

ANNEXURE 'B' TO BOARD'S REPORT

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2018
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. Registration and other details	
CIN	L99999GJ1958PLC000892
Registration Date	30th May, 1958
Name of the Company	The Baroda Rayon Corporation Limited
Category/Sub Category of the Company	Public Company / Limited by shares
Address of the Registered Office and contact details	P.O.Baroda Rayon, Udhna Dist. Surat - 394220 Gujarat. (T) 0261 – 2899555
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Private Limited Unit 1, Luthra Ind. Premises, 1st Floor, M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai-400072 (T) - 022-28515644

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:		
Name & Description of Main Products/Services	NIC Code of Product/Service	% of total turnover of the Company
Manufacture of other textile/textile products n.e.c.*	13999	0

* The entire operational activities of the company became standstill since August'2008. During the year under review company has not carried out any business activities.

III. Particulars of Holding, Subsidiary and Associate Companies				
Name & Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
-	-	-	-	-

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 (01.04.2017)				No. of shares held at the end of the year (31.03.2018)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
a. Individual/HUF	0	108879	108879	0.475	0	108879	108879	0.475	0.00
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corporate	0	10784268	10784268	47.07	0	10784268	10784268	47.07	0.00
e. Banks/FIs	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)	0	10893147	10893147	47.545	0	10893147	10893147	47.545	0.00
2. Foreign									
a. NRI-Individual	0	0	0	0.00	0	0	0	0.00	0.00
b. Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
c. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
d. Banks/FIs	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 & Group (A)=A(1)+A(2)	0	10893147	10893147	47.545	0	10893147	10893147	47.545	0.00
Category of shareholders	No. of shares held at the beginning of the year (01.04.2017)				No. of shares held at the end of the year (31.03.2018)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
B. Public shareholding									
1. Institutions									
a. Mutual Funds	1889	1738	3627	0.016	1889	1738	3627	0.016	0.00
b. Banks/Fl	18939	11571	30510	0.133	18939	11571	30510	0.133	0.00
c. Central Govt;	0	0	0	0	0	0	0	0	0.00
d. State Govt;	9137	0	9137	0.040	9137	0	9137	0.040	0.00
e. Venture Capital Fund	0	0	0	0	0	0	0	0	0.00
f. Insurance Companies	296894	92	296986	1.296	296894	92	296986	1.296	0.00
g. Flls	0	435	435	0.002	0	435	435	0.002	0.00
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i. Others	0	0	0	0	0	0	0	0	0.00
Sub-Total B(1)	326859	13836	340695	1.487	326859	13836	340695	1.487	0.00
2. Non-Institutions									
a. Body Corporate									
i) Indian	81471	8115902	8197373	35.779	81548	8115902	8197450	35.779	0.00
ii) Overseas	0	0	0	0	0	0	0	0	0
b. Individual Holding									
i) Upto Rs.1 Lakh	435070	1397184	1832254	7.997	414982	1397104	1812086	7.909	-0.088
ii) Above Rs. 1 Lakh	322348	813194	1135542	4.956	322348	813194	1135542	4.956	0.00
c. Qualified Foreign Invs	0	0	0	0	0	0	0	0	0
d. Others									
i) Clearing Member	464	0	464	0.002	304	0	304	0.001	-0.001
ii) OCB	0	500215	500215	2.183	0	500215	500215	2.183	0.00
iii) NRI	8606	2896	11502	0.050	28776	2976	31752	0.139	0.089
iv) Trusts	167	0	167	0.001	168	0	168	0.001	0.00
Sub-Total B(2)	848126	10829391	11677517	50.968	848126	10829391	11677517	50.968	0.00
Total Public Shareholding (B)=B(1)+B(2)	1174985	10843227	12018212	52.455	1174985	10843227	12018212	52.455	0.00
C. Shares Held by Custodian for GDR's and ADR's	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	1174985	21736374	22911359	100.00	1174985	21736374	22911359	100.00	0.00

ii) Shareholding of Promoters

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	
1	Kanchenjunga Texturisers Pvt. Ltd.	7401202	32.304	0.00	7401202	32.304	0.00	0.00
2	Shivalik Golf & Forest Resorts Ltd.	2620000	11.435	0.00	2620000	11.435	0.00	0.00
3	Gaekwad Investments Corp. Ltd.	453255	1.978	0.00	453255	1.978	0.00	0.00
4	Harmony Investments Pvt. Ltd.	89449	0.390	0.00	89449	0.390	0.00	0.00
5	Gokarna Investments Pvt. Ltd.	62156	0.271	0.00	62156	0.271	0.00	0.00

6	Shree Durga Ind Controls Pvt. Ltd.	61972	0.270	0.00	61972	0.270	0.00	0.00
7	Sangramsinh P Gaekwad	60810	0.265	0.00	60810	0.265	0.00	0.00
8	Indreni Holdings Pvt. Ltd.	38377	0.168	0.00	38377	0.168	0.00	0.00
9	Annapurna Texturisers Pvt. Ltd.	37259	0.163	0.00	37259	0.163	0.00	0.00
10	Sangramsinh Gaekwad (HUF)	18376	0.080	0.00	18376	0.080	0.00	0.00
11	Pratapsinh Sangramsinh Gaekwad	14618	0.064	0.00	14618	0.064	0.00	0.00
12	Prasang Holdings Pvt. Ltd.	14478	0.063	0.00	14478	0.063	0.00	0.00
13	Asha Raje Gaekwad	10000	0.044	0.00	10000	0.044	0.00	0.00
14	Tapti Synthetics Pvt. Ltd.	6120	0.027	0.00	6120	0.027	0.00	0.00
15	Priyadarshini Raje Scindia	4620	0.020	0.00	4620	0.020	0.00	0.00
16	Ganesh Kumari Shreshta	285	0.001	0.00	285	0.001	0.00	0.00
17	Samarjitsinh Gaekwad	170	0.001	0.00	170	0.001	0.00	0.00
	TOTAL	10893147	47.545	0.00	10893147	47.545	0.00	0.00

iii) Change in Promoters Shareholding				
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
At the beginning of the year	10893147	47.545	10893147	47.545
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No change during the year		No change during the year	
At the end of the year	10893147	47.545	10893147	47.545

