

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:-	L51900MH1985PLC035214
ii)	Registration Date	30-01-85
iii)	Name of the Company	Twin Roses Trades & Agencies Limited
iv)	Category / Sub-Category of the Company	Public Company / Limited by Shares
v)	Address of the Registered office and contact details	147, 14th floor, Atlanta, Nariman Point, Mumbai - 400021 Tel: +91 22 22800131 Fax: +91 22 22800130
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited Karvy Selenium, Tower B, Plot No. - 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi TG 500032. Tel: +91 40 6716 1700 Toll Free No: 1800 425 8998 Fax: +91 40 67161680
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 Attachment A
III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Attachment B
IV.	SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)	
i)	Category-wise Share Holding	As per Attachment C
ii)	Shareholding of Promoters	As per Attachment D
iii)	Change in Promoters' Shareholding	As per Attachment E
iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment F
v)	Shareholding of Directors and Key Managerial Personnel	As per Attachment G
V.	INDEBTEDNESS	
	Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment H
VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
A.	Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment I
B.	Remuneration to other directors	As per Attachment J
C.	Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD	As per Attachment K
VII.	PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:	As per Attachment L

Attachment A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company : -

Sr.No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the company
NIL			

Attachment B

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES / BODIES CORPORATE

Sr. No.	Name of Company / Bodies Corporate	Address of Company	CIN/GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable section
NIL						

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 (As on 01-04-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A	Promoters									
(1)	Indian									
a)	Individual / HUF	0	0	0	0.00	0	0	0	0.00	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 Corporate	422500	0	4 22 500	18.85	422500	0	4 22 500	18.85	0.00
e)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any other...	0	0	0	0.00	0	0	0	0.00	0.00
	Sub - Total (A) (1) :-	422500	0	4 22 500	18.85	4 22 500	0	4 22 500	18.85	0.00
(2)	Foreign									
a)	NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	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)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter(A) = (A)(1) + (A)(2)	422500	0	4 22 500	18.85	4 22 500	0	4 22 500	18.85	0.00
B	Public Shareholding									
1	Institutions									
a)	Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
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	0	0	0	0.00	0	0	0	0.00	0.00
g)	FIs	0	0	0	0.00	0	0	0	0.00	0.00
h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i)	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub - Total (B) (1)	0	0	0	0.00	0	0	0	0.00	0.00
2	Non-institutions									
a)	Bodies Corp.									
i)	Indian	0	6 15 700	6 15 700	27.47	0	6 95 550	6 95 550	31.04	3.56
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 Rs. 1 lakh	0	13 850	13 850	0.62	0	13 850	13 850	0.62	0.00
ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	11 88 950	11 88 950	53.05	0	11 09 100	11 09 100	49.49	-3.56
c)	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub - Total (B) (2)	0	18 18 500	18 18 500	81.15	0	18 18 500	18 18 500	81.15	0.00
	Total Public Shareholding (B) = (B)(1) + (B)(2)	0	18 18 500	18 18 500	81.15	0	18 18 500	18 18 500	81.15	0.00
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total (A+B+C) ¹	4 22 500	18 18 500	22 41 000	100.00	4 22 500	18 18 500	22 41 000	100.00	0.00

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

ii) Shareholding of Promoters

Sr. 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 share holding during the year
1	Alakh Traders Private Limited	4 22 500	18.85	0.00	4 22 500	18.85	0.00	0.00
	Total	4 22 500	18.85	0.00	4 22 500	18.85	0.00	0.00

Attachment E

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

iii) Change in Promoters' Shareholding

Sr. No.		Shareholding at the beginning of the year (As on 01-04-2018)		Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	4 22 500	18.85	4 22 500	18.85
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	There is no change in the holding of promoters between 01-04-2018 and 31-03-2019			
	At the End of the year	4 22 500	18.85	4 22 500	18.85

