

FORM NO. MGT – 9
EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2019

[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

CIN	L99999MH1969PLC014465
Registration Date	27 th November, 1969
Name of the Company	ARIES AGRO LIMITED
Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES /INDIAN NON-GOVERNMENT COMPANY
Address of the Registered Office and contact details	Aries House, Plot No. 24, Deonar, Govandi(E), Mumbai-400 043 Phone No. 022 2522 9000/2556 4052/53 Fax No. 022 2556 4054/2557 1711
Whether listed Company	YES
Name, address and contact details of Registrar and Transfer Agent, if any	AARTHI CONSULTANTS PRIVATE LIMITED 1-2-285, Domalguda, Hyderabad – 500 029, Telangana, India Tel : +91-40-27634445 / 27642217, Fax: +91-40-27632184 E-mail: aries@arthiconsultants.com Website: www.arthiconsultants.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:-

Sr. No	Name and Description of main products / Services	NIC Code of the Product/ Service	% to total turnover of the Company
1.	Micro Nutrient Fertilizer-Manufactured	20129	66.23
2.	Micro Nutrient Fertilizer-Traded	20129	23.94

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	%tage of Shares held	Applicable Section
1.	Golden Harvest Middle East FZC	Plot P3-04, Post Box No. 9267, Sharjah Airport International Free Zone(SAIF), Sharjah, UAE	N.A.	Subsidiary	75	2(87)(ii)
2.	Amarak Chemicals FZC	Al Hayl Industrial Area, P. O. Box 5283, Fujairah Free Zone(FFZ), Fujairah, UAE	N.A.	Step Down Subsidiary	75 (Held through Golden Harvest Middle East FZC)	2(87)(ii)
3.	Aries Agro Care Private Limited	Aries House, Plot No. 24, Deonar, Govandi(E), Mumbai-400 043	U01122MH2007PTC166761	Subsidiary	100	2(87)(ii)

4.	Aries Agro Equipments Private Limited	Aries House, Plot No. 24, Deonar, Govandi(E), Mumbai-400 043	U01403MH2007PTC166972	Subsidiary	100	2(87)(ii)
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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.PROMOTERS									
(1) Indian									
a) Individual/HUF	6847926	0	6847926	52.66	6847926	0	6847926	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	6847926	0	6847926	52.66	6847926	0	6847926	52.66	0
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	6847926	0	6847926	52.66	6847926	0	6847926	52.66	0
B. PUBLIC SHAREHOLDING									-
1. Institutions									-
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	19306	0	19306	0.15	19740	0	19740	0.15	2.25
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	19306	0	19306	0.15	19740	0	19740	0.15	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	513619	0	513619	3.95	625334	0	625334	4.81	21.75

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	3309735	128581	3438316	26.44	4005204	118506	4123710	31.71	19.93
ii) Individual Shareholders holding nominal share capital in excess of ₹1 lakh	1710716	0	1710716	13.15	834841	0	834841	6.42	-51.20
c) Others Directors and Relatives	0	0	0	0	0	0	0	0	0
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	0	0	0	0	0	0	0	0	0
ii) Other Foreign Nationals	0	0	0	0	0	0	0	0	0
iii) Foreign Bodies	0	0	0	0	0	0	0	0	0
iv) NRI / OCBs	188589	0	188589	1.45	259294	0	259294	1.99	37.49
v) Clearing Members / Clearing House	122989	0	122989	0.95	132442	0	132442	1.02	7.68
vi) Trusts	0	0	0	0	0	0	0	0	0
vii) Limited Liability Partnership	0	0	0	0	0	0	0	0	0
viii) Foreign Portfolio Investor (Corporate)	0	0	0	0	0	0	0	0	0
ix) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
x) NBFCs Regd with RBI	6800	0	6800	0.05	1800	0	1800	0.01	-73.53
xi) IEPF	140453	15625	156078	1.20	159252	0	159252	1.22	2.03
Sub-Total (B)(2):	5992901	144206	6137107	47.19	6018167	118506	6136673	47.18	
Total Public Shareholding (B)=(B)(1)+(B)(2)	6012207	144206	6156413	47.34	6037907	118506	6156413	47.34	
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	12860133	144206	13004339	100.00	12885833	118506	13004339	100.00	-

