#### **FORM NO. MGT-9**

#### **EXTRACT OF ANNUAL RETURN**

#### As on financial year ended on 31.03.2019

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	U99999PB1994PLC014431
2	Registration Date	7 <sup>th</sup> April, 1994
3	Name of the Company	Kangaro Industries Limited
4	Category/Sub-category of the	Company Limited by Shares/Indian Non-
	Company	Govt. Company
5	Address of the Registered Office &	B-XXX-6754, Focal Point,
	contact details	Ludhiana-141010.
		PH: (+91) 161-2679000 (30 Lines)
		FAX: (+91) 161-2674903, 2672158
6	Whether listed company	No
7	Name, Address & contact details of	Karvy Fintech Pvt. Limited
	the Registrar & Transfer Agent, if any.	46, Avenue 4, Street No. 1,
		Banjara Hill,
		Hyderabad-500 034

## 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)

S.No.	Name and description of main products/services	NIC Code of the Product/Service	% to total turnover of the company
1	Staples in Strips	25991	67
2	G.I. Wire	24108	10

## III. Particulars of Holding, Subsidiary and Associate Companies:- Nil

S.No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1					

#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category of Shareholders		Shares held e year [As o				Shares hel ar [As on 3			% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	the year
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	3861155	3861155	94.752	-	3861155	3861155	94.752	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):-	-	3861155	3861155	94.752	-	3861155	3861155	94.752	-
(1) Foreign									
a) NRI's - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters (A)=(A)(1)+(A)(2)	-	3861155	3861155	94.752	-	3861155	3861155	94.752	-

	ı				ı	T	Т	T	1
B. Public									
Shareholding									
1. Institutions									
a) Mutual Funds	-	=	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	=	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	ı	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	1	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-									
Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	256	256	0.006	-	256	256	0.006	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	213585	213585	5.242	-	213585	213585	5.242	-
c) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	213841	213841	5.248	-	213841	213841	5.248	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	213841	213841	5.248	-	213841	213841	5.248	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	4074996	4074996	100	-	4074996	4074996	100	-



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T: +91 161-2679000, 6603300 | Fax: +91 161-2674903, 2672158 | info@kgocglobal.com | www.KGOCglobal.com | CIN - U99999PB1994PLC014431

#### ii) Shareholding of Promoter-

S.No.	Shareholder's Name	Shareholdi	ing at the be	eginning of the	Share hold	Share holding at the end of 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	share holding during the year
1	Sh. Arihant Jain	1328282	32.60	-	1328282	32.60	-	-
2	Sh. Vishwa Jain	1604574	39.37	-	1604574	39.37	-	-
3	Smt. Neelam Jain	744612	18.27	-	744612	18.27	-	-
4	Sh. Ambrish Jain	183687	4.51	-	183687	4.51	-	-
		3861155	94.75		3861155	94.75	-	-

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

S.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of	No. of shares	% of total shares of
			the company		the company
1	At the beginning of the year				
2	Date wise increase/decrease in shareholdings, specifying the reasons for increase/decrease (e.g. allotment/transfer / bonus/ sweat equity etc):				
3	At the end of the year				

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

			ding at the		Shareholding
		beginning	of the year % of total	uuring	the year
S.No.	For Each of the Top 10 Shareholders	No. of		No of	% of total
			shares of	No. of	shares of
		shares	the	shares	the
	Sh. Gautam Jain		company		company
1	At the beginning of the year	183687	4.51	183687	4.51
2	Date wise increase/decrease in	103007	4.51	183687	4.51
	shareholdings, specifying the reasons for	_	_	103007	4.51
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	183687	4.51	183687	4.51
3	Smt. Alka Jain	103007	7.51	103007	4.51
1	At the beginning of the year	100	0.002	100	0.002
2	Date wise increase/decrease in	-	-	100	0.002
_	shareholdings, specifying the reasons for				0.002
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	100	0.002	100	0.002
	Ms. Neetu Jain				
1	At the beginning of the year	29898	0.734	29898	0.734
2	Date wise increase/decrease in	-	-	29898	0.732
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	29898	0.734	29898	0.734
	Sh. Janki Dass Jain				
1	At the beginning of the year	100	0.002	100	0.002
2	Date wise increase/decrease in	-	-	100	0.002
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	100	0.002	100	0.002
	Smt. Aradhna Monga				
1	At the beginning of the year	10	-	10	-
2	Date wise increase/decrease in	-	-	10	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	10	-	10	-



