

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	U01132TN2011PLC079800
ii)	Registration Date	23 rd March, 2011
iii)	Name of the Company	Parry Agro Industries Limited
iv)	Category/Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the Registered Office and contact details	Parry House, 5 th floor, No.43, Moore Street, Chennai -600 001. Tel. : + 91 044 2530 6852 Fax : + 91 044 2535 8114 E-mail : secretarial@pai.murugappa.com
vi)	Whether listed Company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Karvy Fintech Private Limited (formerly, Karvy Computershare Private Limited) Karvy Selenium, Tower B, Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Tel : + 91 40 2342 0815 - 24 Toll Free : 1 - 800 3454001 Fax : + 91 40 2342 0814 Email : einward.ris@karvy.com Website : www.karvy.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:-	As per Annexure A
III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Annexure B
IV.	SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)	
(i)	Category-wise Share Holding	As per Annexure C
(ii)	Shareholding of Promoters	As per Annexure D
(iii)	Change in Promoters' Shareholding	As per Annexure E
(iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Annexure F
(v)	Shareholding of Directors and Key Managerial Personnel:	As per Annexure G

V	INDEBTEDNESS	
	Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Annexure H
VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
	A. Remuneration to Managing Director, Whole-time Directors and / or Manager	As per Annexure I
	B. Remuneration to other Directors	As per Annexure J
	C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD	As per Annexure K
VII.	PENALTIES / PUNISHMENT /COMPOUNDING OF OFFENCES	As per Annexure L

ANNEXURE A

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*	% of total turnover of the company
1	Manufacturing and selling of Tea	10791	100

* As per National Industrial Classification - Ministry of Statistics and Program Implementation.

ANNEXURE B

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Ambadi Investments Limited	U65993TN1942PLC003659	Holding Company	77.92%	2 (46)

DIRECTORS' REPORT (CONTD.)

ANNEXURE C

IV. SHAREHOLDING PATTERN (Equity Share Capital break up as percentage of total equity)

(i) Category-wise Shareholding

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (AS ON 1/04/2018)			NO. OF SHARES HELD AT THE END OF THE YEAR (AS ON 31/03/2019)			% CHANGE DURING THE YEAR	
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL		TOTAL
(A)	PROMOTER AND PROMOTER GROUP								
(1)	INDIAN								
(a)	Individual /HUF	5,28,600	-	5,28,600	14.07	4,75,700	-	4,75,700	12.66
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	29,87,038	-	29,87,038	79.51	29,63,678	-	29,63,678	78.89
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-
(e)	Others	15,221	15,221	15,221	0.41	-	-	-	-
	Sub-Total A(1) :	35,15,638	15,221	35,30,859	93.99	34,39,378	-	34,39,378	91.55
(2)	FOREIGN								
(a)	Individuals (NRIs/Foreign Individuals)	67,000	-	67,000	1.78	67,000	-	67,000	1.78
(b)	Bodies Corporate	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-
	Sub-Total A(2) :	67,000	-	67,000	1.78	67,000	-	67,000	1.78
	Total A=A(1)+A(2)	35,82,638	15,221	35,97,859	95.77	35,06,378	-	35,06,378	93.33
(B)	PUBLIC SHAREHOLDING								
(1)	INSTITUTIONS								
(a)	Mutual Funds /UTI	-	-	-	-	-	-	-	-
(b)	Financial Institutions /Banks	-	50	50	-	-	50	50	-
(c)	Central Government / State Government(s)	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-
(i)	Others	-	-	-	-	-	-	-	-
	Sub-Total B(1) :	-	50	50	-	-	50	50	-
(2)	NON-INSTITUTIONS								
(a)	Bodies Corporate	577	1,153	1,730	0.05	24,867	964	25,831	0.69
(b)	Individuals								
(i)	Individuals holding nominal share capital upto Rs.1 lakh	33,149	45,071	78,220	2.08	34,994	42,485	77,479	2.06
(ii)	Individuals holding nominal share capital in excess of Rs.1 lakh	78,596	-	78,596	2.09	146,717	-	146,717	3.91
(c)	Others								
	NON RESIDENT INDIANS	18	-	18	0.00	18	-	18	-
	NR/ NON-REPATRIATION	43	-	43	0.00	43	-	43	-
	TRUSTS	300	-	300	0.01	300	-	300	0.01
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-
	Sub-Total B(2) :	1,12,683	46,224	1,58,907	4.23	2,06,939	43,449	2,50,388	6.67
	Total B=B(1)+B(2) :	1,12,683	46,274	1,58,957	4.23	2,06,939	43,499	2,50,438	6.67
	Total (A+B) :	36,95,321	61,495	37,56,816	100.00	37,13,317	43,499	37,56,816	100.00
(C)	Shares held by custodians, against which Depository Receipts have been issued								
(1)	Promoter and Promoter Group	-	-	-	-	-	-	-	-
(2)	Public	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C) :	36,95,321	61,495	37,56,816	100.00	37,13,317	43,499	37,56,816	100.00

