

ANNEXURE 5 TO THE DIRECTORS' REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2018
[Pursuant to Section 92(3) of the Companies Act, 2013
And Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

I)	CIN	L65990MH1984PLC031909
II)	Registration Date	23.01.1984
III)	Name of the Company	Pioneer Investcorp Limited
IV)	Category / Sub Category of the Company	Public / Limited by Shares
V)	Address of the Registered Office and Contact Details	1218, Maker Chambers V, Nariman Point Mumbai - 400021 Maharashtra, India. Tel: +91-22-66186633 Fax no.: +91-22-22049195
VI)	Whether listed Company	Yes
VII)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Private Limited Office No. A-106/107, Dattani Plaza, East West Compound, Nr Safed pool, Andheri Kurla Road, Sakinaka Mumbai-400072 E-mail: service@satellitecorporate.com scs_pl@yahoo.co.in Tel No. +91-22-28520461/62

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)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total income of the company
1	Investment Banking & Advisory Services	6719	15.15
2	Income from Trading in Government Securities	6599	84.85

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

[No. of Companies for which information is being filled]]

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable Section
1	Infinity.com Financial Securities Limited 1216, Maker Chambers V, Nariman Point, Mumbai – 400 021.	U67120MH199 4PLC078100	Subsidiary	100	2(87)(ii)
2	Pioneer Commodity Intermediaries Private Limited 1219, Maker Chambers V, Nariman Point, Mumbai – 400 021.	U51909MH200 3PTC142071	Subsidiary	100	2(87)(ii)
3	Pioneer Fundinvest Private Limited 1218, Maker Chambers V, Nariman Point, Mumbai – 400 021.	U65990MH198 1PTC025972	Subsidiary	100	2(87)(ii)

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable Section
4	Pioneer Wealth Management Services Limited 1218, Maker Chambers V, Nariman Point, Mumbai – 400 021.	U67120MH200 6PLC161354	Subsidiary	100	2(87)(ii)
5	Pioneer Money Management Limited 1218, Maker Chambers V, Nariman Point, Mumbai – 400 021.	U67190MH200 6PLC161353	Subsidiary	100	2(87)(ii)
6	Pioneer Investment Advisory Services Limited 1218, Maker Chambers V, Nariman Point, Mumbai – 400 021.	U74140MH200 6PLC161672	Subsidiary	100	2(87)(ii)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual / HUF	7482461	0	7482461	60.85	7615432	0	7615432	61.93	1.08
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 Corp.	0	0	0	0	0	0	0	0	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any other	0	0	0	0	0	0	0	0	0.00
Sub-total (A)(1)	7482461	0	7482461	60.85	7615432	0	7615432	61.93	1.08
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0.00
b) Other – Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp	0	0	0	0	0	0	0	0	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0.00
e) Any Other	0	0	0	0	0	0	0	0	0.00
Sub-total(A)(2)	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	7482461	0	7482461	60.85	7615432	0	7615432	61.93	1.08

PIONEER INVESTCORP LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ESOP	56530	0	56530	0.46	54030	0	54030	0.44	-0.02
IEPF	135722	0	135722	1.10	214829	0	214829	1.75	0.64
Sub-total (B)(2)	1654705	2666482	4321187	35.14	3038625	1149591	4188216	34.06	-1.08
Total Public Shareholding(B) =(B)(1)+(B)(2)	9604226	2692682	12296908	100.00	11121117	1175791	12296908	100.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	9604226	2692682	12296908	100	11121117	1175791	12296908	100	0.00

(ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2019]			Share holding at the end of the year [As on 31-March-2020]			% 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	Gaurang Manhar Gandhi	7376428	59.99	36.59	7509399	61.07	53.67	1.08
2	Hemang Manhar Gandhi	36683	0.30	0	36683	0.30	0	0.00
3	Ketan Manhar Gandhi	68850	0.56	0	68850	0.56	0	0.00
4	Ami Ketan Gandhi	500	0.00	0	500	0.00	0	0.00

