

Annexure - II

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2025

[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	L93090MH2009PLC190063
ii)	Registration Date	03/02/2009
iii)	Name of the Company	Kaarya Facilities and Services Limited
iv)	Category / Sub – Category of the Company	Company limited by shares / Indian Non- Government Company
v)	Address of the Registered office and contact details	Unit No 1101, Lotus Link Square, D N, Nagar, New Link road , Andheri West, Mumbai, Mumbai, Maharashtra, India, 400053. 9594595595
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

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 services	NIC Code of the service	% to total turnover of the company
1.	Facilities Management Services	74	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHAREHOLDING 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 1st April, 2024)				No. of Shares held at the end of the year (As on 31st March, 2025)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	5183260	0	5183260	55.43	5183260	0	5183260	55.43	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other..	0	0	0	0	0	0	0	0	0
Sub – total (A)(1):	5183260	0	5183260	55.43	5183260	0	5183260	55.43	0
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other..	0	0	0	0	0	0	0	0	0
Sub –total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	5183260	0	5183260	55.43	5183260	0	5183260	55.43	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0

b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	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) FIs	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
Sub – total (B)(1):	0	0	0	0	0	0	0	0	0
2. Non – Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	777132	0	777132	8.31	855132	0	855132	9.15	0.84
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	2861866	0	2861866	30.61	2321866	0	2321866	24.83	-5.78
c) Others (specify)	0	0	0	0	0	0	0	0	0
HUF	78000	0	78000	0.83	168000	0	168000	1.80	0.97
Bodies Corporate	342000	0	342000	3.66	714000	0	714000	7.64	3.98
Non Resident Indians (NRI)	108000	0	108000	1.16	108000	0	108000	1.16	0

Sub – total (B)(2):-	4166998	0	4166998	44.57	4166998	0	4166998	44.57	0.00
Total Public Shareholding(B) (B)(1)+(B)(2) =	4166998	0	4166998	44.57	4166998	0	4166998	44.57	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	9350258	0	9350258	100	9350258	0	9350258	100	100

ii) Shareholding of Promoters

SI No	Shareholder's Name	Shareholding at the beginning of the year (As on 1 st April, 2024)			Shareholding at the end of the year (As on 31 st March, 2025)			% 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	Vineet Pandey	2591630	27.72	0	2591630	27.72	0	0
2	Vishal Panchal	2591630	27.72	0	2591630	27.72	0	0
	Total	2591630	55.43	0	5183260	55.43	0	0

Change in Promoters' shareholding

SI No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of share	% of total shares of the company
1	Vineet Pandey				
	At the beginning of the year	2591630	27.72	2591630	27.72
	Issue during the year	0	0	0	0
	At the end of the year	2591630	27.72	2591630	27.72
2	Vishal Panchal				
	At the beginning of the year	2591630	27.72	2591630	27.72
	Issue during the year	0	0	0	0
	At the end of the year	2591630	27.72	2591630	27.72

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

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2024 AND 31/03/2025					
				Shareholding at the	Cumulative

Sl no	Folio/Dpid-Clientid	Category	Type	Name of the Share Holder	beginning of the Year		Shareholding during the Year	
					No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	IN300079	PRO	Opening Balance - 31/03/2024	Vishal V Panchal	2591630	27.72	2591630	27.72
			Closing Balance - 31/03/2025				2591630	27.72
2	IN303028	PRO	Opening Balance - 31/03/2024	VINEET S PANDEY	2591630	27.72	2591630	27.72
			Closing Balance - 31/03/2025				2591630	27.72
3	24700	PUB	Opening Balance - 31/03/2024	MOHIT GANESH GUPTA	399000	4.27	399000	4.27
			Closing Balance - 31/03/2025				399000	4.27
4	DNUPS3910P	PUB	Opening Balance - 31/03/2024	SAPAN ANIL SHAH	216000	2.31	216000	2.31
			Closing Balance - 31/03/2025				216000	2.31
5	DNUPS3969E	PUB	Opening Balance - 31/03/2024	MARGI JIGNESHBHAI SHAH	216000	2.25	216000	2.31
			Closing Balance - 31/03/2025				216000	2.31
6	AADCM6730B	LTD	Opening Balance - 31/03/2024	MARFATIA STOCK BROKING PVT LTD	558000	5.97	558000	5.97
			Closing Balance - 31/03/2025				228000	2.44
7	90600	PUB	Opening Balance - 31/03/2024	NUPUR ANIL SHAH	294000	3.14	294000	3.14
			Closing Balance - 31/03/2025				294000	3.14

