



Category of shareholders	Number of shares held on 1 <sup>st</sup> April, 2019				Number of shares held on 31 <sup>st</sup> March, 2020				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	83,47,294	0	83,47,294	61.8661	1,32,75,093	0	1,32,75,093	62.6240	59.0346
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
Alternate Investment Funds	25,5,995	0	2,55,995	1.8973	15,62,280	0	15,62,280	7.3699	510.2775
Foreign Portfolio Investors	13,40,590	0	13,40,590	9.9358	14,02,344	0	14,02,344	6.6154	4.6064
Financial Institutions/ Banks	0	300	300	0.0022	0	300	300	0.0014	0
Insurance Companies	0	6,900	6,900	0.0511	0	6,900	6,900	0.0326	0
Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
Any Other (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(1)</b>	<b>15,96,585</b>	<b>7,200</b>	<b>16,03,785</b>	<b>11.8864</b>	<b>29,64,624</b>	<b>7200</b>	<b>29,71,824</b>	<b>14.0193</b>	<b>85.3006</b>
<b>2. Central Government/ State Government(s)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>3. Non-institutions</b>									
Individuals –									
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	11,33,873	6,50,756	17,84,629	13.2268	11,93,385	5,99,860	17,93,245	8.4595	0.4827
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	4,13,047	0	4,13,047	3.0613	3,32,783	0	3,32,783	1.5699	-19.4321
Trust Employee	9,737	0	9,737	0.0721	0	0	0	0	-100
Any Other (specify)									
Trusts	0	0	0	0.0000	12,309	0	12,309	0.0581	100
Hindu Undivided Family	78,609	0	78,609	0.5826	60,135	0	60,135	0.2837	-23.5011
Partnership Firm	0	0	0	0	7,41,097	0	7,41,097	3.4961	100
Non Resident Indians	42,427	69,000	11,1,427	0.8258	41,264	1,04,100	1,08,364	0.5112	-2.7488
Directors & their Relatives	6,25,007	0	6,25,007	4.6322	6,01,833	0	6,01,833	2.8391	-3.7077
Clearing Member Bodies Corporate	21,728	0	21,728	0.1610	5,851	0	5,851	0.0276	-73.0716
	4,85,187	12,050	4,97,237	3.6853	12,83,564	12,050	12,95,614	6.1119	160.5626
<b>Sub-Total (B)(3)</b>	<b>28,09,615</b>	<b>7,31,806</b>	<b>35,41,421</b>	<b>26.2473</b>	<b>42,70,388</b>	<b>6,80,773</b>	<b>49,51,161</b>	<b>23.3567</b>	<b>39.8071</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>44,06,200</b>	<b>7,39,006</b>	<b>51,45,206</b>	<b>38.1337</b>	<b>72,35,012</b>	<b>7,87,973</b>	<b>79,22,985</b>	<b>37.3760</b>	<b>53.9877</b>
<b>C. Shares held by Custodians for GDR's &amp; ADR's</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1,27,53,494</b>	<b>7,39,006</b>	<b>1,34,92,500</b>	<b>100.0000</b>	<b>2,05,10,105</b>	<b>6,87,973</b>	<b>2,11,98,078</b>	<b>100.0000</b>	<b>57.1100</b>

Reason for change in the total numbers of shares:

- During the year, Board of Directors had allotted 27,77,779 Convertible warrants on Private Placement basis on 18th April, 2019. The Share warrants were convertible into Equity Shares of Rs. 10/- each at a premium of Rs.350/- per equity. During the Year, the Warrant Holders exercise their option to convert the entire Convertible Warrants into equivalent Equity Shares of the Company and Company received the balance 75% of the funds from all the warrant holders. The Share Allotment Committee of your Board in their meeting held on 16th January,2020 allotted 27,77,779 Equity Shares of Rs.10/- each to the warrant holders on conversion of the convertible warrants into Equity Shares of Rs.10/- each .
- In accordance of the Order dated 25th November, 2019 of the Hon'ble NCLT, Mumbai Bench in the matter of Scheme of Arrangement between Avalon Cosmetics Private Limited ('Demerged Company') and your Company ('Resulting Company'), the Share Allotment Committee of your Board in its meeting held on 16th January, 2020 has issued and allotted 49,27,799 Equity Shares of Rs.10/- each of your Company to the eligible Shareholders of the Demerged Company who were holding shares of the Demerged Company as on the Record Date i.e. 15th January, 2020..

