

FORM NO. MGT 9**EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2018**

[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	U29299PB1994PLC014605
2	Registration Date	23 rd May, 1994
3	Name of the Company	Marshall Machines Limited (formerly known as Marshall Machines Private Limited)
4	Category/sub-category of the Company	Company Limited by Shares/Indian Non Govt. Company
5	Address of the Registered office & contact details	C-86, Phase V, Focal Point, Ludhiana, Punjab-141010 E-mail: prashantsarup@marshallcnc.com
6	Whether listed company	No
7	Name, Address & contact details of the Registrar & Transfer Agent, if any	Not Applicable

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 & Description of main products/services	NIC Code of the product/service	% to total turnover of the company
1	Manufacturing of electrical equipment, general purpose and special purpose Machinery & Equipment	84581100	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
NIL					

Funds									
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 coporates									
i)Indian	0	10	10	0.00	0	10	10	0.00	0
ii)Overseas	0	0	0	0	0	0	0	0	0
b)Individuals									
i)Individual shareholders holding nominal share capital upto 1 lakh	0	670	670	0.04	0	350	350	0.02	-0.02
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) -Partnership firm	0	10	10	0.00	0	10	10	0.00	0
SUB TOTAL(B)(2)	0	690	690	0.04	0	370	370	0.02	-0.02
Total Public Shareholding(B) =(B)(1)+(B)(2)	0	690	690	0.04	0	370	370	0.02	-0.02
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	1810080	1810080	100.00	0	2136000	2136000	100.00	0

ii. Shareholding of Promoters & Promoters Group

Sr. No.	Shareholders name	Shareholding at the beginning of the year (as on 01-April-2017)			Shareholding at the end of the year (as on 31-March-2018)			% 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	Gaurav Sarup	904695	49.98	Nil	944745	44.23	Nil	-5.75
2	Prashant Sarup	904695	49.98	Nil	1096665	51.34	Nil	1.36
3	Archana	100	0.01	Nil	79849	3.74	Nil	3.73

	Sarup							
4	Ambika Sarup	100	0.01	Nil	10645	0.50	Nil	0.49
5	Adarsh Gautam	100	0.01	Nil	3726	0.17	Nil	0.17
	Total	1809690	99.98	Nil	2135630	99.98	Nil	0.00

iii. **Change in Promoters' shareholding & Promoters' Group (Specify if there is no change)**

Sr. No.	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.	Gaurav Sarup				
	At the beginning of the year	904695	49.98	944745	44.23
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	Nil	Nil	(i) Issue and Allotment of 10,000 equity shares on 12.02.2018 on private placement basis of Rs. 80/- each (including premium of Rs. 70/- each) (ii) Issue and Allotment of 30,050 equity shares of Rs. 100/- each on 28.03.2018 on private placement basis (including premium of Rs. 90/-each)	
	At the end of the year	944745	44.23	944745	44.23
2.	Prashant Sarup				
	At the beginning of the year	904695	49.98	1096665	51.34
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g.	Nil	Nil	(i) Issue and Allotment of 52,500 equity shares on	

	allotment/transfer/bonus/sweat equity etc.)			12.02.2018 on private placement basis of Rs. 80/- each (including premium of Rs. 70/- each) (ii) Issue and Allotment of 1,39,470 equity shares of Rs. 100/- each on 28.03.2018 on private placement basis (including premium of Rs. 90/-each)	
	At the end of the year	1096665	51.34	1096665	51.34
3.	Archana Sarup				
	At the beginning of the year	100	0.01	79849	3.74
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)			(i) Issue and Allotment of 62,500 equity shares on 12.02.2018 on private placement basis of Rs. 80/- each (including premium of Rs. 70/- each) (ii) Get 20 shares on 26.03.2018 by transfer (iii) Issue and Allotment of 17,229 equity shares of Rs. 100/- each on 28.03.2018 on private placement basis (including premium of Rs. 90/-each)	