	Mr. Lakshay Monga				
1	1 2	1.0		1.0	
1	At the beginning of the year	16	-	16	_
2	Date wise increase/decrease in	-	-	16	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment /				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	16	-	16	-
	Smt. Adarsh Bala Gupta				
1	At the beginning of the year	10	-	10	-
2	Date wise increase/decrease in	-	-	10	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment /				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	10	-	10	-
	Smt. Seema Gupta				
1	At the beginning of the year	10	-	10	-
2	Date wise increase/decrease in	-	=	10	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment /				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	10	-	10	-
	Smt. Kanu Priya Gupta				
1	At the beginning of the year	10	-	10	-
2	Date wise increase/decrease in	-	-	10	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment /				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	10	-	10	-

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

S.No.	Shareholding of each Directors and Key Managerial Personnel		ling at the of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of	No. of shares	% of total shares of	
		Silaies	the	Silaies	the	
			company		company	
	Sh. Arihant Jain					
1	At the beginning of the year	1328282	32.596	1328282	32.596	
2	Date wise increase/decrease in shareholdings, specifying the reasons for increase/decrease (e.g. allotment/transfer / bonus/ sweat equity etc):	-	-	1328282	32.596	
3	At the end of the year	1328282	32.596	1328282	32.596	



	Sh. Vishwa Jain				
1	At the beginning of the year	1604574	39.376	1604574	39.376
2	Date wise increase/decrease in	1004574	33.370	1604574 1604574	39.376
	shareholdings, specifying the reasons for	-	-	1604574	39.376
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
2		1604574	20.276	1604574	20.276
3	At the end of the year  Smt. Neelam Jain	1604574	39.376	1604574	39.376
		744642	10.272	744612	10.272
1	At the beginning of the year	744612	18.273	744612	18.273
2	Date wise increase/decrease in	-	-	744612	18.273
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):	74.5.5	40.070	741515	40.070
3	At the end of the year	744612	18.273	744612	18.273
	Sh. Ambrish Jain				
1	At the beginning of the year	183687	4.508	183687	4.508
2	Date wise increase/decrease in	-	-	183687	4.508
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	183687	4.508	183687	4.508
	Sh. Amit Jain				
1	At the beginning of the year	-	-	-	-
2	Date wise increase/decrease in				
	shareholdings, specifying the reasons for	_	_	_	_
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	-	-	-	-
	Sh. Satish Kumar Vadehra				
1	At the beginning of the year	-	-	-	-
2	Date wise increase/decrease in				
	shareholdings, specifying the reasons for	_	_		_
	increase/decrease (e.g. allotment/	-	-	-	-
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	-	=	-	
	Sh. Krishan Goyal				
1	At the beginning of the year	-	-	-	-
2	Date wise increase/decrease in	-	-	-	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	-	-	-	-
<u> </u>	1			1	



		1			, ,
	Sh. Vikash Chand Kashyap				
1	At the beginning of the year	-	-	-	-
2	Date wise increase/decrease in	-	-	-	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	-	-	-	-
	Sh. Suresh Kumar Chhibber				
1	At the beginning of the year	ı	-	ı	-
2	Date wise increase/decrease in	-	-	-	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	-	-	-	-
	Sh. Rajiv Mittal				
1	At the beginning of the year	-	-	-	-
2	Date wise increase/decrease in	-	-	-	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	-	-	-	-
	Mr. Yogesh Kumar				
1	At the beginning of the year	=	=	=	-
2	Date wise increase/decrease in	-	-	-	-
	shareholdings, specifying the reasons for				
	increase/decrease (e.g. allotment/				
	transfer / bonus/ sweat equity etc):				
3	At the end of the year	-	-	-	-