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

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

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18) / end of the year (31-03-19)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Rohana Commercials Private Limited	1 05 600	4.71	-	0	-	1 05 600	4.71
2	Sun Wave Commercials Private Limited	1 03 850	4.63	-	0	-	1 03 850	4.63
3	Leisure Life Commercials Private Limited	1 02 050	4.55	-	0	-	1 02 050	4.55
4	Titan Farms Private Limited	1 00 100	4.47	-	0	-	1 00 100	4.47
5	Vasudhara Mercantile Private Limited	99 100	4.42	-	0	-	99 100	4.42
6	Techfo Venture Capital Private Limited	98 000	4.37	-	0	-	98 000	4.37
7	Biren Commercials Private Limited	0	0.00	01.04.2018				
				03.10.2018	60 300	Transfer	60 300	2.69
				27.11.2018	19 550	Transfer	79 850	3.56
		79 850	3.56	31.03.2019				
8	Mrs. Forum Shah	21 850	0.98	-	0	-	21 850	0.98
9	Mr. Manohar Chaturvedi Jointly With Mrs. Laxmi Chaturvedi	21 850	0.98	-	0	-	21 850	0.98
10	Mr. Muralidharan Panicker Jointly With Mrs. Suguna Panicker	21 850	0.98	-	0	-	21 850	0.98

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

v) Shareholding of Directors and Key Managerial Personnel

Sr.No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No.of Shares at the beginning (01-04-18) /end of the year (31-03-19)	% of total shares of the Company				No.of Shares	% of total shares of the Company
A	DIRECTORS:							
1	Udaykumar C Damani	0	0.00	-	0	-	0	0.00
2	Rajendra N Khona (appointed w.e.f. 11th June, 2018)	0	0.00	-	0	-	0	0.00
3	Hitesh M.Vora (ceased w.e.f. 11th June, 2018)	0	0.00	-	0	-	0	0.00
4	Joykrishna H. Dalia (ceased w.e.f. 11th June, 2018)	0	0.00	-	0	-	0	0.00
5	Rajeev Mittal Independent Director	0	0.00	-	0	-	0	0.00
6	Lopamudra Dixit Independent Director	0	0.00	-	0	-	0	0.00
B	Key Managerial Personnel (KMP's)							
1	Bhavin S. Mehta Company Secretary	0	0.00	-	0	-	0	0.00
2	Rajesh G Patel Manager (appointed w.e.f. 29th May, 2018)	0	0.00	-	0	-	0	0.00
3	Rupin V. Patel Chief Financial Officer	0	0.00	-	0	-	0	0.00

V. INDEBTENDNESS

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

Amount (Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01-04-2018)				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year (31-03-2019)				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

Attachment I

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Rajesh G Patel (Manager)(Appointed w.e.f. 29th May, 2018)	Total Amount (Rs.)
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	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify...	-	-
5	Others-payments on secondment	7,95,029	7,95,029
	Total (A)	7,95,029	7,95,029
	Ceiling as per the Act	Rs. 60 Lakhs (as per schedule V of the Companies Act, 2013)	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Hitesh M. Vora (ceased w.e.f. 11th June, 2018)	Udaykumar C. Damani	Joykrishna H. Dalia (ceased w.e.f. 11th June, 2018)	Rajendra N Khona (appointed w.e.f. 11th June, 2018)	Lopamudra Dixit (Independent Director)	
1	Independent Directors						
	- Fee for attending board / committee meetings	-	-	-	-	-	-
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-
2	Other Non-Executive Directors						
	- Fee for attending board / committee meetings	-	-	-	-	-	-
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	-
	Overall Ceiling as per the Act						N.A.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

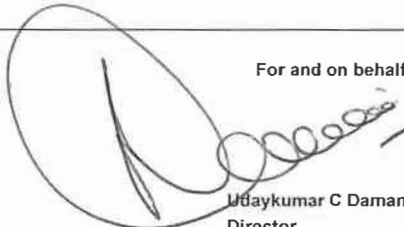
Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs.)
		Company Secretary Bhavin S. Mehta	CFO Rupin V. Patel	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	-others, specify... - Medical	-	-	-
5	Others-payments on secondment	60 000	65 546	1 25 546
	Interest Concession on loan	-	-	-
	Total	60 000	65 546	1 25 546

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					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

For and on behalf of the Board of Directors



Udaykumar C Damani
Director



Rajendra N Khona
Director

Place: Mumbai
Dated: 4th September, 2019