(ii) Shareholding of Promoters

Shareholder's Name	No. of Shares held at the beginning of the year 01.04.2018			No. of Shares held at the end of the year 31.03.2019			% Change 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	
Jimmy Mirchandani	3434830	26.41	0	3344830	25.72	0	-2.62

Rahul Mirchandani	2713221	20.86	0	2803221	21.56	0	3.32
Akshay Mirchandani	361875	2.78	0	361875	2.78	0	0
Amol Mirchandani	335000	2.58	0	335000	2.58	0	0
Nitya Mirchandani	3000	0.02	0	3000	0.02	0	0
Total	6847926	52.66	0	6847926	52.66	0	0

(iii) Change in Promoters' Shareholding

Shareholder's Name	No. of Shares held at the beginning of the year 01.04.2018		Increase/Decrease during the year	No. of Shares held at the end of the year 31.03.2019	
	No. of Shares	% of total Shares of the company		No. of Shares	% of total Shares of the company
Jimmy Mirchandani	3434830	26.41	-90,000*	3344830	25.72
Rahul Mirchandani	2713221	20.86	+90,000*	2803221	21.56

*Dr Rahul Mirchandani purchased 90,000 Shares from Dr. Jimmy Mirchandani on 10.09.2018 through Market in Block Deal. Apart from that there was no change in the Promoter's Shareholding between 01.04.2018 to 31.03.2019.

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

Sr. No	Shareholder's Name *	Shareholding at the beginning of the year 01.04.2018		Shareholder's Name	Shareholding at the end of the year 31.03.2019	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	VIJAY KISHANLAL KEDIA	410921	3.16	IEPF-MCA	159252	1.99
2	S. SHYAM	340818	2.62	RAMESH V. SOMANI	89659	0.69
3	VIJAY KISHANLAL KEDIA	300062	2.31	NAV KAR FINLEASE PVT LTD	70136	0.54
4	VIJAYA S	200000	1.54	KOUSHIK SEKHAR	56400	0.43
5	IEPF-MCA	156078	1.20	JEEVAN KISHORE BODEPUDI	50005	0.38
6	KOUSHIK SEKAHR	71400	0.55	HASMUKH PAREKH	50000	0.38
7	NAV KAR FINLEASE PVT LTD	70136	0.54	SRIKANTH DHULIPALA	48000	0.37
8	B. LAVANYA	50000	0.38	EDELWEISS CUSTODIAL SERVICES LTD	46949	0.36
9	KLR VANIJYA PVT LTD	45995	0.38	KLR VANIJYA PVT LTD	41983	0.32
10	STOCK HOLDING CORPORATION OF INDIA LTD	34999	0.27	ANGEL BROKING LTD	41145	0.32
11	EDELWEISS CUSTODIAL SERVICES LTD	32487	0.25	KARTAR TAHILRAM BASANTANI	39977	0.31

* The Shares of the Company are traded on a daily basis and hence the date wise increase/decrease in Share Holding is not indicated. Shareholding is consolidated based on Permanent Account Number(PAN) of the Shareholders.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01.04.2018		Cumulative Shareholding during the year		Date of change in shareholding	Reason for change
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
	Directors						
1	Dr. Jimmy Mirchandani	3434830	26.41	3344830	25.72	10.09.2018	Refer Note below
2.	Dr. Rahul Mirchandani	2713221	20.86	2803221	21.56	10.09.2018	Refer Note below
3	Mrs. Nitya Mirchandani	3000	0.02	3000	0.02	NIL	N.A.
4	Prof. R. S. S. Mani	0	0	0	0	NIL	N.A.
5	Mr. C. B. Chhaya	0	0	0	0	NIL	N.A.

