

**ANNEXURE TO THE DIRECTORS' REPORT - EXTRACT OF ANNUAL RETURN****Form No. MGT-9****Extract of Annual Return**As on the financial year ended on 31<sup>st</sup> March, 2020

[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	9th 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, 6th Floor, 4, B. B. D. Bagh (E), Kolkata 700 001 absconsultant99@gmail.com; +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	83.92%
2.	Chemicals	202 - Manufacture of other Chemical products	13.98%

**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 -700072	U67120WB1997PTC086188	Holding	62.90	2(46)



i.	Individual Shareholders holding Nominal Share Capital upto Rs. 1 Lac	376353	155205	531558	17.39	378030	140392	518422	16.96	-0.43
ii.	Individual Shareholders holding Nominal Share Capital in excess of Rs. 1 Lac	15980	-	15980	0.52	20017	-	20017	0.65	0.13
c.	Others									
i.	NRI	4393	3600	7993	0.26	5517	3600	9117	0.30	0.04
	Sub-Total B(2)	553869	159105	712974	23.32	562037	144292	706329	23.11	-0.21
	Total Public Shareholding(B)	554069	159655	713724	23.35	562237	144842	707079	23.14	-0.21
C.	IEPF AUTHORITY	56170	-	56170	1.84	62815	-	62815	2.05	0.21
D.	SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
1.	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
2.	Public	-	-	-	-	-	-	-	-	-
	<b>Grand Total (A+B+C+D)</b>	<b>2840425</b>	<b>159655</b>	<b>3056250</b>	<b>100</b>	<b>2911408</b>	<b>144842</b>	<b>3056250</b>	<b>100</b>	<b>-</b>

## 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	No. of Shares	% of total Shares of the Co.	% of Shares pledged /encumbered	
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	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	-	-
	<b>Total</b>	<b>2286356</b>	<b>74.81</b>	<b>-</b>	<b>2286356</b>	<b>74.81</b>	<b>-</b>	<b>-</b>

## iii. Change in Promoters' Shareholding.

There has been no Change in the Promoters Shareholding during the Financial Year 2019-20.

## 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 1st April, 2019		Shareholding at the end of the year 31st March, 2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Fountain Vanijya Pvt. Ltd.	134920	4.41	139204	4.55
2.	IEPF Authority	56170	1.84	62815	2.06
3.	Sumedha Sharma	15980	0.52	20017	0.65
4.	Rajesh Hiranandani	8075	0.26	8107	0.27
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.	5000	0.16	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.	Kishan Kumar Khaitan				
	At the beginning of the Year	100	0.00	100	0.00
	At the end of the Year	100	0.00	100	0.00
2.	Mahendra Khaitan				
	At the beginning of the Year	500	0.02	500	0.02
	At the end of the Year	500	0.02	500	0.02
3.	Devesh Khaitan				
	At the beginning of the Year	100	0.00	100	0.00
	At the end of the Year	100	0.00	100	0.00
4.	Pranika Khaitan Rawat				
	At the beginning of the Year	5000	0.16	5000	0.16
	At the end of the Year	5000	0.16	5000	0.16
5.	Rajesh Patni				
	At the beginning of the Year	140	0.00	140	0.00
	At the end of the Year	140	0.00	140	0.00

**V. INDEBTEDNESS:**

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

Sr. Nr.	Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
1.	Principal Amount	3497.86	-	-	<b>3497.86</b>
2.	Interest due but not paid	-	-	-	-
3.	Interest accrued but not due	26.82	-	-	<b>26.82</b>
	<b>Total of (1+2+3)</b>	<b>3524.68</b>	-	-	<b>3524.68</b>
	Change in Indebtedness during the financial year				
	+ Addition	1269.83	-	-	
	- Reduction	674.04	-	-	
	<b>Net change</b>	<b>595.79</b>	-	-	
	Indebtedness at the end of the financial year 31st March, 2020				
1.	Principal Amount	4099.69	-	-	<b>4099.69</b>
2.	Interest due but not paid	-	-	-	-
3.	Interest accrued but not due	20.78	-	-	<b>20.78</b>
	<b>Total of (1+2+3)</b>	<b>4120.47</b>	-	-	<b>4120.47</b>

**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
		Kishan Kumar Khaitan Chairman cum Managing Director	Mahendra Khaitan Managing Director	Devesh Khaitan Executive Director	
1.	Gross Salary				
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	210.00	210.00	196.80	<b>616.80</b>
b.	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.88	0.78	0.66	<b>2.36</b>
c.	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission as % of Profit	-	-	-	-
	others	-	-	-	-
5.	Others Provident Fund & other Funds	24.91	24.91	23.33	<b>73.15</b>
	<b>Total (A)</b>	<b>235.79</b>	<b>235.69</b>	<b>220.79</b>	<b>692.31</b>
	Ceiling as per the Act	as per approvals received from the Central Government			

**B. Remuneration of Other Directors.**

(Rs. in Lacs)

Sr. Nr.	Particulars of Remuneration	Fee for attending board/committee meetings	Commission	Others	Total Amount
1.	Independent Directors				
	Mohan Lal Bhagat	1.50	-	-	<b>1.50</b>
	Saroj Khemka	2.55	-	-	<b>2.55</b>
	Satish Ajmera	2.40	-	-	<b>2.40</b>
	Subrata Kumar Atindra Mitra	1.50	-	-	<b>1.50</b>
	<b>Total (1)</b>	<b>7.95</b>	-	-	<b>7.95</b>
2.	Other Non-Executive Directors				
	Pranika Khaitan Rawat	1.20	-	-	<b>1.20</b>
	<b>Total (2)</b>	<b>1.20</b>	-	-	<b>1.20</b>
	<b>Total B (1+2)</b>	<b>9.15</b>	-	-	<b>9.15</b>
	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 Key Managerial Personnel		Total Amount
		Rajesh Patni Chief Financial Officer	Abhishek Upadhyaya Company Secretary	
1.	Gross Salary			
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	46.91	8.19	<b>55.10</b>
b.	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.22	-	<b>0.22</b>
c.	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	as % of Profit	-	-	-
	others	-	-	-
5.	Others			
	Provident Fund & other Funds	0.13	0.13	<b>0.26</b>
	<b>Total (C)</b>	<b>47.26</b>	<b>8.32</b>	<b>55.58</b>

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties, punishment or compounding of offences during the Financial Year 2019-20.