

Form No. MGT-9
Extract of Annual Return

As on the financial year ended on 31st March, 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:

1.	CIN	L29265WB1957PLC023379
2.	Registration	Date 9 th March, 1957
3.	Name of the Company	Wires and Fabriks (S.A.) Limited
4.	Category/Sub-Category of the Company	Public Company Limited by shares
5.	Address of Registered Office and Contact details	7, Chittaranjan Avenue, Kolkata - 700 072, +91 40124012, cs@wirefabrik.com, www.wirefabrik.com
6.	Whether listed Company (Yes/No)	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	ABS Consultant Private Limited 99, Stephen House, 6 th Floor, 4, B. B. D. Bagh (E), Kolkata 700 001. absconsultant@vsnl.net; +91 33 22301043

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. Nr.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the company.
1.	Technical Textiles	139 - Manufacture of other Textiles	83.37%
2.	Chemicals	202 - Manufacture of other Chemical products	13.83%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. Nr.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Co.	% of Shares held	Applicable Section
1.	W & F Securities Private Limited 7, Chittaranjan Avenue Kolkata - 700 072	U67120WB1997PTC086188	Holding	62.90	2(46)

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				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters										
1.	Indian									
a.	Individual/ HUF	16200		16200	0.53	16200	-	16200	0.53	-
b.	Central Govt.	-	-	-	-	-	-	-	-	-
c.	State Govt.	-	-	-	-	-	-	-	-	-
d.	Bodies Corp.	2270156	-	2270156	74.28	2270156		2270156	74.28	-
e.	Bank/ FI	-	-	-	-	-	-	-	-	-
f.	Any Other	-	-	-	-	-	-	-	-	-
Sub-Total- A-(1)		2286356	-	2286356	74.81	2286356	-	2286356	74.81	-
2.	Foreign									
a.	NRI- Individuals	-	-	-	-	-	-	-	-	-
b.	Other Individuals	-	-	-	-	-	-	-	-	-
c.	Body Corporate	-	-	-	-	-	-	-	-	-
d.	Bank/ FI	-	-	-	-	-	-	-	-	-
e.	Any Others	-	-	-	-	-	-	-	-	-
Sub-Total- A-(2)		-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters A(1+2)		2286356	-	2286356	74.81	2286356	-	2286356	74.81	-
B. Public Shareholding										
1.	Institution									
a.	Mutual Funds	100	450	550	0.02	100	450	550	0.02	-
b.	Bank/ FI	100	100	200	0.01	100	100	200	0.01	-
c.	Cent. Govt.	-	-	-	-	-	-	-	-	-
d.	State Govt.	-	-	-	-	-	-	-	-	-
e.	Venture Capital	-	-	-	-	-	-	-	-	-
f.	Insurance Co.	-	-	-	-	-	-	-	-	-
g.	FIIIs	-	-	-	-	-	-	-	-	-
h.	Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
i.	Others	-	-	-	-	-	-	-	-	-
Sub-Total- B-(1)		200	550	750	0.03	200	550	750	0.03	-

2.	Non - Institution									
a.	Bodies Corporate									
	i) Indian	148048	325	148373	4.85	157143	300	157443	5.15	0.30
	ii) Overseas	-	-	-	-	-	-	-	-	-
b.	Individuals									
	i) Individual Shareholders holding Nominal Share Capital upto Rs. 1 Lac	372648	175537	548185	17.94	376353	155205	531558	17.39	-0.55
	ii) Individual Shareholders holding Nominal Share Capital in excess of Rs. 1 Lac	15117	-	15117	0.49	15980	-	15980	0.52	0.03
c.	Others									
	i) NRI	4257	3600	7857	0.26	4393	3600	7993	0.26	0.00
	Sub-Total- B-(2)	540070	179462	719532	23.54	553869	159105	712974	23.32	-0.22
	Total Public Shareholding B(1+2)	540270	180012	720282	23.57	554069	159655	713724	23.35	-0.22
	C. IEPF Authority	49612	-	49612	1.62	56170	-	56170	1.84	0.22
D. Shares held by Custodian for GDRs & ADRs										
	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
	Public	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C+D)	2876238	180012	3056250	100.00	2840425	159655	3056250	100.00	0.00

ii. Shareholding of Promoters.

Sr. Nr.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Co.	% of Shares Pledged/encumbered to Total Shares	No. of Shares	% of total Shares of the Co.	% of Shares Pledged/encumbered to Total Shares	
1.	Kishan Kumar Khaitan	100	0.00	-	100	0.00	-	-
2.	Mahendra Khaitan	500	0.02	-	500	0.02	-	-
3.	Devesh Khaitan	100	0.00	-	100	0.00	-	-
4.	Ranjana Khaitan	100	0.00	-	100	0.00	-	-
5.	Shailja Khaitan	100	0.00	-	100	0.00	-	-
6.	Parul Khaitan	100	0.00	-	100	0.00	-	-
7.	Master Viraj Khaitan	100	0.00	-	100	0.00	-	-
8.	Master Reyansh Khaitan	100	0.00	-	100	0.00	-	-
9.	Pranika Khaitan Rawat	5000	0.16	-	5000	0.16	-	-
10.	Varshita Khaitan	5000	0.16	-	5000	0.16	-	-
11.	Divisha Khaitan	5000	0.16	-	5000	0.16	-	-
12.	W & F Securities Pvt. Ltd.	1922314	62.90	-	1922314	62.90	-	-
13.	BKM Mercantile LLP (Formerly BKM Mercantile Pvt. Ltd.)	347642	11.37	-	347642	11.37	-	-
14.	Wires and Fabriks Pvt. Ltd.	100	0.00	-	100	0.00	-	-
15.	W & F Millennium Mercantile Pvt. Ltd.	100	0.00	-	100	0.00	-	-
	Total	2286356	74.81	-	2286356	74.81	-	-

iii. Change in Promoters' Shareholding.