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	55750938.83	196900000.00		252650938.83
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	55750938.83	196900000.00		252650938.83
Change in Indebtedness during				
the financial year				
* Addition	-	74100000.00		74100000.00
* Reduction	49072474.94	-		49072474.94
Net Change	49072474.94	74100000.00		25027525.06
Indebtedness at the end of the				
financial year				
i) Principal Amount	6678463.89	271000000.00		277678463.89
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	6678463.89	271000000.00		277678463.89

## V. Remuneration of Directors and Key Managerial Personnel:-

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

S. No.	Particulars of Remuneration		Total Amount					
		Sh. Vishwa Jain (Managing Director)	Sh. Ambrish Jain (Managing Director)	Sh. Amit Jain (Whole-time Director)	Sh. S.K. Vadehra (Whole-time Director)	Sh. V.C. Kashyap (Whole-time Director)	<u> </u>	
1	Gross salary							
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,44,00,000	1,43,00,000	1,04,00,000	11,40,000	6,48,000	4,08,88,000	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	39,600	39,600	-	-	1,18,800	
	(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:- i) Employer's Contribution to Provident Fund	-	15,84,000	11,52,000	1,36,800	-	28,72,800	
	ii) Employer's Contribution to National Pension Scheme	-	13,20,000	9,60,000	-	-	22,80,000	
	Total (A)	1,44,39,600	1,72,43,600	1,25,51,600	12,76,800	6,48,000	4,61,59,600	
	Ceiling as per the Act							



#### B. Remuneration to other directors:-

S.No.	Particulars of Remuneration	Name of Directors				Total Amount
			-	-		
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings			Nil		
	Commission		/	/		
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

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

S.No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	CS	CFO		
1	Gross Salary		Mr. Yogesh Kumar	Mr. Rajiv Mittal	Total	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	6,34,063.00	12,96,845.00	19,30,908.00	
	(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:- i) Employer's contribution to Provident Fund	-	35,557.00	67,501.00	1,03,058.00	
	ii) Employer's contribution to National Pension Scheme	-	-	36,800.00	36,800.00	
	Total	-	6,69,620.00	14,01,146.00	20,70,766.00	

## VI. Penalties/Punishment/Compounding Of Offences:-

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. Company							
Penalty							
Punishment							
Compounding							
B. Directors							
Penalty			Nil				
Punishment							
Compounding							
C. Other Officers In Default							
Penalty							
Punishment							
Compounding							

Cs. M.G. Jindal

M. Com., F.C.S. Company Secretary

M. G. Jindal & Associates

Company Secretaries

(M): 98141-70354 E-mail: mgjindal@gmail.com

## FORM NO. MR-3

# SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31 MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
KANGARO INDUSTRIES LIMITED
(CIN: U99999PB1994PLC014431)
REGD. OFFICE: B XXX 6754,

FOCAL POINT, LUDHIANA, PUNJAB - 141010

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S KANGARO INDUSTRIES LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the KANGARO INDUSTRIES LIMITED, Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (Not Applicable)

and



- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): (Not Applicable, being an Unlisted Public Company)
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016.

We have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial Standard -1, Secretarial Standard-2, Secretarial Standard-3 and Secretarial Standard-4has been complied by the company.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges. (Not Applicable)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with laws relating to all labour & industrial laws and all environmental laws, rules, regulations and guidelines.

## We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions at Board Meetings and Committee Meetings are carried through while the dissenting members' views are captured and recorded as part of the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be .

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We Further Report that there is not any non compliances/ observations/ audit qualification, reservation or adverse in respect of above for the financial year ended 31.03.2019.

LUDHIANA C.P. No. 2712

Place: Ludhiana Dated: 31.08.2019 For M.G. Jindal & Associates Company Secretaries

(Madan Gopal Jindal) company Secretary in whole time practice M. No.: FCS 2725

C.P. No.: 2712