ii) Shareholding of Promoters

Shareholder's name	Number of shares held on 1 <sup>st</sup> April, 2019			Number of shares held on 31 <sup>st</sup> March, 2020			% change in share holding 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	
Vanity Case India Pvt. Ltd.	7847294	58.1604	0	8981593	42.3698	0	14.4546
Shrinivas Vasudeva Dempo	400000	2.9646	0	400000	1.8870	0	0
Soiru Dempo Management Holding Private Limited	100000	0.7412	0	100000	0.4717	0	0
Asha Ramanlal Kothari	0	0	0	1896750	8.9477	0	100
Sameer Ramanlal Kothari	0	0	0	1896750	8.9477	0	100
<b>TOTAL</b>	<b>8347294</b>	<b>61.8662</b>	<b>0</b>	<b>13275093</b>	<b>62.6240</b>	<b>0</b>	<b>59.0346</b>

iii) Change in Promoters' Shareholding

Sr. No.	Shareholder's name	Shareholding at the 1 <sup>st</sup> April, 2019		Cumulative Shareholding during / at the end of the year (31 <sup>st</sup> March, 2020)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Vanity Case India Pvt. Ltd.				
	At the beginning of the year	78,47,294	58.1604	78,47,294	58.1604
	16.01.2020 – Pursuant to Scheme of Arrangement	11,34,299	5.35	89,81,593	42.3698
	At the end of the year			89,81,593	42.3698
2.	Asha Ramanlal Kothari				
	At the beginning of the year	0	0	0	0
	16.01.2020 – Pursuant to Scheme of Arrangement	18,96,750	8.9477	18,96,750	8.9477
	At the end of the year			18,96,750	8.9477
3.	Sameer Ramanlal Kothari				
	At the beginning of the year	0	0	0	0
	16.01.2020 – Pursuant to Scheme of Arrangement	18,96,750	8.9477	18,96,750	8.9477
	At the end of the year			18,96,750	8.9477
	<b>TOTAL</b>			<b>1,27,75,093</b>	<b>60.2652</b>

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

Top Ten Shareholders	Shareholding as on 1 <sup>st</sup> April, 2019		Shareholding as on 31 <sup>st</sup> March, 2020	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
Jwalamukhi Investment Holdings	1340000	9.9314	1340000	6.3213
Infinity Consumer Holdings	0	0.0000	1024675	4.8338
Sixth Sense India Opportunities II	0	0.0000	833334	3.9312
Westbridge AIF I	217263	1.6103	627242	2.9590
Vora Chaitali Nikhil	550000	4.0763	525000	2.4766
Amruta Adukia	0	0.0000	472225	2.2277
Sandeep Gupta	0	0.0000	263925	1.2450
Convergent Finance LLP	0	0.0000	183620	0.8662
Nepean Long Term Opportunities Fund	38732	0.2871	101704	0.4798
Nalini Kalra#	50000	0.3706	46800	0.2208
Miral Keyur Desai#	34500	0.2557	34500	0.1628
Jaswant A. Sarvaiya#	50000	0.3706	983	0.0046
Vinod Raichand Shah#	36606	0.2713	20095	0.0948
Mangal Keshav Financial Services#	31000	0.2298		
Sixth Sense India Opportunities#	409190	3.0327	0	0

#Ceased to be in the list of Top 10 shareholders as on 31.03.2020. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2019

v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year (1 <sup>st</sup> April, 2019)		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during / at the end of the year (31 <sup>st</sup> March, 2020)	
	No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
Ganesh Tukaram Argekar	50000	0.3848	-	-	-	50000	0.2359
Shrinivas Dempo	400000	2.9646				400000	1.8870
Sameer Kothari	0	0	16.01.2020	1896750	Pursuant to Scheme of Arrangement	1896750	8.9477
Nikhil Vora				7		7	0.0000
Harsha Raghavan	0	0	-	1826	-	1826	0.0088
Mayank Samdani	25000	0.1853	-	-	-	25000	0.1179
Bankim Purohit##	45	0.0003	-	-	-	45	0.0002
Kedarnath Swain*	2250	0.0167	-	-	-	2250	0.0106
Beena Mahambrey#	2550	0.0189				2550	0.0120
<b>TOTAL</b>			-	<b>18,98,583</b>	-		