6	Mr. B. V. Dholakia	0	0	0	0	NIL	N.A.
7.	Mr. S. Ramamurthy	0	0	0	0	NIL	N.A.
8.	Mr. Qaiser P. Ansari	5	0	5	0	NIL	N.A.

***Dr Rahul Mirchandani purchased 90,000 Shares from Dr. Jimmy Mirchandani on 10.09.2018 through Market in Block Deal. Apart from that there was no change in the Promoter's Shareholding between 01.04.2018 to 31.03.2019.**

Other than this, no other Director and Key Managerial Personnel holds any shares in the Company.

V. INDEBTEDNESS

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

(Rupees in Lakhs)			
Particulars	Secured Loans	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the Financial Year			
1. Principal Amount	13,582.61	1,325.42	14,908.03
2. Interest Due but not Paid	-	-	-
3. Interest accrued but not due	4.74	8.53	13.27
Total(1+2+3)	13,587.35	1,333.95	14,921.30
Change in Indebtedness during the Financial Year			
1. Addition	-	1,349.10	1,349.10
2. Reduction	128.18	-	128.18
Net Change (1-2)	128.18	1,349.10	1,220.92
Indebtedness at the end of the Financial Year			
1. Principal Amount	13,455.54	2,674.99	16,130.53
2. Interest Due but not Paid	-	-	-
3. Interest accrued but not due	3.63	8.06	11.69
Total(1+2+3)	13,459.17	2,683.05	16,142.22

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director / Whole Time Director and/or Manager:

Sr No.	Particulars of Remuneration	Dr. Rahul Mirchandani, CMD (In Lakhs p.a)	Total Amount (In Lakhs p.a)
1	Gross Salary		
	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	121.50	121.50
	(b) Value of Perquisites u/sec 17 (2) Income Tax Act, 1961	7.29	7.29
	(c) Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961		
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	-	-
	a. as a % of profit		
	b. Others, specify		
5	Others, Please specify	12.96	12.96
	a) HRA	10.13	10.13
	b) Medical	10.13	10.13
	c) LTA	-	-
	d) Leave Salary	14.58	14.58
	e) Contribution to PF		
	Total (A)	176.58	176.58

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Fee for attending Board/ Committee Meetings (in Lakhs)	Commission) (in Lakhs)	Others, please specify (in Lakhs)	Total Amount (in Lakhs)
1.	Independent Directors				
	Prof. R. S. S. Mani	2.85	-	-	2.85
	Mr. C. B. Chhaya	3.03	-	-	3.03
	Mr. B. V. Dholakia	3.00	-	-	3.00
	Total (1)	8.88	-	-	8.88
2.	Other Non-Executive Directors				
	Dr. Jimmy Mirchandani	0.68	-	-	0.68
	Mrs. Nitya Mirchandani	3.40	-	-	3.40
	Total (2)	4.08	-	-	4.08
	Total (B)=(1+2)	12.96	-	-	12.96
	Total Managerial Remuneration	Rs. 189.54 Lakhs			

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

Sr No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (in Lakhs)
		President and Chief Financial Officer	Company Secretary and Senior V. P. (Legal)	
		Mr. S. Ramamurthy (in Lakhs)	Mr. Qaiser P. Ansari (in Lakhs)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	24.86	14.95	39.81
	(b) Value of Perquisites u/sec 17 (2) Income Tax Act, 1961	-	-	-
2	c. Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961	-	-	-
	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	a. as a % of profit			
	b. others, specify			
5	Others, Please specify	7.46	4.49	11.95
	a) HRA	3.25	1.26	4.51
	b) Conveyance	0.39	0.27	0.66
	c) Medical	1.94	1.19	3.13
	d) LTA	1.94	0.87	2.81
	e) Leave Salary	1.94	1.19	3.13
	f) Bonus	10.73	3.43	14.16
	g) Incentive	2.98	1.79	4.77
	h) Contribution to PF			
	Total	55.49	29.44	84.93

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (Under the Companies Act) :

There were no penalties, punishment or compounding of offences for breach of any Section of Companies Act against the Company or its Directors or other Officers in default, if any, during the year ended 31st March, 2019.

For and on behalf of the Board,

Place: Mumbai
Date: 8th August, 2019

Dr. Rahul Mirchandani
Chairman & Managing Director
DIN-00239057