	At the end of the year	79849	3.74	79849	3.74
4.	Ambika Sarup				
	At the beginning of the year	100	0.01	10645	0.50
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	Nil	Nil	(i) Issue and allotment of 10,545 equity shares on 28.03.2018 on private placement basis of Rs. 100/- each (including premium of Rs. 90/- each)	
	At the end of the year	10645	0.50	10645	0.50
5.	Adarsh Gautam				
	At the beginning of the year	100	0.01	3726	0.17
				(i) Issue and allotment of 3626 equity shares on 28.03.2018 on private placement basis of Rs. 100/-each (including of Rs. 90/-each)	
	At the end of the year	3726	0.17	3726	0.17

iv. Shareholding Pattern of top ten shareholders (other than Director, Promoters & Holders of GDR s& ADRs)

Sr. No.	Particulars	Shareholding at the end of the year		Cumulative shareholding during the year	
		No. of shares	%total shares of the company	No of shares	%total shares of the company
	At the beginning of the year	-	-	-	-
	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 (or on the date of separation, if any separated during the year)				
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v. Shareholding of Director & KMP

Sr. No.	Particulars	Shareholding at the end of the year		Cumulative shareholding during the year	
		No. of shares	%total shares of the company	No of shares	%total shares of the company
1	Archana Sarup				
	At the beginning of the year	100	0.55	79849	3.74
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)			(i) Issue and Allotment of 62,500 equity shares on 12.02.2018 on private placement basis of Rs. 80/- each (including premium of Rs. 70/- each)(ii) Get 20 shares on 26.03.2018 by transfer (iii) Issue and Allotment of 17,229 equity shares of Rs. 100/- each on 28.03.2018 on private placement basis (including premium of Rs. 90/-each)	
	At the end of the year	79849	3.74	79849	3.74
2	Siddhant Sarup				
	At the beginning of the year	-	-	-	-
	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	-	-	-	-

Note: Mr. Gaurav Sarup is Managing Director and Mr. Prashant Sarup is Whole Time Director of the Company. Further they are also promoters of the company and their holding of shares in their individual names have been included under promoters' category.

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	18,66,16,421	5,18,77,594	-	23,84,94,015
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	18,66,16,421	5,18,77,594	-	23,84,94,015
Changes in Indebtedness during the financial year				
Additions	5,45,75,735	-	-	
Reduction	-	-39,00,141	-	
Net Change				5,06,75,594
Indebtedness at the end of the financial year				
i) Principal Amount	24,11,92,156	4,79,77,453	-	28,91,69,609
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	24,11,92,156	4,79,77,453	-	28,91,69,609

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager:

Sr. No.	Particular of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Gaurav Sarup	Prashant Sarup	
1	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income Tax, 1961	18,00,000	18,00,000	36,00,000
(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, 1961	-	-	-
2	Stock option	-	-	-

3	Sweat Equity	-	-	-
4	Commission	-	-	-
	As % of profit	-	-	-
5	Other, please specify	-	-	-
	Total (A)	18,00,000	18,00,000	36,00,000
	Ceiling as per the Act	Since as on 31 st March, 2018 company was a private limited company therefore overall limit specified under the Company Act, 2013 for the payment of remuneration to MD/WTD/Manager was not applicable.		

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Director			
(a)	Fee for attending board/committee meetings	-	-	-
(b)	Commission	-	-	-
(c)	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non Executive Directors	Archana Sarup	Siddhant Sarup	-
(a)	Fee for attending board/committee meetings	-	-	-
(b)	Commission	-	-	-
(c)	Others, please specify- Professional Remuneration	9,00,000	6,00,000	15,00,000
	Total (2)	9,00,000	6,00,000	15,00,000
	Total (B)=(1+2)	9,00,000	6,00,000	15,00,000
	Total Managerial Remuneration			51,00,000
	Overall Ceiling as per the Act	Since as on 31 st March, 2018 company was a private limited company therefore overall limit specified under the Company Act, 2013 for the payment of remuneration to MD/WTD/Manager was not applicable.		

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

Sr. No.	Particular of Remuneration	Key Managerial Personnel		Total Amount
1	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income Tax, 1961	-	-	-
(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, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	As % of profit	-	-	-
5	Other, please specify	-	-	-
	Total	-	-	-

VII. PENALTIES/PUNISHMENT/COMPUNDING 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			NONE		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			NONE		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			NONE		
Penalty					
Punishment					
Compounding					

For and on behalf of the board

Sd/-

Sd/-

Mr. Gaurav Sarup

Mr. Prashant Sarup

(Managing Director) (Whole Time Director)

Date: 03.08.2018

Place: Ludhiana

(DIN:00777489)

(DIN: 01257440)