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)								
Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase/Decrease in the Shareholding			Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Date	Increase/Decrease in shares	Reason	No. of Shares	% of total shares of the Company
1	Sejima Taxyarn Pvt. Ltd.	4417500	19.281	-	-	-	4417500	19.281
2	Ramsons Properties Pvt. Ltd.	3598200	15.705	-	-	-	3598200	15.705
3	Versa S A	242947	1.060	-	-	-	242947	1.060
4	Ruchit Bharat Patel	155000	0.677	-	-	-	155000	0.677
5	Life insurance Corporation of India	153275	0.669	-	-	-	153275	0.669
6	Vinod K Nayar	100000	0.436	-	-	-	100000	0.436
7	CASA International Ltd.	78187	0.341	-	-	-	78187	0.341

8	The New India Assurance Company	62320	0.272	-	-	-	62320	0.272
9	COMO Investments Ltd.	48457	0.211	-	-	-	48457	0.211
10	Dhanraj Mills Pvt. Ltd.	46468	0.203	-	-	-	46468	0.203

v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Increase/ Decrease in the Shareholding			Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Date	Increase/ Decrease in shares	Reason	No. of Shares	% of total shares of the Company
1	Damodarbai Patel – Manging Director	NIL	0.00	-	-	-	NIL	0.00
2	Bhavanjibhai Patel – Independent Director	NIL	0.00	-	-	-	NIL	0.00
3	Bhaveshbhai Patel – Independent Director	NIL	0.00	-	-	-	NIL	0.00
4	Jayantilal Patel – Independent Director	NIL	0.00	-	-	-	NIL	0.00
5	Vidhya Bhavani – Non executive Director	NIL	0.00	-	-	-	NIL	0.00
6	Kunjai Desai – Company Secretary	NIL	0.00	-	-	-	NIL	0.00

(₹ in Lakhs)

V) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6967.34	14140.49	1.95	21109.78
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6967.34	14140.49	1.95	21109.78
Change in Indebtedness during the financial year				
Addition	771.08	-	-	771.08
Reduction	-	404.60	-	404.60
Net Change	771.08	404.60	-	366.48
Indebtedness at the end of the financial year				
i) Principal Amount	7738.42	13735.89	1.95	21476.26
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7738.42	13735.89	1.95	21476.26

(₹ in Lakhs)

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Mr. Damodarbai Patel Managing Director	Total amount
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	NIL	NIL
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL
2	Stock option	NIL	NIL
3	Sweat Equity	NIL	NIL

4	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	- others (specify)	NIL	NIL
5	Others, please specify	NIL	NIL
	TOTAL(A)	NIL	NIL
	Ceiling as per the Act		

B. Remuneration to other Directors:

1. Independent Directors

Sr. No.	Particulars of Remuneration	Mr. Bhaveshbhai Patel	Mr. Bhavanjibhai Patel	Mr. Jayantilal Patel	Total amount (₹ in Lakhs)
1	(a) Fee for attending Board Committee Meetings	NIL	NIL	NIL	NIL
	(b) Commission	NIL	NIL	NIL	NIL
	(c) Others, please specify	NIL	NIL	NIL	NIL
	TOTAL B(1)	NIL	NIL	NIL	NIL

2. Other Non Executive Directors

Sr. No.	Particulars of Remuneration	Mrs. Vidhya Bhavani (Non-executive Director)	Total amount (₹ in Lakhs)
1	(a) Fee for attending Board Committee Meetings	NIL	NIL
	(b) Commission	NIL	NIL
	(c) Others, please specify	NIL	NIL
	TOTAL B(2)	NIL	NIL
	TOTAL B=B(1)+B(2)	NIL	NIL
Total Managerial Remuneration (A+B)		NIL	NIL

(₹ in Lakhs)

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

Sr. No.	Particulars of Remuneration	Mr. Kunjal Desai (Company Secretary)	Total amount
1	Gross Salary	4.00	4.00
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary u/s 17(3) of the Income tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	- others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	TOTAL(C)	4.00	4.00

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			NONE		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NONE		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NONE		
Compounding					

ANNEXURE 'C' TO BOARD'S REPORT

1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2017-18 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.

(₹ in lakhs)

Sr. No.	Name of Director/KMP and Designation	Remuneration for the FY 2017-18	Percentage Increase/ decrease in remuneration in the Financial Year 2017-18	Ratio of Remuneration of each director to the Median Remuneration of Employees
1	Mr. Damodarbai Patel – Chairman & Managing Director	NIL	NIL	NIL
2	Mr. Bhavanjibhai Patel – Independent Director	NIL	NIL	NIL
3	Mr. Bhaveshbhai Patel – Independent Director	NIL	NIL	NIL
4	Mr. Jayantilal Patel – Independent Director	NIL	NIL	NIL
5	Mrs. Vidhya Bhavani – Non Executive Director	NIL	NIL	NIL
6	Mr. Kunjal Desai – Company Secretary	4.00	NIL	NIL

2. There were no employees covered under rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014

For and on behalf of the Board of Directors

Place: Surat
Date: 13th August, 2018

Damodarbai Patel
Chairman & Managing Director
DIN: 00056513