

## Annexure II

TOONZ RETAIL INDIA PRIVATE LIMITED  
CIN: U18204KA2009PTC051872

### Form MGT-9

Extract of Annual Return as on Financial Year Ended 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	U18204KA2009PTC051872
ii.	Registration Date	December 18, 2009
iii.	Name of the Company	Aviral Crop Science Private Limited (formerly known as Toonz Retail India Private Limited)
iv.	Category/Sub-Category of the Company	Company limited by Shares/Non-govt company
v.	Address of the Registered office and contact details	320/02, Flower Garden, K.H. Ranganatha Colony, Opp. BHEL, Mysore Road, Bangalore, Karnataka-560026
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	NA

#### 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:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% to total turnover of the company
1	Other Retail sale in non-specialized stores	47190	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.	Redson Retail & Reality Private Limited Address: A-88 Ashok Vihar Phase-I, Delhi -110052	U01403DL2009PTC187000	Holding	99.95%	2 (46)



**IV. SHAREHOLDING 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. Promoter</b>									
<i>1) Indian</i>									
a) Individual / HUF	-	1000	1000	0.05	-	1000	1000	0.05	-
b) Central Govt	NIL								
c) State Govt(s)	NIL								
d) Bodies Corp	--	19,99,000	19,99,000	100	--	19,99,000	19,99,000	99.95	-
e) Banks / FI	NIL								
f) Any Other (Trust)	NIL								
<b>Sub- total (A)(1):</b>	--	<b>20,00,000</b>	<b>20,00,000</b>	<b>100</b>	--	<b>20,00,000</b>	<b>20,00,000</b>	<b>100</b>	--
<i>2) Foreign</i>									
a) NRIs- Individuals	NIL								
b) Other- Individuals	NIL								
c) Bodies Corp.									
d) Banks / FI	NIL								
e) Any Other....	NIL								
<b>Sub-total (A)(2):</b>									
<b>Total Shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	--	<b>20,00,000</b>	<b>20,00,000</b>	<b>100</b>	--	<b>20,00,000</b>	<b>20,00,000</b>	<b>100</b>	--
<b>B. Public Shareholding</b>									
<i>1. Institutions</i>									
a) Mutual Funds	NIL								
b) Banks / FI	NIL								
c) Central Govt	NIL								
d) State Govt(s)	NIL								



e) Venture Capital Funds	NIL								
f) Insurance Companies	NIL								
g) FIIs	NIL								
h) Foreign Venture Capital Funds	NIL								
i) Others (specify)	NIL								
<b>Sub-total (B)(1)</b>	NIL								
<b>2. Non - Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	NIL								
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	NIL								
c) Others									
<b>Sub-total (B)(2)</b>									
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>									
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	NIL								
<b>Grand Total (A+B+C)</b>	--	20,00,000	20,00,000	100	--	20,00,000	20,00,000	100	--

*ii. Shareholding of Promoters:*

Sr. No	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of the year	
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		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.	Redson Retail & Reality Private Limited	19,99,000	99.95	--	19,99,000	99.95	--	--
2.	Ankur Aggarwal	1000	0.05	--	1,000	0.05	--	--

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

Sr. no		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
<b>A.</b>	<b>Redson Retail &amp; Reality Pvt Ltd</b>				
	At the beginning of the year	19,99,000	99.95	19,99,000	99.95
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	19,99,000	99.95	19,99,000	99.95
<b>B.</b>	<b>Ankur Aggarwal</b>				
	At the beginning of the year	1000	0.05	1000	0.05
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	1000	0.05	1000	0.05

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

S. No		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
	For Each of the top 10 shareholders				
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	At the End of the year				



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

S. No		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
	For Each of the Directors and KMP				
	At the beginning of the year	1000	0.05	1000	0.05
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
	At the End of the year	1,000	0.05	1,000	0.05

**V. INDEBTEDNESS:**

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

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	32,34,254	60,13,51,489	15,04,72,961	75,50,58,704
i) Principal Amount	--		--	--
ii) Interest due but not paid	--			--
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>32,34,254</b>	<b>60,13,51,489</b>	<b>15,04,72,961</b>	<b>75,50,58,704</b>
Change in Indebtedness during the financial year				
- Addition	40,34,376	29,00,00,000	1,43,02,684	30,83,37,060
- Reduction	--	27,70,40,500	3,24,58,261	30,94,98,761
<b>Net Change</b>	<b>40,34,376</b>	<b>1,29,59,500</b>	<b>(1,81,55,577)</b>	<b>(11,61,701)</b>
Indebtedness at the end of the financial year				
i) Principal Amount	72,68,630	61,43,10,989	13,23,17,384	75,38,97,003
ii) Interest due but not paid	--	84,55,956	--	84,55,956
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>72,68,630</b>	<b>62,27,66,945</b>	<b>13,23,17,384</b>	<b>76,23,52,959</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	NAME	Not Applicable	
2.	DESIGNATION		
3.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		



	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	
4.	Stock Option	
5.	Sweat Equity	
6.	Commission - as % of profit - others, specify...	
7.	Others, please specify	
8.	Total (A)	
	Ceiling as per the Act	

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Director	Total Amount
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	Not Applicable	
	Total (1)		
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify		
	Total (2)		
	Total(B) = (1+2)		
	Overall Ceiling as per the Act		
	<b>TOTAL REMUNERATION</b> [TOTAL(A)+TOTAL(B)]		

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(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	Not Applicable			
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
6.	Total				





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

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					
Penalty			NIL		
Punishment					
Compounding					

Date: November 19, 2020  
Place: New Delhi



For and on behalf of the Board of Directors

Ankur Aggarwal  
Director  
DIN: 00074325

Sumeet Sood  
Director  
DIN: 06934358