There has been no Change in the Promoters Shareholding during the Financial Year 2018-19.

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

Sr. Nr.	Top Ten Shareholders	Shareholding at the beginning of the year 1 st April, 2018		Shareholding at the end of the year 31 st March, 2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Fountain Vanijya Pvt. Ltd.	122658	4.01	134920	4.41
2.	IEPF Authority	49612	1.62	56170	1.84
3.	Sumedha Sharma	15117	0.49	15980	0.52
4.	Rajesh Hiranandani	6650	0.22	8075	0.26

5.	Kanchan Chandak	7850	0.26	7850	0.26
6.	Bijal Suresh Dalal	5500	0.18	5500	0.18
7.	Muktilal Ganulal Paldiwal	5490	0.18	5490	0.18
8.	Hemant D Jain	5000	0.16	5000	0.16
9.	Neha Saraf	5000	0.16	5000	0.16
10.	Vidhi Pasari	5000	0.16	5000	0.16
11.	Golden Goenka Credit Pvt. Ltd.	9488	0.31	5000	0.16
12.	Shailendra Gupta	-	-	5000	0.16

v. Shareholding of Directors and Key Managerial Personnel.

Sr. Nr.	For each of the Director and KMP Name of the Director/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.	Mr. Kishan Kumar Khaitan - CMD				
	At the beginning of the Year	100	0.00	100	0.00
	At the end of the Year			100	0.00
2.	Mr. Mahendra Khaitan - Managing Director				
	At the beginning of the Year	500	0.02	500	0.02
	At the end of the Year			500	0.02
3.	Mr. Devesh Khaitan - Executive Director				
	At the beginning of the Year	100	0.00	100	0.00
	At the end of the Year			100	0.00
4.	Ms. Pranika Khaitan Rawat - Director				
	At the beginning of the Year	5000	0.16	5000	0.16
	At the end of the Year			5000	0.16
5.	Mr. Rajesh Patni - CFO				
	At the beginning of the Year	140	0.00	140	0.00
	At the end of the Year			140	0.00

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. in Lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal Amount	4639.45	-	-	4639.45
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	28.91	-	-	28.91
Total of (1+2+3)	4668.36	-	-	4668.36
Change in Indebtedness during the financial year				
+ Addition	90.72	-	-	
- Reduction	1234.40	-	-	
Net change	(1143.68)	-	-	
Indebtedness at the end of the financial year-31.03.2019				
1) Principal Amount	3497.86	-	-	3497.86
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	26.82	-	-	26.82
Total of (1+2+3)	3524.68	-	-	3524.68

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(Rs. in Lacs)

Sr. Nr	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Kishan Kr. Khaitan	Mr. Mahendra Khaitan	Mr. Devesh Khaitan	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	182.40	182.40	171.00	535.80
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0.86	0.81	0.65	2.32
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- As % of Profit	-	-	-	-
	- Others	-	-	-	-
5.	Others, Provident Fund & other Funds	21.60	21.60	20.28	63.48
	Total (A)	204.86	204.81	191.93	601.60
	Ceiling as per the Act	As per Approvals received from the Central Government			

B. Remuneration of Other Directors:**I. Independent Directors.**

(Rs. in Lacs)

Particulars of Remuneration	Name of Directors					Total Amount
	Mr. S. Ajmera	Mr. M. L. Bhagat	Mr. S. Khemka	Mr. S. K. Mitra	Mr. D. D. Trivedi	
Fee for attending board committee meetings	1.05	1.80	2.10	1.95	0.90	7.80
Commission	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total B (I)	1.05	1.80	2.10	1.95	0.90	7.80

II. Other Non-Executive Directors.

(Rs. in Lacs)

Particulars of Remuneration	Name of Directors				Total Amount
	Ms. Pranika Khaitan Rawat				
Fee for attending board committee meetings	1.05				1.05
Commission	-				-
Others	-				-
Total B (II)	1.05				1.05
Total B (I+II)					8.85
Ceiling as per the Act	As per Section 197(5) of the Companies Act, 2013				

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD.

(Rs. In Lacs)

Sr. Nr.	Particulars of Remuneration	Name of the KMP		Total Amount
		Mr. Rajesh Patni, CFO	Mr. Abhishek Upadhyaya, CS	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	44.51	7.54	52.05
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0.22	-	0.22
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- As % of Profit	-	-	-
	- Others	-	-	-
5.	Others, Contribution to Provident Fund	0.11	0.11	0.22
	Total (C)	44.84	7.65	52.49

VII. 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
A. Company Penalty Punishment Compounding			None		
B. Directors Penalty Punishment Compounding			None		
C. Other Officers in Default Penalty Punishment Compounding			None		