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

SN	Shareholder's Name	Shareholding at the Beginning of the Year (01 April 2019) / End of Year (31 March 2020)		Date	Increase / (Decrease) in Shareholding	Reason	Culmulative Shareholding during the Year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Gaurang Gandhi	7376428	55.64	01.04.2019			7376428	59.99
				27.12.2019	5000	Acquired Shares from Secondary Market	7381428	59.75
				31.12.2019	11000		7392428	60.12
				10.01.2020	27161		7419589	60.34
				13.03.2020	54294		7473883	60.78
				20.03.2020	22350		7496233	60.96
				27.03.2020	11337		7507570	61.05
				31.03.2020	1829		7509399	61.07
		7509399	61.07	31.03.2020			7509399	61.07

PIONEER INVESTCORP LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	500	26200	26700	0.22	500	26200	26700	0.22	0.00
c) Central Govt	0	0	0	0	0	0	0	0	0.00
d) State Govt(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIIs / FPIs	466560	0	466560	3.79	466560	0	466560	3.79	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others(specify)	0	0	0	0	0	0	0	0	0.00
Sub-total (B)(1)	467060	26200	493260	4.01	467060	26200	493260	4.01	0.00
2. Non-Institutions									
a) Bodies Corp	0	0	0	0	0	0	0	0	0.00
i) Indian	517197	976600	1493797	12.15	480412	951300	1431712	11.64	-0.51
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals	0	0	0	0	0	0	0	0	0.00
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	8700	1682982	1691682	13.76	1161796	191991	1353787	11.01	-2.75
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	823358	0	823358	6.70	844206	0	844206	6.87	0.17
c) Others(specify)									
Non Resident Indians	41444	6900	48344	0.39	39407	6300	45707	0.37	-0.02
Directors & Relatives	10000	0	10000	0.08	10000	0	10000	0.08	0.00
Hindu Undivided Families	55371	0	55371	0.45	218199	0	218199	1.77	1.32
Clearing Member	6383	0	6383	0.05	15746	0	15746	0.13	0.08

SN	Shareholder's Name	Shareholding at the Beginning of the Year (01 April 2019) / End of Year (31 March 2020)		Date	Increase / (Decrease) in Shareholding	Reason	Culmulative Shareholding during the Year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
2	Ketan Gandhi	68850	0.56	01.04.2019		No Change	68850	0.56
		68850	0.56	31.03.2020			68850	0.56
3	Hemang Gandhi	36683	0.30	01.04.2019		No Change	36683	0.30
		36683	0.30	31.03.2020			36683	0.30
4	Ami Gandhi	500	0.00	01.04.2019		No Change	500	0.00
		500	0.00	31.03.2020			500	0.00

(iv) Shareholding Pattern of top ten Shareholders:

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

SN	Shareholder's Name	Shareholding at the Beginning of the Year (01 April 2019) / End of Year (31 March 2020)		Date	(+)/Increase / (-)/Decrease in Shareholding	Reason	Culmulative Shareholding during the Year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Silver Stallion Limited	466560	3.79	01.04.2019		No Change	466560	3.79
		466560	3.79	31.03.2020			466560	3.79
2	Devangan Consultancy Pvt Ltd	200000	1.63	01.04.2019		No Change	200000	1.63
		200000	1.63	31.03.2020			200000	1.63
3	Anuradha Multitrade Pvt. Ltd	200000	1.63	01.04.2019		No Change	200000	1.63
		200000	1.63	31.03.2020			200000	1.63
4	Akshar Computech Pvt Ltd	200000	1.63	01.04.2019		No Change	200000	1.63
		200000	1.63	31.03.2020			200000	1.63
5	Agantuk Properties Pvt Ltd	200000	1.63	01.04.2019		No Change	200000	1.63
		200000	1.63	31.03.2020			200000	1.63
6	Mahendra Girdharilal	156027	1.27	01.04.2019		Sold the Shares in Secondary Market	156027	1.27
				22.11.2019	(4445)		151582	1.23
		151582	1.23	31.03.2020			151852	1.23
7	Kamlesh N Shah	0	0.00	01.04.2019		Acquired Shares from Secondary market	0	0.00
				21.02.2020	95000		95000	0.77
				28.02.2020	41750		136750	1.11
		136750	1.11	31.03.2020			136750	1.11

