

Annexure III

TOONZ RETAIL INDIA PRIVATE LIMITED
CIN: U18204KA2009PTC051872

Form MGT-9

Extract of Annual Return as on Financial Year Ended March 31, 2018

[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 | 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 | 16 th B Cross Yelhanka New Town Opp. Bus Stand Bangalore, Karnataka- 560064 |
| 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 | U01403DL2009P TC187000 | Holding | 99.95% | 2 (46) |



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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 | |
| A. Promoter | | | | | | | | | |
| 1) <i>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 | | | | | | | | |
| Sub- total (A)(1): | -- | 20,00,000 | 20,00,000 | 100 | -- | 20,00,000 | 20,00,000 | 100 | -- |
| 2) <i>Foreign</i> | | | | | | | | | |
| a) NRIs- Individuals | NIL | | | | | | | | |
| b) Other- Individuals | NIL | | | | | | | | |
| c) Bodies Corp. | | | | | | | | | |
| d) Banks / FI | NIL | | | | | | | | |
| e) Any Other.... | NIL | | | | | | | | |
| Sub-total (A)(2): | | | | | | | | | |
| Total Shareholding of Promoter (A) = (A)(1) + (A)(2) | -- | 20,00,000 | 20,00,000 | 100 | -- | 20,00,000 | 20,00,000 | 100 | -- |
| B. Public Shareholding | | | | | | | | | |
| 1. <i>Institutions</i> | | | | | | | | | |
| a) Mutual Funds | NIL | | | | | | | | |
| b) Banks / FI | NIL | | | | | | | | |
| c) Central Govt | NIL | | | | | | | | |
| d) State Govt(s) | NIL | | | | | | | | |



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| | | | | | | | | | |
|--|-----|-----------|-----------|-----|----|-----------|-----------|-----|----|
| e) Venture Capital Funds | NIL | | | | | | | | |
| f) Insurance Companies | NIL | | | | | | | | |
| g) FIIs | NIL | | | | | | | | |
| h) Foreign Venture Capital Funds | NIL | | | | | | | | |
| i) Others (specify) | NIL | | | | | | | | |
| Sub-total (B)(1) | NIL | | | | | | | | |
| 2. Non - Institutions | | | | | | | | | |
| 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 | | | | | | | | | |
| Sub-total (B)(2) | | | | | | | | | |
| Total Public Shareholding (B)=(B)(1) + (B)(2) | | | | | | | | | |
| C. Shares held by Custodian for GDRs & ADRs | NIL | | | | | | | | |
| Grand Total (A+B+C) | -- | 20,00,000 | 20,00,000 | 100 | -- | 20,00,000 | 20,00,000 | 100 | -- |



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ii. **Shareholding of Promoters:**

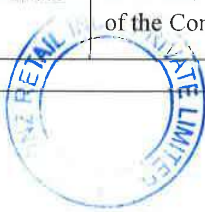
| Sr. No | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | |
|--------|---|---|----------------------------------|---|-------------------------------------|----------------------------------|--|----|
| | | No. of Shares | % of total Shares 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. | 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 |
| A. | Redson Retail & Reality Pvt Ltd | | | | |
| | 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. | Ankur Aggarwal | | | | |
| | 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 | | | | |



| | | |
|--|---|-----|
| | Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) | NIL |
| | 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 | | | | |
| i) Principal Amount | 54,452,325 | 335,379,489 | 141,860,890 | 531,692,704 |
| ii) Interest due but not paid | -- | 463,010 | -- | 463,010 |
| iii) Interest accrued but not due | -- | -- | -- | -- |
| Total (i+ii+iii) | 54,452,325 | 335,842,499 | 141,860,890 | 532,155,714 |
| Change in Indebtedness during the financial year | | | | |
| - Addition | | 278,882,221 | 26,171,482 | 305,053,703 |
| - Reduction | 51,218,071 | 13,373,231 | 17,559,411 | 82,150,713 |
| Net Change | (51,218,071) | 265,508,990 | 8,612,071 | 222,902,990 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 3,234,254 | 601,351,489 | 150,472,961 | 755,058,704 |
| ii) Interest due but not paid | -- | -- | -- | -- |
| iii) Interest accrued but not due | -- | -- | -- | -- |
| Total (i+ii+iii) | 3,234,254 | 601,351,489 | 150,472,961 | 755,058,704 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(Amount in Rs.)



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| 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 (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 | | |
| 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 | | |
| | TOTAL REMUNERATION [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) |
|------------------------------|------------------------------|-------------------|---|----------------------------|------------------------------------|
| A. Company | | | | | |
| Penalty | NIL | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. Directors | | | | | |
| Penalty | NIL | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. Other Officers in Default | | | | | |
| Penalty | NIL | | | | |
| Punishment | | | | | |
| Compounding | | | | | |



Date: June 27, 2019
Place: New Delhi

For and on behalf of the Board of Directors

[Signature]

Sharad Kumar Venkta
Director
DIN: 05272004

[Signature]

Ankur Aggarwal
Director
DIN: 00074325