

## **ANNEXURE 'F' TO THE DIRECTORS' REPORT**

#### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

[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	:	L74940MH1993PLC074694
ii)	Registration Date	:	22 <sup>nd</sup> October 1993
iii)	Name of the Company	:	Minosha India Limited
iv)	Category / Sub-Category of the Company	:	Company Limited By Shares / Indian Non- Government Company
v)	Address of the Registered office	:	1132, 3 <sup>rd</sup> Floor, Building No. 11 Solitaire Corporate Park, Guru Hargovindji Marg, Andheri Ghatkopar Link Road, Chakala, Andheri (E), Mumbai - 400 093
			(W.e.f 1 <sup>st</sup> October, 2020 it is shifted to Unit No. 204, 2 <sup>nd</sup> Floor, Town Centre I, Near Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai – 400 059) Tel : 022-66833000
			Website:www.minosha.in Email: mil.secretarial@minosha.in
vi)	Whether listed company Yes / No	:	No, the Company had been delisted from Bombay Stock Exchange effective 23 <sup>rd</sup> December, 2019
vii)	Name, Address and Contact details of	:	M/s. MCS Share Transfer Agent Limited
	Registrar and Transfer Agent, if any		F-65, Ist Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020 Tel: 011-41406149/51 Email ID:helpdeskdelhi@mcsregistrars.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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company			
1	IT Services	6209	37.21%			
2	Multifunctional Printers (MFPs)	4799	62.79%			

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES\*

	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section	
1	I.D.C. Electronics Limited	U29309AP1987PLC007845	Associate	39.97%	2(6)	
	0-46, IDA Cherlapally HCL Post, Hyderabad – 500051					

\*Note: Ricoh Company Limited and NRG Group Limited, ceased to be the Holding Companies of Ricoh India Limited (Now Minosha India Ltd.) with effect from 28<sup>th</sup> November, 2019 being the date of approval of Resolution Plan of the Company as approved by the Hon'ble NCLT, Mumbai Bench.

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

i) Category-wise Share Holding

Category of Sh	areholder			at the begin 1 <sup>st</sup> April 201				s held at the n 31 <sup>st</sup> March	n 2020	%Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Prom	oters*									
(1) Indian						2092369		2092369	5.26	5.26
a)	Individuals / Hindu Undivided Family									
b)	Central Government / State Government(s)									
c)	Bodies Corporate									
d)	Banks/Financial Institu- tions									
e)	Any Other (specify)									
Sub - Total (A)	(1)					2092369		2092369	5.26	5.26
(2) <b>For</b>	eign									
a)	NRIs-Individuals									
b)	Other- Individuals									
c)	Bodies Corporate	29270370		29270370	73.60	29270370		29270370	73.60	
d)	Bank/Financial Institu- tions									
e)	Any Other (specify)									
Sub - Total (A)	Sub - Total (A)(2)			29270370	73.60	29270370		29270370	73.60	
Total Sharehol (A)(1)+(A)(2)	Total Shareholding of Promoter (A) =			29270370	73.60	31362739		31362739	78.86	5.26

\*Note 1. The Share Capital of the Company including Promoter(s) has been reduced and consolidated pursuant to the implementation of the Resolution Plan in the Company as approved by the Hon'ble NCLT, Mumbai Bench vide its Order dated 28<sup>th</sup> November, 2019 with effect from 27<sup>th</sup> November, 2020 (being the 'Record Date' for effecting Reduction and Consolidation).

\*Note 2. Ricoh Company Limited (RCL) and NRG Group Limited (NRG) erstwhile Promoters of the Company ceased to be the Promoters of the Company with effect from 28<sup>th</sup> November, 2019 being the date of approval of Resolution Plan of the Company by the Hon'ble NCLT, Mumbai Bench.

Further, the entire Shareholding of the erstwhile Promoters namely Ricoh Company Limited (RCL) and NRG Group Limited (NRG) as stated herein above is in process of being transferred equally to the Credit of the Two Successful Resolution Applicants namely Mr. Kalpraj Dharamshi and Mrs. Rekha Jhunjhunwala as per the terms of Resolution Plan as approved and implemented in the Company.

Note: Brief summary of the prospective Shareholding of the Promoters and Public Shareholders after taking into consideration of Reduction and Consolidation of Share Capital and transfer of shareholding of RCL and NRG is given in **Annexure I** forming part of this Form MGT-9.

