

ANNEXURE -A
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on March 31, 2019
[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|--|---|
| 1. | CIN | U24110MH1979PLC136661 |
| 2. | Registration Date | 12/10/1979 |
| 3. | Name of the Company | SWAL CORPORATION LIMITED |
| 4. | Category/Sub-category of the Company | Company Having Share Capital |
| 5. | Address of the Registered office & contact details | United Phosphorus Limited, Ready Money Terrace, 167, Dr. A.B.Road, Worli, Mumbai - 400 018. |
| 6. | Whether listed company | No |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | N.A |

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 | Retail sale of seeds, fertilizers, pesticides, machinery equipment's and hand tools | 47737 | 96.42% |

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 | UPL Limited 3-11, G.I.D.C. Vapi, Distt. Valsad Gujarat-396195. | L24219GJ1985PLC025132 | Holding | 100% | 2(46) |
| 2 | Optima Farm Solutions Limited C/O UPL Limited 26-28 Indra Palace, H Block, Connaught Circus New Delhi Central Delhi- 110001 | U01403DL2010PLC206625 | Subsidiary | 100% | 2(87)(ii) |
| 3 | Universal Pesto Chem Industries (India) Private Limited 6-3-713, 3rd Block, 2 nd Floor, Amrutha Hills, Topaz Building, Panjagutta, Hyderabad Hyderabad, Telangana-500082 | U24110TG1990PTC011159 | Associate | 45% | 2(6) |

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

i) Category-wise Share Holding

| SN. | 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] | | | | % 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 | 0 | 0 | 0 | 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 | 10,00,007 | 10,00,007 | 100 | 0 | 10,00,007 | 10,00,007 | 100 | 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 |
| | Total share-holding of Promoter (A)(1) | 0 | 10,00,007 | 10,00,007 | 100 | 0 | 10,00,007 | 10,00,007 | 100 | 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) | 0 | 10,00,007 | 10,00,007 | 100 | 0 | 10,00,007 | 10,00,007 | 100 | 0 |
| B. Public Shareholding | | | | | | | | | | |
| 1. Institutions | | | | | | | | | | |
| (a) | Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) | Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (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):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Non- Institutions | | | | | | | | | | |
| (a) | Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (i) Indian | | | | | | | | | |
| | (ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) | Individuals: | | | | | | | | | |
| | (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Others (specify) | | | | | | | | | |
| | (i) Trusts | | | | | | | | | |
| | (ii) Non-Resident Indians | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (iii) Overseas Corporate Bodies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (iv) Clearing Members | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub-total (B)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total Public Shareholding (B)=(B)(1)+(B)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| C. | Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Grand Total (A+B+C) | 0 | 10,00,007 | 10,00,007 | 100 | 0 | 10,00,007 | 10,00,007 | 100 | 0 |

ii) Shareholding of Promoter-

| SN | Shareholder's Name | Shareholding at the beginning of the year [As on 31-March-2018] | | | Shareholding at the end of the year [As on 31-March-2019] | | | % 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 | |
| 1 | UPL Limited | 10,00,000 | 100 | 0 | 10,00,000 | 100 | 0 | 0 |
| 2 | UPL Limited jointly with Mr. Rajnikant D. Shroff | 1 | 0.00 | 0 | 1 | 0.00 | 0 | 0 |
| 3 | UPL Limited jointly with Mrs. Sandra Shroff | 1 | 0.00 | 0 | 1 | 0.00 | 0 | 0 |
| 4 | UPL Limited jointly with Mr. Jai Shroff | 1 | 0.00 | 0 | 1 | 0.00 | 0 | 0 |
| 5 | UPL Limited jointly with Mr. Arun Ashar | 1 | 0.00 | 0 | 1 | 0.00 | 0 | 0 |
| 6 | UPL Limited jointly with Mr. Mukul Trivedi | 1 | 0.00 | 0 | 1 | 0.00 | 0 | 0 |
| 7 | UPL Limited jointly with Mr. Rajendraprasad Darak | 1 | 0.00 | 0 | 1 | 0.00 | 0 | 0 |
| 8 | UPL Limited jointly with Mr. Kanti Thacker | 1 | 0.00 | 0 | 1 | 0.00 | 0 | 0 |
| | Total | 10,00,007 | 100 | 0 | 10,00,007 | 100 | 0 | 0 |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| SN | Particulars | 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 |
| 1 | UPL Limited along with joint holders (No change in shareholding during the year) | | | | |
| | At the beginning of the year (April 01, 2018) | 10,00,007 | 100 | 10,00,007 | 100 |
| | 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(March 31, 2019) | 10,00,007 | 100 | 10,00,007 | 100 |