\* CFO upto 11.11.2019

\*\* CFO with effect from 12.11.2019

# CS upto 18.04.2019

## CS with effect from 19.04.2019

## V. INDEBTEDNESS

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

(In Rs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	97,73,65,428.03	90,02,019.85	-	98,63,67,447.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but no due	1,18,55,820.00	-	-	1,18,55,820.00
<b>Total (i+ii+iii)</b>	<b>98,92,21,248.03</b>	<b>90,02,019.85</b>	<b>-</b>	<b>99,82,23,267.88</b>
<b>Change in Indebtedness during the financial year</b>				
▪ Addition	96,18,96,217	1,34,63,980	-	97,53,60,196.80
▪ Reduction	-319295464.7	-	-	(31,92,95,464.68)
<b>Net Change</b>	<b>64,26,00,752</b>	<b>1,34,63,980</b>	<b>-</b>	<b>65,60,64,732</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,61,95,88,000	2,24,66,000	-	1,64,20,54,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1,22,34,000	-	-	1,22,34,000.00
<b>Total (i+ii+iii)</b>	<b>1,63,18,22,000</b>	<b>2,24,66,000</b>	<b>-</b>	<b>1,65,42,88,000</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(in Rs)

Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
	Sameer R. Kothari	Ganesh T. Argekar	
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	74,00,000	34,00,000	1,08,00,000
(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	-	-	-
Stock Option	-	Nil	Nil
Sweat Equity	-	Nil	Nil
Commission			
- as % of profit	-	Nil	Nil
- others, specify...	-	Nil	Nil
Sitting Fees	21,000	Nil	21,000
Others, please specify			
- Retirement benefits	-	-	-
<b>Total (A)</b>	<b>74,21,000</b>	<b>34,00,000</b>	<b>1,08,21,000</b>
Ceiling as per the Act	10% of the net profits of the Company – 3,58,00,000		

B. Remuneration to other Directors

(in Rs)

Particulars of Remuneration	Name of Directors					Total Amount
	Shashi K. Kalathil	Honey Vazirani	Neeraj Chandra	Sandeep Mehta	** Sudin M. Usgaonkar	
Independent Directors						
Fee for attending board/committee meetings	1,95,000	1,77,000	1,26,000	85,000	16,000	5,99,000
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
<b>Total (1)</b>	<b>1,95,000</b>	<b>1,77,000</b>	<b>1,26,000</b>	<b>85,000</b>	<b>16,000</b>	<b>5,99,000</b>
Other Non-Executive Directors						
Fee for attending board/committee meetings	1,41,000	1,40,000	-	-	-	2,81,000
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
<b>Total (2)</b>	<b>1,41,000</b>	<b>1,40,000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2,81,000</b>
<b>Total (B)=(1+2)</b>						<b>8,80,000</b>
<b>Total Managerial Remuneration (A+B)</b>						<b>1,17,01,000</b>
Ceiling as per the Act			1. Total managerial remuneration payable to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed 11% of the net profit of the Company – 3,94,00,000 2. 1% of the net profits of the company, if there is a managing or whole-time director or manager - 36,00,000			

\* Mr. Rajesh S. Dempo, resigned on 16.04.2019

\*\* Adv. Sudin M. Usgaonkar, ceased to be a Director from 26.09.2019

# Mr. Sarvijit Singh Bedi appointed on 18<sup>th</sup> April, 2019 and Mr. Harsha Raghvan appointed on 11.11.2019 are not paid any sitting fees or remuneration.

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

(Rs. In Lakhs)

Particulars of Remuneration	Key Managerial Personnel		Total Amount
	Bankim Purohit Company Secretary	Mayank Samdani Chief Financial Officer	
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14.86	20.74	35.60
(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	-	-	-
Stock Option	Nil	Nil	Nil
Sweat Equity	Nil	Nil	Nil
Commission			
- as % of profit	Nil	Nil	Nil
- others, specify...	Nil	Nil	Nil
Others, please specify			
- Retirement benefits	---	---	---
<b>Total</b>	<b>14.86</b>	<b>20.74</b>	<b>35.60</b>

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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-