B.	Public Shareholding									
1.	Institutions									
a)	Mutual Funds	0	400	400	.0010	0	400	400	.0010	
b)	Banks / Financial Institutions	900	4900	5800	.0146	900	4900	5800	.0146	
c)	Central Government									
d)	State Government(s)									
e)	Venture Capital Funds									
f)	Insurance Companies	2400		2400	.0060	2400		2400	.0060	
g)	Foreign Portfolio Investors	77079		77079	0.19	29130		29130	.0732	-0.12



h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub - total (B)(1)	80379	5300	85679	0.21	32430	5300	37730	0.094	-0.12
2. Central Govt/State Govt/POI									
Sub - total (B)(2)									

3. Non-Institutions									
5. Non-Institutions	1954330	24408	1978738	4.97	1997701	22908	2020609	5.08	0.11
a) Bodies Corporate									
b) Individuals									
<ul> <li>i) Individual shareholders holding nominal share capi- tal up to Rs.1 lakh</li> </ul>	3401359	1180728	4582087	11.52	2860070	1165371	4025441	10.12	-1.4
ii) Individual shareholders holding nominal share capi- tal in excess of Rs.1 lakh	3726252		3726252	9.37	2226485		2226485	5.59	-3.78
c) Qualified Foreign Investor									
d) NBFCs Registered with RBI									
e) Any other									
I. Trust & Foundation	5200		5200	0.01	700		700	0.001	-0.009
II. Cooperative Societies									
III. Educational Institutions									
IV. Non- Resident Individual	118474	1361	119835	0.30	93096	1361	94457	.237	-0.06
V. Foreign Companies									
VI. OCBs									
Sub - Total (B)(3)	9205615	1206497	10412112	26.18	7178052	1189640	8367692	21.04	-5.14
Total Public Shareholding	9285994	1211797	10497791	26.40	7210482	1194940	8405422	21.13	-5.26
(B) = (B)(1)+(B)(2)+(B)(3)									
TOTAL (A)+(B)	38556364	1211797	39768161	100	38573221	1194940	39768161	100	
(c) Shares held by Custodian and against which Depository Receipts have been issued									
1. Promoter and Promoter Group									
2. Public									
GRAND TOTAL	38556364	1211797	39768161	100	38573221	1194940	39768161	100	
(A) $+$ (B) $+$ (C)									

## (ii) Shareholding of Promoters\*

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year as on 1 <sup>st</sup> April 2019			Shareholding at the end of the year as on 31 <sup>st</sup> March 2020				
				% of Shares			%of Shares	% change in	
		% of total		Pledged /		% of total	Pledged /	share holding	
		No. of Shares of the		encumb-ered	No. of	Shares of the	encumb-ered	during the	
		Shares	company	to total shares	Shares	company	to total shares	year	
1	Ricoh Company Limited	18310578	46.04		18310578	46.04			
2	NRG Group Limited	10959792	27.56		10959792	27.56			
3	Mr. Kalpraj Dharamshi				946184	2.38		2.38	
4	Mrs. Rekha Jhunjhunwala				946185	2.38		2.38	
5	Ms. Hina Kalpraj Dharamshi	200000	.50		200000	.50			

\*Note: Ricoh Company Limited (RCL) and NRG Group Limited (NRG) erstwhile Promoters of the Company ceased to be the Promoters of the Company with effect from 28<sup>th</sup> November, 2019 being the date of approval of Resolution Plan of the Company by the Hon'ble NCLT, Mumbai Bench.

Further, the entire Shareholding of the erstwhile Promoters namely Ricoh Company Limited (RCL) and NRG Group Limited (NRG) as stated herein above is in process of being transferred equally to the Credit of the Two Successful Resolution Applicants namely Mr. Kalpraj Dharamshi and Mrs. Rekha Jhunjhunwala as per the terms of Resolution Plan as approved and implemented in the Company.

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year as on 1 <sup>st</sup> April 2019		Date	Increase/I sharehold	Decrease in ing	Reason (e.g. Allot- ment/	Cumulative Shareholding during the year/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	Transfer/ Bonus/ Sweat Eq- uity)	No. of Shares	% of total Shares of the company	
1	Mr. Kalpraj	-	-	20.12.2019	887011	2.23	Purchase	887011	2.23	
	Dharamshi			21.02.2020	59173	.15	Purchase	946184	2.38	
				31.03.2020	-	-	-	946184	2.38	
2	Mrs. Rekha	-	-	20.12.2019	887011	2.23	Purchase	887012	2.23	
	Jhunjhunwala			21.02.2020	59173	.15	Purchase	946185	2.38	
				31.03.2020	-	-	-	946185	2.38	
3	Ms. Hina Kalpraj Dharamshi	200000	.5	31.03.2020	-	-	-	200000	.5	