8	81600	PUB	Opening Balance - 31/03/2024	NARENDRA BABU KADATHUR HARIDAS	0	0	0	0
			Closing Balance - 31/03/2025				180000	1.93
9	88400	PUB	Opening Balance - 31/03/2024	AMIT SWARUPCHAND KORADIA	120000	1.28	120000	1.28
			Closing Balance - 31/03/2025				120000	1.28
10	ABBPM1694C	PUB	Opening Balance - 31/03/2024	NIMESH SHASHIKANT MEHTA	120000	1.28	120000	1.28
			Closing Balance - 31/03/2025				120000	1.28

iii) Shareholding of Directors and Key Managerial Personnel:

Sl No.	Name of Directors & KMP	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	Vineet Pandey At the beginning of the year Issue during the year At the end of the year	2591630 - -	27.72 - -	2591630 - -	27.72 - -
2	Vishal Panchal At the beginning of the year Issue during the year At the end of the year	2591630 - -	27.72 - -	2591630 - -	27.72 - -
3	Sagar Arole At the beginning of the year Sale /purchase At the end of the year	0 0 0	0 0 0	0 0 0	0 0 0
4	Hardik Dave At the beginning of the year Sale /purchase At the end of the year	0 0 0	0 0 0	0 0 0	0 0 0
5	Smriti Chhabra				

	At the beginning of the year	0	0	0	0
	Sale /purchase	0	0	0	0
	At the end of the year				
6	Prashant Panchal				
	At the beginning of the year	7800	0.08	7800	0.08
	Sale /purchase	0	0	0	0
	At the end of the year	0	0	7800	0.08
7	Saurabh Akhouri				
	At the beginning of the year	0	0	0	0
	Sale /purchase	0	0	0	0
	At the end of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amt in Thousands)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	60,533	11,631	-	72,164
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	60,533	11,631	-	72,164
Change in Indebtedness during the financial year				
• Addition	4,38,581	22,143	-	4,60,725
• Reduction	4,34,803	6,895	-	4,41,698
Net change	3,778	15,248	-	19,026

Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	64,311	26,879	-	91,190
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	64,311	26,879	-	91,190

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Vineet Pandey	Vishal Panchal	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	26,40,000	26,40,000	52,80,000
2.	Stock Option		-	-
3.	Sweat Equity		-	-
4.	Commission - As % of profit - Others, specify		-	-
5.	Others, please specify		-	-
	Total (A)	26,40,000	26,40,000	52,80,000
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)	26,40,000	26,40,000	52,80,000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Sagar Arole	Smriti Chhabra	Hardik Dave	

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 • Commission • Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)			-	-

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Saurabh Akhouri CS	Mr. Prashant Panchal	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	3,00,000	11,57,500	14,57,500
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - As % of profit - Others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	3,00,000	11,57,500	14,57,500

D. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the	Brief Description	Details of Penalty /	Authority	Appeal made,
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	Companies Act		Punishment / Compounding fees imposed	[RD/NCLT /COURT]	if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty		-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Note : The Company, its Directors and CFO has paid penalty amounting to INR 10,00,000 on 13th May, 2024 as per SEBI Adjudication order.

Annexure III

List of Nomination and Remuneration Policy

1. Policy for appointment and removal of Director, KMP and Senior Management

(A) Appointment criteria and qualifications

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether

qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.

- c. The Committee shall devise a policy on Board diversity after reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board which will facilitate the Committee to recommend on any proposed changes to the Board to complement the Company's corporate strategy.

(B) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

(C) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

(D) Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

2. Policy relating to the remuneration for the Whole-time Director, KMP and Senior Management Personnel

(A) General:

- a) The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole Time Director shall be in accordance with the percentage/ slabs/conditions laid down in the provisions of the Act.
- c) Term/Tenure of the Directors shall be as per company's policy and subject to the provisions of the Act.
- d) Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(B) Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board. The breakup of the pay scale and quantum of perquisites shall be decided and approved by the Board/the Person authorized by the Board and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

d) Commission:

The Commission may be paid within monetary limits as approved by shareholders. The limit will be subject to not exceeding 10% of sales as computed as per Companies Act, 2013

(C) Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

b) Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be decided by the Board and subject to the limit as provided in the Act.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.