



# National Peroxide Limited

## ANNEXURE IV TO THE DIRECTORS' REPORT

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
As on financial year ended 31-03-2020

[Pursuant to Section 92(3) of the Companies act, 2013 read with The Companies (Management and Administration) Rules, 2014]

### A. REGISTRATION AND OTHER DETAILS:

CIN	L24299MH1954PLC009254
Registration Date	16 <sup>th</sup> March, 1954
Name of the Company	National Peroxide Limited
Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
Address of the Registered Office and contact details	Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai-400 001 Tel: 022-66620000
Whether Listed Company	Yes
Name, Address and Contact Details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. Tel: 022-28515606 / 022-28515644

### B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
a.	Hydrogen Peroxide	20297	98.66
b.	Peracetic Acid	20299	0.73
c.	Hydrogen Gas	20111	0.61

### C. 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
a.	Nowrosjee Wadia and Sons Limited Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001.	U51900MH1944PLC004225	Holding	50.09%	2(46)
b.	Naperol Investments Limited Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001.	U65990MH1980PLC022589	Subsidiary	100%	2(87)

### D. SHARE HOLDING PATTERN

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter's</b>									
<b>(1) Indian</b>									
(a) Individual	20,925	0	20,925	0.364	20,925	0	20,925	0.364	0.00
(b) Central Govt.	0	0	0	0	0	0	0	0	0.00
(c) State Govt(s).	0	0	0	0	0	0	0	0	0.00
(d) Bodies Corporate.	39,88,984	0	39,88,984	69.410	39,88,984	0	39,88,984	69.410	0.00
(e) Banks / Financial Institution	0	0	0	0	0	0	0	0	0.00
(f) Any Other	0	0	0	0	0	0	0	0	0.00
<b>Sub-total (A) (1)</b>	<b>40,09,909</b>	<b>0</b>	<b>40,09,909</b>	<b>69.774</b>	<b>40,09,909</b>	<b>0</b>	<b>40,09,909</b>	<b>69.774</b>	<b>0.00</b>

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
(a) NRIs Individuals	5,250	0	5,250	0.091	5,250	0	5,250	0.091	0.00
(b) Other Individuals	0	0	0	0	0	0	0	0	0.00
(c) Bodies Corporate	51,500	0	51,500	0.896	51,500	0	51,500	0.896	0.00
(d) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0.00
(e) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0.00
(f) AnyOther (specify)	0	0	0	0	0	0	0	0	0.00
<b>Sub-total (A) (2)</b>	<b>56,750</b>	<b>0</b>	<b>56,750</b>	<b>0.987</b>	<b>56,750</b>	<b>0</b>	<b>56,750</b>	<b>0.987</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>40,66,659</b>	<b>0</b>	<b>40,66,659</b>	<b>70.761</b>	<b>40,66,659</b>	<b>0</b>	<b>40,66,659</b>	<b>70.761</b>	<b>0.00</b>
<b>(B) Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks / Financial Institutions	450	0	450	0.008	450	0	450	0.008	0
(c) Central Govt.	21,453	0	21,453	0.373	22,636	0	22,636	0.394	0.021
(d) State Govt.	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) FIIs	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
<b>Sub-total (B)(1)</b>	<b>21,903</b>	<b>0</b>	<b>21,903</b>	<b>0.381</b>	<b>23,086</b>	<b>0</b>	<b>23,086</b>	<b>0.402</b>	<b>0.021</b>
<b>(2) Non-Institutions</b>									
<b>(a) Bodies Corporate</b>									
(i) Indian	1,85,205	250	1,85,455	3.227	1,38,903	250	1,39,153	2.421	-0.806
(ii) Overseas	0	0	0	0	0	0	0	0	0
<b>(b) xIndividuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	10,88,365	73,417	11,61,782	20.215	12,33,090	62,142	12,95,232	22.538	2.323
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1,77,393	0	1,77,393	3.087	1,02,260	0	1,02,260	1.779	-1.308
<b>(c) Other (specify)</b>									
Non-Resident Indians	37963	125	38088	0.663	42573	125	42698	0.743	0.080
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	13913	0	13913	0.242	13265	0	13265	0.231	-0.011
Alternate Invest Fund	1586	0	1586	0.028	1357	0	1357	0.024	-0.004
HUF	80221	0	80221	1.396	63290	0	63290	1.101	-0.295
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - DR	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2)</b>	<b>15,84,646</b>	<b>73,792</b>	<b>16,58,438</b>	<b>28.858</b>	<b>15,94,738</b>	<b>62,517</b>	<b>16,57,255</b>	<b>28.837</b>	<b>-0.021</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>16,06,549</b>	<b>73,792</b>	<b>16,80,341</b>	<b>29.239</b>	<b>16,17,824</b>	<b>62,517</b>	<b>16,80,341</b>	<b>29.239</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</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>56,73,208</b>	<b>73,792</b>	<b>57,47,000</b>	<b>100.00</b>	<b>56,84,483</b>	<b>62,517</b>	<b>57,47,000</b>	<b>100.00</b>	<b>0</b>



## ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01-04-2019			Shareholding at the end of the year 31-03-2020			% Changes 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	Macrofil Investments Ltd.	19,18,109	33.376	1,914	19,18,109	33.376	1,914	0
2	Nowrosjee Wadia And Sons Ltd.	17,69,125	30.783	0	17,69,125	30.783	0	0
3	The Bombay Dyeing and Manufacturing Co. Ltd.	2,85,000	4.959	0	2,85,000	4.959	0	0
4	Ben Nevis Investments Ltd.	51,500	0.896	0	51,500	0.896	0	0
5	Varnilam Investments & Trading Comp Co. Ltd.	16,750	0.291	0	16,750	0.291	0	0
6	Nusli Wadia	16,325	0.284	0	16,325	0.284	0	0
7	Dina Neville Wadia	5,250	0.091	0	5,250	0.091	0	0
8	Ness Nusli Wadia	4,600	0.08	0	4,600	0.08	0	0

## iii. Change in Promoter's Shareholding

Sr. No	Shareholder's Name	Shareholding at the beginning of the Year		Shareholding at the beginning of the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
No Change					

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

Sr. No	Shareholder's Name	Shareholding at the beginning of the Year		Date	Shareholding at the end of the Year			
		No. of Shares	% of total Shares of the Company		Increase/ Decrease in Shareholding	Reason	No. of shares	% of total Shares of the company
1	Shamyak Investment Private Limited	1,00,000	1.740	01-04-2019				
	-Closing Balance			31-03-2020		No Change	1,00,000	1.740
2	Arun Nahar	47,100	0.820	01-04-2019				
	-Closing Balance			31-03-2020		No Change	47,100	0.820
3	Shreekant Varun Phumbhra HUF	24,000	0.418	01-04-2019				
	-Closing Balance			31-03-2020		No Change	24,000	0.418

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Sr. No	Shareholder's Name	Shareholding at the beginning of the Year		Date	Shareholding at the end of the Year			
		No. of Shares	% of total Shares of the Company		Increase/ Decrease in Shareholding	Reason	No. of shares	% of total Shares of the
4	Dhwaja Commodity Services Private Ltd.	23,650	0.412	01-04-2019			23,650	0.412
				19-04-2019	-1550	Sold	22100	0.385
				26-04-2019	-753	Sold	21347	0.371
				03-05-2019	-3321	Sold	18026	0.314
				17-05-2019	-2700	Sold	15326	0.267
				24-05-2019	-1400	Sold	13926	0.242
				31-05-2019	-2300	Sold	11626	0.202
				30-08-2019	-1561	Sold	10065	0.175
				06-09-2019	-165	Sold	9900	0.172
				13-09-2019	-3600	Sold	6300	0.110
				22-11-2019	-405	Sold	5895	0.103
				29-11-2019	-2095	Sold	3800	0.066
		06-12-2019	-3800	Sold	0	0.000		
	-Closing Balance			31-03-2020			0	0
5	Investor Education and Protection Fund	21,328	0.371	01-04-2019				
				11-10-2019	1405	Transfer to	22733	0.396
				07-02-2020	-225	Claim from IEPF	22508	0.392
	-Closing Balance			31-03-2020			22508	0.392
6	Atul Ashokkumar Ruia	20,000	0.348	01-04-2019				
	-Closing Balance			31-03-2020		No Change	20,000	0.348
7	Varnilam Investments & Trading	16750	0.291	01-04-2019				
	-Closing Balance			31-03-2020		No Change	16750	0.291
8	C Ramasamy Anandakrishnan	15946	0.277	01-04-2019			15946	0.277
				12-07-2019	-2441	Sold	13505	0.235
				02-08-2019	-8455	Sold	5050	0.888
				06-09-2019	-5050	Sold	0	0.000
	-Closing Balance			31-03-2020			0	0.000
9	Shreekant Phumbhra	13,989	0.243	01-04-2019			13989	0.243
				12-04-2019	-3989	Sold	10000	0.174
				19-04-2019	-1000	Sold	9000	0.157
				31-05-2019	-9000	Sold	0	0.000
	-Closing Balance			31-03-2020			0	0.000
10	Cyrus Jamshed Guzder	13,650	0.238	01-04-2019				
	-Closing Balance			31-03-2020		No Change	13,650	0.238