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

S 1 . No	Folio no./ DP ID	For Each of the Top 10 Share- holders	Shareholding			Date	Increase/ Decrease in Share holding	Reason	Cumulativ holding d year (01- 31-03	Category	
			PAN	No of Shares at the Begin- ning (01.04- 19) / end of the year (31-03-20)	% of total Shares of the company				Shares	% of total Shares of the com- pany	
1	IN301330 21242333	QUEST PORTFOLIO SERVICES PVT LTD	AAAC Q1454B	750000 750000	1.89 1.89	20190331 20200331	NIL	NIL	-	-	OTHER BODIES CORPO- RATES
2	IN301330 21242219	MR. RAVINDRA RAICHAND DHARAMSHI	ABIP D3476C	NIL 425000	NIL 1.07	20190331 20200320 20200331	425000	- Purchase	425000	- 1.07	INDIAN PUBLIC
3	IN302679 30957056	RAGINI FINANCE LIM- ITED	AABC R2321R	NIL 240000	NIL 0.6	20190331 20190823 20200331	240000	- Purchase	240000	.6	OTHER BODIES CORPO- RATES
4	IN303028 52108896	MANNAKRISH- NA INVEST- MENTS PVT LTD	AACC M2323H	NIL 228695	NIL .58	20190331 20190823 20200331	228695	- Purchase	228695	.58	OTHER BODIES CORPO- RATES
5	12028100 00000077	PRAGYA EQUI- TIES PVT LTD	АААС Р3249Н	178276 178276	.45 .45	20190331 20200331	NIL	NIL	-	-	OTHER BODIES CORPO- RATES
6	IN301330 21242413	MS. HARSHA HEMANG DHARAMSHI	AAEP D7167K	175000 175000	.44 .44	20190331 20200331	NIL	NIL	-	-	INDIAN PUBLIC



7	12011300 00063540	MR. DIVYESH AMBALAL SHAH	AAFP S8205E	143000 143000	.36 .36	20190331 20200331	NIL	NIL	-	-	INDIAN PUBLIC
8	12028100 00000286	MR. CHETAN GOPALDAS CHOLERA	AABP C4105D	124950 124950	.31 .31	20190331 20200331	NIL	NIL	-	-	INDIAN PUBLIC
9	IN301330 21242577	MR. DILIP TAL- AKSHI VORA	AACH D2967B	109655 109655	.28 .28	20190331 20200331	NIL	NIL	-	-	INDIAN PUBLIC
10	13011903 00085585	MR. VIRAL AMAL PARIKH	AADF O4000B	109638 109638	.28 .28	20190331 20200331	NIL	NIL	-	-	INDIAN PUBLIC

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Director's Name	Shareholding at the be- ginning of the year as on 1 <sup>st</sup> April 2019				ecrease in ng	Reason (e.g. Allot- ment/ Transfer/	Cumulative Sharehold- ing during the year/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	Bonus/ Sweat Equity)	No. of Shares	% of total Shares of the company
1	Mr. Kalpraj Dharamshi	-	-	20.12.2019 21.02.2020 31.03.2020	887011 59173 -	2.23 .15	Purchase Purchase	887011 946184 946184	2.23 2.38 2.38

None of the Directors and Key Managerial Personnel's of the Company other than mentioned above hold any Shares of the Company both at the beginning of the year and at the end of the year.

## V. INDEBTEDNESS

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

(Rupees in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year as on 1 <sup>st</sup> April 2019				
<ul> <li>i) Principal Amount</li> <li>ii) Interest due but not paid</li> <li>iii) Interest accrued but not due</li> </ul>		1,47,392 727	23,653 496	1,23,739 231 
Total (i+ii+iii)		1,48,119	24149	1,23,970
Change in Indebtedness during the financial year				
<ul><li>Addition</li><li>Reduction</li></ul>		2,289 1,45,103	13,552	-11,263 1,45,103
Net Change		-1,42,814	13,552	-1,56,366
Indebtedness at the end of the financial year as on 31 <sup>st</sup> March 2020				
<ul><li>i) Principal Amount</li><li>ii) Interest due but not paid</li><li>iii) Interest accrued but not due</li></ul>		2289 68	37,204 1,269	-34,916 -1,269 68
Total (i + ii + iii)		2,357	38,473	-36,117

(In Rupees)