DIRECTORS' REPORT (CONTD.)

ANNEXURE D

IV SHAREHOLDING PATTERN (Equity Share Capital breakup as percentage of total equity)

i) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2018)			Shareholding at the end of the year (As on 31.03.2019)			
		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	% change in shareholding during the year
1	AMBADI INVESTMENTS LIMITED	29,26,863	77.91	-	29,27,378	77.92	-	0.01
2	M.A.M.ARUNACHALAM	66,446	1.77	-	66,446	1.77	-	-
3	M.M.MURUGAPPAN	49,871	1.33	-	9,871	0.26	-	(1.07)
4	M.M.VENKATACHALAM	49,821	1.33	-	49,821	1.33	-	-
5	S VELLAYAN	38,887	1.04	-	38,887	1.04	-	-
6	A VENKATACHALAM	34,096	0.91	-	34,096	0.91	-	-
7	A VELLAYAN	33,946	0.90	-	33,946	0.90	-	-
8	M.A.MURUGAPPAN HOLDINGS LLP	23,875	0.64	-	23,875	0.64	-	-
9	ARUN ALAGAPPAN	16,846	0.45	-	16,846	0.45	-	-
10	M V SUBBIAH	14,975	0.40	-	14,975	0.40	-	-
11	M V SUBBIAH	8,300	0.22	-	8,300	0.22	-	-
12	M M VENKATACHALAM	3,700	0.10	-	3,700	0.10	-	-
13	M M MURUGAPPAN	3,700	0.10	-	3,700	0.10	-	-
14	M.M.VEERAPPAN	3,000	0.08	-	3,000	0.08	-	-
15	M M MUTHIAH	3,000	0.08	-	3,000	0.08	-	-
16	ARUN ALAGAPPAN	2,025	0.05	-	2,025	0.05	-	-
17	M.A.M.ARUNACHALAM	2,025	0.05	-	2,025	0.05	-	-
18	ARUN VENKATACHALAM	2,000	0.05	-	2,000	0.05	-	-
19	M A ALAGAPPAN	2,000	0.05	-	2,000	0.05	-	-
20	M V SUBRAMANIAN	2,000	0.05	-	2,000	0.05	-	-
21	M V MUTHIAH	2,000	0.05	-	2,000	0.05	-	-
22	AMBADI ENTERPRISES LTD	1,600	0.04	-	1,600	0.04	-	-
23	V ARUNACHALAM	1,000	0.03	-	1,000	0.03	-	-
24	V NARAYANAN	1,000	0.03	-	1,000	0.03	-	-
25	M M VENKATACHALAM	217	0.01	-	217	0.01	-	-
26	M V MURUGAPPAN	200	0.01	-	200	0.01	-	-
	TOTAL	32,93,393	87.68	-	32,53,908	86.62	-	(1.06)

DIRECTORS' REPORT (CONTD.)

ANNEXURE E

IV SHAREHOLDING PATTERN (Equity Share Capital breakup as percentage of total equity)

iii) Change in Promoters' Shareholding

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2018)		Transactions made during the year				Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total shares of the company	Date	Increase/ (Decrease) in shareholding	Reason	No. of Shares	% of total shares of the company	
1	AMBADI INVESTMENTS LIMITED	29,26,863	77.91						
				08.02.2019	333	Transfer	29,27,196	77.92	
				08.03.2019	182	Transfer	29,27,378	77.92	

DIRECTORS' REPORT (CONTD.)