Sr. No	Shareholder's Name	Shareholding at the beginning of the Year		Date	Shareholding at the end of the Year			
		No. of Shares	% of total Shares of the Company		Increase/ Decrease in Shareholding	Reason	No. of shares	% of total Shares of the company
11	Neeta Manoj Ruparel	13,100	0.228	01-04-2019			13100	0.228
				15-11-2019	-650	Sold	12450	0.217
				22-11-2019	-5456	Sold	6694	0.122
				29-11-2019	-300	Sold	6694	0.117
				06-12-2019	-694	Sold	6000	0.104
	-Closing Balance			31-03-2020			6000	0.104
12	Rangappa N	11,210	0.195	01-04-2019				
				31-03-2020		No Change	11,210	0.195

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

Sr. No	Shareholder's Name	Shareholding at the beginning of the Year		Change (Increase / Decrease in Shareholdings)	Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company		No. of shares	% of total Shares of the company
1.	Conrad Fernandes	20	0.0003	No Change	20	0.0003

#### E. INDEBTEDNESS

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

(Rs. in lacs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	7,968.81	-	-	7,968.81
ii) Interest due but not paid	19.21	-	-	19.21
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>7,988.02</b>	-	-	<b>7,988.02</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	9,161.46	-	-	9,161.46
• Reduction	(1,000)	-	-	(1,000)
<b>Net Change</b>	<b>8,161.46</b>	-	-	<b>8,161.46</b>

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the end of the financial year</b>			-	
i) Principal Amount	16,138.83	-	-	16,138.83
ii) Interest due but not paid	10.72	-	-	10.72
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>16,149.55</b>	<b>-</b>	<b>-</b>	<b>16,149.55</b>

## F. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Amount in Rs.
	<b>Mr. Suresh Khurana (Remuneration paid to Whole time Director)</b>	
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,63,27,841
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary u/s 17(3) of the Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	48,00,000
	- as % of profit	-
	- others, specify	-
5	Others, please specify	-
	<b>Total (A)</b>	<b>*2,11,27,841</b>
	Ceiling as per the Act	1,57,00,000

\* During the year, the Company had paid managerial remuneration in excess of the limit specified under Companies Act, 2013 and the same will be placed at the ensuing Annual General Meeting of the Company for ratification.

### B. Remuneration to other Directors:

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Names of Directors			Total
		Mr. Rajesh Batra	Mr. N. P. Ghanekar	Mr. S. Ragothaman	
<b>1.</b>	<b>Independent Directors</b>				
	• Fee for attending board/committee meetings	12,35,000	6,55,000	7,80,000	26,70,000
	• Commission	21,31,500	25,07,000	9,12,000	55,50,500
	• Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>33,66,500</b>	<b>31,62,000</b>	<b>16,92,000</b>	<b>82,20,500</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>	<b>Mr. Ness N. Wadia</b>	<b>Dr. (Mrs.) Minnie Bodhanwala</b>	<b>Mr. Viraf Mehta</b>	
	• Fee for attending board/committee meetings	6,20,000	4,20,000	6,40,000	16,80,000
	• Commission	64,62,500	9,12,000	-	73,74,500
	• Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>70,82,500</b>	<b>13,32,000</b>	<b>6,40,000</b>	<b>90,54,500</b>



# National Peroxide Limited

	<b>Total (1+2)</b>				<b>1,72,75,00</b>
	Total Managerial Remuneration (Commission)				1,29,25,000
	Overall Ceiling as per the Act				3,53,12,200

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

(Amount in Rs.)

Sr No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Conrad Fernandes / Chief Financial officer	Mr. Chandu Kumar Parmar / Company Secretary	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	69,34,152	11,82,156	81,16,308
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	- -	- -	- -
	Others, please specify	-	-	-
	<b>Total</b>	<b>69,34,152</b>	<b>11,82,156</b>	<b>81,16,308</b>

## G. 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			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					