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SN	Shareholder's Name	Shareholding at the Beginning of the Year (01 April 2019) / End of Year (31 March 2020)		Date	(+)/Increase / (-)/Decrease in Shareholding	Reason	Culmulative Shareholding during the Year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
8	Investor Education and Protection	135722	1.10	01.04.2019			135722	1.10
				22.11.2019	72297		208019	1.69
				13.12.2019	6810		214829	1.75
				31.03.2020			214829	1.75
9	Sadabahar Properties Pvt Ltd	125000	1.02	01.04.2018		No Change	125000	1.02
		125000	1.02	31.03.2019			125000	1.02
		156027	1.27	31.03.2019			156027	1.27
10	A Plus Arts Pvt Ltd	100000	0.81	01.04.2018		No Change	100000	0.81
		100000	0.81	31.03.2019			100000	0.81

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholder's Name	Shareholding at the Beginning of the Year (01 April 2019) / End of Year (31 March 2020)		Date	(+)/Increase / (-)/Decrease in Shareholding	Reason	Culmulative Shareholding during the Year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Gaurang Gandhi – Managing Director	7376428	59.99	01.04.2019			7376428	59.99
				27.12.2019	5000	Acquired Shares from Secondary Market	7381428	59.75
				31.12.2019	11000		7392428	60.12
				10.01.2020	27161		7419589	60.34
				13.03.2020	54294		7473883	60.78
				20.03.2020	22350		7496233	60.96
				27.03.2020	11337		7507570	61.05
				31.03.2020	1829		7509399	61.07
		7509399	61.07	31.03.2020			7509399	61.07
2	Anand Desai – Independent Non executive Director	0	0	01.04.2019		No Change	0	0
		0	0	31.03.2020			0	0
3	Kamlini Maniar – Independent Non executive Director	0	0	01.04.2019		No Change	0	0
		0	0	31.03.2020			0	0
4	Athreya T. Krishnakumar – Independent Non executive Director	0	0	01.04.2019		No Change	0	0
		0	0	31.03.2020			0	0
5	Sanjay Kabra – KMP	2045	0.02	01.04.2018		No Change	2045	0.02
		2045	0.02	31.03.2019			2045	0.02
6	Amit Chandra – KMP	12000	0.10	01.04.2018		No Change	12000	0.10
		12000	0.10	31.03.2019			12000	0.10

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment as on 31st March, 2020.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	718922429	0	20000000	738922429
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	718922429	0	20000000	738922429
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	324715468	0	0	324715468
Net Change	324715468	0	0	324715468
Indebtedness at the end of the financial year				
i) Principal Amount	394206961	0	20000000	414206961
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	394206961	0	20000000	414206961

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. Gaurang Gandhi – Managing Director	
1	Gross salary	15350000*	15350000*
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify...	0	0
5	Others, please specify	0	0
	Total (A)	15350000*	15350000*
	Ceiling as per the Act	*Refer Note	

* Remuneration paid within the limits specified in the Special Resolution passed by the Shareholders of the Company through Postal Ballot on 16th May, 2019.

B. Remuneration to other Directors

SN	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. C. C. Dalal (upto 12th Dec, 2019)	Mr. A.B. Desai	Mrs. K. C. Maniar	A.T. Krishnakumar	
1	Independent Directors (Non-executive)					
	Fee for attending board committee meetings	80000	110000	60000	30000	280000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	80000	110000	60000	30000	280000
2	Other Non-Executive Directors					
	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)	80000	110000	60000	30000	280000
	Total Managerial Remuneration					15630000*
	Overall Ceiling as per the Act	*Refer Note				

*Out of which Remuneration of Rs.1,53,50,000 paid to Mr. Gaurang Gandhi, Managing Director within the limits specified in the Special Resolution passed by the Shareholders of the Company through Postal Ballot on 16th May, 2019.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS Mr. Amit Chandra	CFO Mr. Sanjay Kabra	Total Amount
1	Gross salary	0	2865341	6164000	9029341
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (A)	0	2865341	6164000	9029341

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None