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| SN | For Each of the Top 10 Shareholders | 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 |
| | NIL | NIL | NIL | NIL | NIL |

v) Shareholding of Directors and Key Managerial Personnel:

| Shareholding of Directors and Key Managerial Personnel | | | | | |
|--|--|---|----------------------------------|---|----------------------------------|
| SN | Shareholding of each Directors and each Key Managerial Personnel | 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 |
| Directors | | | | | |
| 1 | Mr. Rajnikant D Shroff (Director) Holding jointly with UPL Limited | | | | |
| | At the beginning of the year(April 01, 2018) | 1 | 0 | 1 | 0 |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) | - | - | - | - |
| | At the end of the year(March 31, 2019) | 1 | 0 | 1 | 0 |
| 2 | Mr. K R Srivastava (Managing Director) | | | | |

| | | | | | |
|---|--|---|---|---|---|
| | At the beginning of the year(April 01, 2018) | 0 | 0 | 0 | 0 |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) | - | - | - | - |
| | At the end of the year(March 31, 2019) | 0 | 0 | 0 | 0 |
| 3 | Mr. Salim Govani (Director) | | | | |
| | At the beginning of the year(April 01, 2018) | 0 | 0 | 0 | 0 |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) | - | - | - | - |
| | At the end of the year(March 31, 2019) | 0 | 0 | 0 | 0 |
| 4 | Mrs. Asha Ashar (Director) | | | | |
| | At the beginning of the year(April 01, 2018) | 0 | 0 | 0 | 0 |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) | - | - | - | - |
| | At the end of the year(March 31, 2019) | 0 | 0 | 0 | 0 |
| 5 | Mr. Bhupendrakumar D Dalwadi (Director) | | | | |
| | At the beginning of the year(April 01, 2018) | 0 | 0 | 0 | 0 |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) | - | - | - | - |
| | At the end of the year(March 31, 2019) | 0 | 0 | 0 | 0 |

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 | - | 90,00,00,000 | - | 90,00,00,000 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | 46,41,283 | - | 46,41,283 |
| Total (i+ii+iii) | - | 90, 46,41,283 | - | 90, 46,41,283 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | - | 77,00,00,000 | - | 77,00,00,000 |
| * Reduction | - | 21,03,357 | - | 21,03,357 |
| Net Change | - | 76,78,96,643 | - | 76,78,96,643 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 1,67,00,00,000 | - | 1,67,00,00,000 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | 25,37,926 | - | 25,37,926 |
| Total (i+ii+iii) | - | 1,67,25,37,926 | - | 1,67,25,37,926 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

| SN | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|----|---|---|--------------|
| | | Mr. K R Srivastava Managing Director | - |
| 1 | Gross salary | | |
| | (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) 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, please specify | - | - |
| | Total (A) | Nil | Nil |
| | Ceiling as per the Act | - | |

B. Remuneration to other directors:

| SN. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|-----|--|----------------------|------------------|-----------------|----------------------------|--------------|
| | | Mr. Rajnikant Shroff | Mr. Salim Govani | Mrs. Asha Ashar | Mr. Bhupendrakumar Dalwadi | |
| 1 | Independent Directors | 0 | 0 | 0 | 0 | 0 |
| | Fee for attending Board/Committee meetings | 0 | 0 | 0 | 0 | 0 |
| | Commission | 0 | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 | 0 |
| | Total (1) | 0 | 0 | 0 | 0 | 0 |
| 2 | Other Non-Executive Directors | 0 | 0 | 0 | 0 | 0 |
| | Fee for attending Board/Committee meetings | 0 | 0 | 0 | 0 | 0 |
| | Commission | 0 | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 | 0 |
| | Total (2) | 0 | 0 | 0 | 0 | 0 |
| | Total (B)=(1+2) | 0 | 0 | 0 | 0 | 0 |
| | Total Managerial Remuneration | 0 | 0 | 0 | 0 | 0 |
| | Overall Ceiling as per the Act | | | | | - |

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 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | - as % of profit | - | - | - | - |
| | others, specify... | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | 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 | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

For and on behalf of the Board

Place: Mumbai
Date: 27-04-2019

Sd/-
Rajnikant D Shroff
Director
DIN: 00180810

Sd/-
K R Srivastava
Managing Director
DIN: 00810303