ANNEXURE F

IV SHAREHOLDING PATTERN (Equity Share Capital breakup as percentage of total equity)

(iv) Shareholding Pattern of Top 10 Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl.No.	Name	Shareholding at the beginning of the year		Increase / (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares held as on 01.04.2018	% of total shares of the company			No. of shares held as on 31.03.2019	% of total shares of the company
1	F L DADABHOY	21,236	0.57	-		21,236	0.57
2	P F DADABHOY	16,350	0.44	-		16,350	0.44
3	N F DADABHOY	15,450	0.41	-		15,450	0.41
4	R F DADABHOY	13,380	0.36	-		13,380	0.36
5	SHIRIN WATWANI	12,180	0.32	-		12,180	0.32
6	SM SWETHARANYAM	3,000	0.08	-		3,000	0.08
7	HARBANS SINGH BAWA	2,715	0.07	(2,715)	Transfer	-	-
8	LALITCHAND ABHAICHAND	1,681	0.04	-		1,681	0.04
9	PRADIPKUMAR BABULAL SHAH	662	0.02	(331)	Transfer	331	0.01
10	MANOJ JAYANTILAL MEHTA	624	0.02	-		624	0.02
	Total	87,278	2.32	(3,046)		84,232	2.24

DIRECTORS' REPORT (CONTD.)

ANNEXURE G

IV SHAREHOLDING PATTERN (Equity Share Capital breakup as percentage of total equity)

(v) Shareholding Pattern of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year (As on 01.04.2018)		Cumulative Shareholding during the year (As on 31.03.2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	M M VENKATACHALAM, Director				
1.	At the beginning of the year	49,821	1.33	49,821	1.33
2.	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
3.	At the end of the year	49,821	1.33	49,821	1.33

ANNEXURE H

V. INDEBTEDNESS

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

(₹ in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
- Addition	-	-	-	-
- Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

DIRECTORS' REPORT (CONTD.)

ANNEXURE I

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager (₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager	
		A. Sridhar - Whole Time Director	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	88.16	88.16
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961	0.21	0.21
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	NA	NA
2.	Stock Option	NA	NA
3.	Sweat Equity	NA	NA
4.	Commission	NA	NA
	- as % of profit		
	- others		
5.	Others	NA	NA
	Total (A)	88.38	88.38
	Ceiling as per the Companies Act @ 5% of the Net Profit	NA*	

* The company has obtained approval from the shareholders as per the Section 197 read with Part II of Schedule V of the Companies Act, 2013

ANNEXURE J

B. Remuneration to other Directors (₹ in lacs)

Sl. No.	Particulars of Remuneration	Names of Directors						Total Amount
		Mr. NANDLAL GANGULI	Mr. RAMESH RAJAH	Mr. RAVI SAM	Mr. T. JAYARAMAN	Mr. RAMESH K B MENON	MR. M.M. VENKATACHALAM	
1.	Independent Directors							
	Fee for attending board/ committee meetings	0.80	0.85	0.30	0.65	-	-	2.60
	Commission	0.95	0.95	0.95	0.95	-	-	3.80
	Others	-	-	-	-	-	-	-
	Total (1)	1.75	1.80	1.25	1.60	-	-	6.40
2.	Other Non-Executive Directors							
	Fee for attending Board/ committee meetings	-	-	-	-	0.90	0.90	1.80
	Commission	-	-	-	-	0.95	0.95	1.90
	Total (2)	-	-	-	-	1.85	1.85	3.70
	Total Managerial Remuneration (1+2)	1.75	1.80	1.25	1.60	1.85	1.85	10.10
	Over all Ceiling as per the Act	₹ 5.70 Lacs (Being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)						

DIRECTORS' REPORT (CONTD.)

Annexure K

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	CS	Total
1.	Gross salary	NA	NA	NA	NA
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961				
2.	Stock Option	NA	NA	NA	NA
3.	Sweat Equity	NA	NA	NA	NA
4.	Commission - as % of profit - others	NA	NA	NA	NA
5.	Others please specify	NA	NA	NA	NA
	Total	NA	NA	NA	NA

Annexure L

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed if any	Authority (RD/ NCLT/COURT)	Appeal made, if any
A. Company			None		
	Penalty				
	Punishment				
	Compounding				
B. Directors			None		
	Penalty				
	Punishment				
	Compounding				
C. OTHER OFFICERS IN DEFAULT			None		
	Penalty				
	Punishment				
	Compounding				