

## Annexure 1

### Form No. MGT – 9

#### Extract of Annual Return

As on the financial year ended 31.03.2019

[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	U24239MH1998PLC115413
ii	Registration Date	18 <sup>th</sup> June,1998
iii	Name of the Company	Agappe Diagnostics 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	401-402, Jaisingh Business Centre, Sahar Road, Andheri (East) Mumbai -400099
		Tel: 022 43008008
		<a href="mailto:agappe@agappe.in">Email.id - agappe@agappe.in</a>
vi	Whether listed company	No
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Nil

#### II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company: -

Sn.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacture of Diagnostic Reagent	202 20299	57.60%
2	Trading of Diagnostic Equipment	479 47990	25.20%
3	Manufacture of Diagnostic Equipment	281 28199	14.02%

#### III.Particulars of Holding, Subsidiary and Associate Companies

Sn.	Name and Address of the Company *	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
1	Agappe Diagnostics Switzerland GMBH	CHE-115.652.181	Subsidiary	100	2(87)

#### 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 01st April 2018)				No. of Shares held at the end of the year (As on 31st March 2019)				% 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/ HUF	-	4,889,704	4,889,704	79.77%	-	4,889,704	4,889,704	79.77%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>(1) Foreign</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
a) NRI-Individual	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other-Individual	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Total shareholding of Promoter (A)</b>	-	4,889,704	4,889,704	79.77%	-	4,889,704	4,889,704	79.77%	0.00%
<b>B. Public Shareholding</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>1. Institutions</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
j) Others (specify)	-	1,240,200	1,240,200	20.23%	-	1,240,200	1,240,200	20.23%	0.00%
<b>Subtotal (B)(1):</b>	-	<b>1,240,200</b>	<b>1,240,200</b>	<b>20.23%</b>	-	<b>1,240,200</b>	<b>1,240,200</b>	<b>20.23%</b>	<b>0.00%</b>
<b>2. NonInstitutions</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
a) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Subtotal (B)(2):</b>	-	-	-	<b>0.00%</b>	-	-	-	<b>0.00%</b>	<b>0.00%</b>
<b>Total Public Shareholding</b>	-	1,240,200	1,240,200	20.23%	-	1,240,200	1,240,200	20.23%	0.00%
<b>B = (B)(1)+ (B)(2)</b>									
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	-	<b>6,129,904</b>	<b>6,129,904</b>	<b>100.00%</b>	-	<b>6,129,904</b>	<b>6,129,904</b>	<b>100.00%</b>	<b>0.00%</b>

## ii) Shareholding of Promoters

Sn	Name of shareholders	Shareholding at the beginning of the year ie, 1st April, 2018			Shareholding at the end of the year ie, 31st March, 2019			% of change in shareholding 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	
1	Mr. Joseph John	1,336,674	21.81	-	1,336,674	21.81	-	-
2	Mr.M Y Yohannan	1,195,641	19.5	-	1,195,641	19.5	-	-
3	Mrs.Alice Yohannan	34,658	0.57	-	34,658	0.57	-	-
4	Mr.Thomas John	1,452,008	23.69	-	1,452,008	23.69	-	-
5	Mrs.Meena Thomas	274,658	4.48	-	274,658	4.48	-	-
6	Mrs. Sangeeta Joseph	389,992	6.36	-	389,992	6.36	-	-
7	Mrs.Mary Baby Meleth	150,000	2.45	-	150,000	2.45	-	-
8	Mr V Chandrasekaran	28,800	0.47	-	28,800	0.47	-	-
9	Mr. M P Abraham	27,273	0.44	-	27,273	0.44	-	-
	<b>Total</b>	<b>4,889,704</b>	<b>79.77</b>	<b>-</b>	<b>4,889,704</b>	<b>79.77</b>	<b>-</b>	<b>-</b>

## iii) Change in Promoters' Shareholding:

Sn		Shareholding		Cumulative Shareholding during the FY - 2018-19	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	At the beginning of the year ie. 01.04.2018	4,889,704	79.77%		
2	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 ie. 31.03.2019	4,889,704	79.77%		

## iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sn	Share Holder	Shareholding at the beginning of the year ie, 1st April, 2018		Shareholding at the end of the year ie, 31st March, 2019	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Sycamore Holdings Limited	1,240,200	20.23	1,240,200	20.23%

v) **Shareholding of Directors and Key Managerial Personnel**

Sn	Directors/ Key Managerial Personnel	Shareholding at the beginning of the year ie. 01.04.2018		Cumulative Shareholding at the end of the Year ie. 31.03.2019	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Mr.M Y Yohannan	1,195,641	19.5	1,195,641	19.5
2	Mr.Thomas John	1,452,008	23.69	1,452,008	23.69
3	Mrs.Meena Thomas	274,658	4.48	274,658	4.48
4	Mrs. Sangeeta Joseph	389,992	6.36	389,992	6.36
5	Mr.Jpseph John	1,336,674	21.81	1,336,674	21.81
6	Mrs.Mary Baby Meleth	150,000	2.45	150,000	2.45
7	Mrs. Sreevidya PM Company Secretary	NIL	NIL	NIL	NIL