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Mr. Atul Thakker Managing Director #	Mr. Aniket Dharamshi Whole Time Director ##	Mr. Subhankar Lahiri *** Executive Director	Total Amount	
1.	Gross salary					
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,62,84,000	6,92,000	48,00,000	21,776,000	
	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	-	-	-	-	
2.	Stock Option	-	-	-	-	
3.	Sweat Equity	-	-	-	-	
4.	Commission - as % of profit - others, specify	-	-	-	-	
5.	Others		-	-	-	
	Total (A)	1,62,84,000	6,92,000	48,00,000	21,776,000	
	Overall Ceiling as per the Act - As per first proviso of Section II, part II of Schedule V of the Companies Act, 2013					

# Mr. Atul Thakker has been appointed as Managing Director of the Company with effect from 13th March, 2020.

## Mr. Aniket Dharamshi has been appointed as Whole Time Director of the Company with effect from 13th March, 2020.

\*\*\* Mr. Subhankar Lahiri ceased to be the Director of the Company as on 30<sup>th</sup> December, 2019.

#### B. Remuneration to other directors:

(in Rupees)

SI.	D. C. L. CD.	Name of Directors			Total Amount
No. 1.	Particulars of Remuneration Independent Directors	Mr. Deepak Gala \$	Mr. Rajesh Dharamshi \$\$		
	<ul> <li>Fee for attending board / committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	25,000	25,000		
	Total B(1)				
2.	Others Non- Executive Directors	Mr. Kalpraj haramshi @	Ms. Arti Sanganeria **		
	<ul> <li>Fee for attending board / committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>		 		
	Total B(2)				
	Total (B) = (1+2)		25,000	25,000	50,000
	Total Managerial Remuneration				2,18,26,000
	Overall Ceiling as per the Act -	As per first	proviso of Section II, part II of S	chedule V of the C	Companies Act, 2013



\$ Mr. Deepak Gala has been appointed as Director of the Company with effect from 28th February, 2020.

\$\$ Mr. Rajesh Dharamshi has been appointed as Director of the Company with effect from 13<sup>th</sup> March, 2020.

(a) Mr. Kalpraj Dharamshi has been appointed as Director and Chairman of the Company with effect from 24<sup>th</sup> February, 2020.

\*\* Ms. Arti Sanganeria has been appointed as Director of the Company with effect from 31st January, 2020.

# C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MANAGING DIRECTOR/MANAGER/WHOLE TIME DIRECTOR

						(in Rupees)
SI.	Particulars of Remuneration	Key Managerial Personnel			Total	
no.		Mr. Subhankar Lahiri, Chief Executive Officer *	Mr. Balaji Rajagopalan, Chief Executive Officer – Core Business**	Mr. Manish Seh- gal, Company Sec- retary	Mr. Ajay Mishra, Chief Financial Officer	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48,00,000	20,48,000	19,32,000	34,19,000	1,21,99,000
	(b) Value of perquisites u/s 17(2) In- come-tax Act, 1961	-	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	_	
2	Stock Option	Nil		Nil	Nil	Nil
3	Sweat Equity	Nil		Nil	Nil	Nil
4	Commission _ as % of profit _ others, specify	Nil		Nil	Nil	Nil
5	Others, please specify	Nil		Nil	Nil	Nil

\*Mr. Subhankar Lahiri ceased to be the Chief Executive Officer of the Company w.e.f. 31st January, 2020.

\*\*Mr. Balaji Rajagopalan was appointed as Chief Executive Officer – Core Business of the Company with effect from 1st February, 2020. He resigned with effect from 15 April 2021.



## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil

Туре	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. CO	MPANY				
Per	nalty			NIL	
Punishment					
Compounding					
B. DIR	RECTORS				
Penalty				NIL	
Punishment					
Co	mpounding				
C. OTH	IER OFFICERS IN DEFAULT				
Per	nalty			NIL	
Pu	nishment				
Co	mpounding				

# For and on behalf of Minosha India Limited (Formerly Ricoh India Limited)

(Atul Thakker)
Managing Director
DIN:00062112

(Aniket Dharamshi) Whole Time Director DIN: 08133266

Date: 28 May 2021 Place: Noida

#### Annexure-I

Prospective Shareholding of the Promoters and Public Shareholders in the Company as on 31 March 2020 after taking into account the implementation of Resolution Plan:

S. No.	Shareholders	No. of shares	%
А	Promoters:		
	Mr. Kalpraj Dharamshi	22232547	46.40
	Mrs. Rekha Jhunjhunwala	22232548	46.40
	Ms. Hina Kalpraj Dharamshi	80000	.166
В	Other Public Shareholders:	3361689	7.01
	Total	47906784	100

For and on behalf of Minosha India Limited (Formerly Ricoh India Limited)

(Atul Thakker)
Managing Director
DIN:00062112

(Aniket Dharamshi) Whole Time Director DIN: 08133266

Date: 28 May 2021 Place: Noida