-	-0.01
14	Birla Institute of Technology & Science	1515806	1.10	-	1515806	1.06	-	-0.04
15	Century Textiles & Industries Ltd.	5116800	3.73	-	5116800	3.59	-	-0.14
16	Pilani Investment And Industries Corporation Ltd.	27338750	19.91	-	27338750	19.17	-	-0.74
17	Padmavati Investment Ltd.	1899115	1.38	-	1899115	1.33	-	-0.05
	Total	70576418	51.39	11.75	75826418	53.18	16.64	1.79

* 52,50,000 Convertible Warrants of Rs. 10/- each issued on 28.03.2018 on a preferential basis were fully converted into Equity Shares on 06.04.2018.

(iii) Change in Promoters' Shareholding in the Financial Year 2018-19

Sl. No.	Name of Promoter	Shareholding as on 1st April 2018		Shareholding as on 31st March, 2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Manav Investment & Trading Company Ltd.				
	At the beginning of the year	28709679	20.90		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweet equity etc.): 52,50,000 Convertible Warrants of Rs. 10.00 each issued on 28.03.2018 on a preferential basis were fully converted into Equity Shares on 06.04.2018.	5250000	-	33959679	23.82
	At the end of the year			33959679	23.82

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

Sl. No.	Name of Shareholder	Shareholding as on 1st April 2018		Shareholding as on 31st March, 2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Euston Industries Limited**	0	0.00	7165325	5.03
2	Life Insurance corporation of India	3716952	2.70	3716952	2.61
3	Devi Investment and Development INC.	3441945	2.50	3441945	2.41
4	Finquest Securities Pvt. Ltd. – Client Beneficiary A/C.***	208500	0.15	2203200	1.55
5	Hypnos Fund Limited	1694521	1.23	1694521	1.19
6	Century Enka Limited	1403985	1.20	1403985	0.98
7	Life Insurance Corporation of India P & GS Fund	1266865	0.92	1266865	0.89
8	Viral Amal Parikh	975262	0.71	975262	0.68
9	Shah Jigar Lalchand	551220	0.40	590342	0.41
10	Kajal Synthetics and Silk Mills Ltd.	550000	0.40	550000	0.39
11	Highgate Industries Limited*	7500000	5.46	0	0.00
12	ER Resurgent Fund*	1225000	0.89	0	0.00
		22534250	16.56	23008397	16.14

*the shareholding had ceased and was not part of top 10 shareholders as on 31/03/2019

** were a top ten shareholders on 31/03/2019

***were not a top 10 shareholder as on 31/03/2018

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding as on 1st April 2018		Shareholding as on 31st March 2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Basant Kumar Birla	402496	0.29	402496	0.28
2	Manjushree Khaitan	720158	0.52	720158	0.51
3	Gautam Ganguli	740	0.00	740	0.00
		1123394	0.81	1123394	0.79

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness Rs./ crores
Indebtedness at the beginning of the financial year (1st April 2018)				
i) Principal Amount	3103.14	223.01	279.75	3605.90
ii) Interest due but not paid	14.54	-	2.84	17.38
iii) Interest accrued but not due	0.73	-	-	0.73
Total (i+ii+iii)	3118.41	223.01	282.59	3624.01
Change in Indebtedness during the financial year				
Addition	1081.01	38.25	220.42	1339.68
Reduction	1435.72	234.53	239.09	1909.34
Net Change	-354.71	-196.28	-18.67	-569.66
Indebtedness at the end of the financial year (31st March, 2019)				
i) Principal Amount	2748.44	26.73	261.09	3036.25
ii) Interest due but not paid	11.85	-	3.30	15.15
iii) Interest accrued but not due	2.37	-	-	2.37
Total (i+ii+iii)	2762.66	26.73	264.39	3053.77

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of WTD			Total Amount (Rs.)
		Tridib Kumar Das**	Chander Kumar Jain*	Manjushree Khaitan	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,90,44,831	2,35,25,771	2,82,80,980	7,08,51,582
	(b) Value of perquisites u/s 17(2) Income-tax Act 1961	34,500	39,600	39,600	1,13,700
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others	Nil	Nil	Nil	Nil
5.	Others				
	- Provident Fund	5,53,208	Nil	10,80,000	16,33,208
	- Superannuation Fund	Nil	Nil	Nil	Nil
	Total (A)	1,96,32,539	2,35,65,371	2,94,00,580	7,25,98,490
	Ceiling as per Act	Remuneration is within limits of provisions of law			

* appointed w.e.f 4th May, 2018

**Tridib Kumar Das was a Whole-time Director as well as the Chief Financial Officer of the Company upto 30th August, 2018

B. Remuneration to other directors

I. Independent Directors

Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
	Amitabha Ghosh	Kashi Prasad Khandelwal	Sudip Banerjee	Lee Seow Chuan*	Jikyeong Kang*	
Fees for attending Board & Committee Meetings	15,60,000	15,20,000	12,40,000	15,40,698	8,72,094	67,32,792
Commission	Nil	Nil	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil	Nil	Nil
Total (1)	15,60,000	15,20,000	12,40,000	15,40,698*	8,72,094*	67,32,792

II. Other Non-Executive Directors

Particulars of Remuneration	Name of Directors		Total Amount (Rs.)
	Basant Kumar Birla	Siddhartha Mohanty**	
Fees for attending Board & Committee Meetings	2,00,000	4,00,000	6,00,000
Commission	Nil	Nil	Nil
Others	Nil	Nil	Nil
Total (2)	2,00,000	4,00,000	6,00,000
Total B = (1)+(2)			73,32,792
Ceiling as per Act	Remuneration is within limits of provisions of law		

* Includes Income Tax borne by the Company

** Fees paid to Life Insurance Corporation of India ("LIC")

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl.	Particulars of Remuneration	Key Managerial Personal		
		Company Secretary	Chief Financial Officer*	Total (Rs.)
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,88,98,960	1,66,71,477	4,55,70,437
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	82,800	48,523	1,31,323
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit - others	Nil	Nil	Nil
5.	Others - PF	10,80,000	6,32,903	17,12,903
	Total	3,00,61,760	1,73,52,903	4,74,14,663

*appointed w.e.f. 31/08/2018

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

TYPE	SECTION OF COMPANIES ACT	BRIEF DESCRIPTION	DETAILS OF PENALTY/ PUNISHMENT/ COMPOUNDING FEES IMPOSED	AUTHORITY [RD/NCLT/ COURT]	APPEAL MADE, IF ANY
A. COMPANY					
PENALTY					
PUNISHMENT			Nil		
COMPOUNDING					
B. DIRECTORS					
PENALTY					
PUNISHMENT			Nil		
COMPOUNDING					
C. OTHER OFFICERS IN DEFAULT					
PENALTY					
PUNISHMENT			Nil		
COMPOUNDING					