**V. INDEBTEDNESS**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	259,199,943			259,199,943
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	1,178			1,178
<b>Total (i+ii+iii)</b>	<b>259,201,121</b>	<b>-</b>	<b>-</b>	<b>259,201,121</b>
Change in Indebtedness during the financial year				-
Addition	86,780,381			86,780,381
(Reduction)	-116,413,313			-116,413,313
<b>Net Change</b>	<b>-29,632,931</b>	<b>-</b>	<b>-</b>	<b>-29,632,931</b>
Indebtedness at the end of the financial year				
i) Principal Amount	229,568,189			229,568,189
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	-			-
<b>Total (i+ii+iii)</b>	<b>229,568,189</b>	<b>-</b>	<b>-</b>	<b>229,568,189</b>

## VI. REMUNERATION OF DIRECTORS

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

Particulars of Remuneration	Mr. Thomas John	Mrs. Mary Baby Meleth	Mrs. Meena Thomas	Mrs. Sangeetha Joseph	Dr. D M Vasudevan
Gross Salary					
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	5,707,717	1,107,205	2,578,417	835,485	1,553,853
(b) Value of perquisites under Section 17(2) Income Tax Act, 1961					
(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961					
Stock Options					
Sweat Equity					
Commission					
- as % of profit					
- Others, specify....					
Others, please specify					
<b>Total (A)</b>	<b>5,707,717</b>	<b>1,107,205</b>	<b>2,578,417</b>	<b>835,485</b>	<b>1,553,853</b>

### B. Remuneration to other Directors - Independent Directors

Sn	Name	Fees for attending the Board/ Committee Meetings	Commission	Others Please specify	Total Amount
1	Mr.Balagopal Chandrasekhar	600,000	NIL	NIL	600,000
2	Mr. Baldev Raj Arora	1,250,000	NIL	NIL	1,250,000
2	Mr.Nanda Kumaran Puthezhath	250,000	NIL	NIL	250,000

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

Particulars of Remuneration	Key Managerial Personnel
	Mrs. Sreevidya PM , Company Secretary
Gross Salary	
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,000,550
(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	
(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	
Stock Options	
Sweat Equity	
Commission	
- as % of profit	
- Others, specify....	
Others, please specify	
<b>Total (A)</b>	<b>1,000,550</b>

## VII. Penalties /Punishment/Compounding of Offences

NIL

### VIII. Board Meetings

During the financial year 2018-19, 6 (Six) Board meetings were held on 30<sup>th</sup> May, 2018, 28<sup>th</sup> June ,2018, 7<sup>th</sup> September, 2018, 21<sup>st</sup> December, 2018, 18<sup>th</sup> January,2019 and 18<sup>th</sup> March ,2019. The last Annual General Meeting of the company was held on 14<sup>th</sup> August, 2018. The attendance record of the Directors at the Board meetings during the year ended on 31<sup>st</sup> March 2019 and last AGM is as under.

Sl No	Name of Board meeting	Category	No of Board Meetings Attended	Attendance at last AGM
1	Mr.M Y Yohannan	Non- Executive – Non Independent Director	6 of 6	No
2	Mr.Thomas John	Executive Director	6 of 6	Yes
3	Mrs.Meena Thomas	Executive Director	6 of 6	Yes
4	Mrs.Sangeeta Joseph	Executive Director	6 of 6	Yes
5	Mrs.Mary Baby Meleth	Executive Director	5 of 6	No
6	Dr Damodaran Madhavi Vasudevan	Executive Director	6 of 6	No
7	Mr.George Varghese	Non- Executive – Non Independent Director	5 of 6	No
8	Mr. Balagopal Chandrasekhar *	Independent – Non Executive Director	2 of 6	No
9	Mr. Baldev Raj Arora	Independent – Non Executive Director	6 of 6	Yes
10	Mr. Joseph John	Non- Executive – Non Independent Director	3 of 6	Yes
11	Mr.Nanda Kumaran Puthethath**	Independent – Non Executive Director	1 of 6	No

\*Relieved from the Board upon expiry of term of appointment with effect from 21<sup>st</sup> January,2019

\*\* Appointment was made with effect from 21<sup>st</sup> January,2019

For and on behalf of the Board

Place:Kochi

Date:20<sup>th</sup> June,2019

M Y Yohannan  
(DIN -00150242)  
Chairman

### REGISTERED OFFICE

Agappe Diagnostics Ltd.  
Room No. 401 & 402, 4th Floor,  
Jai Singh Business Centre, 119,  
Sahar Road, Parsiwada,Andheri (East),  
Maharashtra – 400 099, Tel: +91-22-4300 8000  
CIN: U24239MH1998PLC115413