

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st 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:

i) CIN :	L51909WB1983PLC036542
ii) Registration Date	16.07.1983
iii) Name of the Company :	Bengal Tea & Fabrics Limited
iv) Category /Sub-Category of the Company :	Public Company/Limited by shares
v) Address of the Registered Office and Contact details	Century Towers, 4th Floor, 45, Shakespeare Sarani, Kolkata-700 017 Phone: 033-2283 6416 / Fax No.033-2283 6417 E-Mail: investor@bengaltea.com
vi) Whether listed Company :	Yes/ No
vii) Name Address and Contact details of Registrar and Transfer Agent, if any :	C. B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata - 700 019 Tel.: 91 33 4011 6716 / 17/23/ 28 Fax : 91 33 4011 6739 ; Email: rta@cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	(%) to total turnover of the Company
1	Growing of Tea & Processing and blending of tea including manufacture of instant tea	01271 & 10791	43.26
2	Weaving, manufacture of cotton and cotton mixture fabrics	13121	56.74

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/ GLN	Holding/Subsidiary/ Associates	% of shares held	Applicable Section
1	Rydak Enterprises & Investment Limited Century Towers, 4th Floor, 45, Shakespeare Sarani, Kolkata-700017	U15491WB1983PLC036235	Holding	56.19	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 (As on 01-04-2019)				No. of Shares held at the end of the year (As on 31-03-2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1547842	-	1547842	17.19	1547842	-	1547842	17.19	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Body Corporate	5060870	-	5060870	56.19	5060870	-	5060870	56.19	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	6608712	-	6608712	73.38	6608712	-	6608712	73.38	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	6608712	0	6608712	73.38	6608712	0	6608712	73.38	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	1927	1927	0.02	-	1927	1927	0.02	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	11520	11520	0.13	-	11520	11520	0.13	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	37666	-	37666	0.42	37666	-	37666	0.42	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	37666	13447	51113	0.57	37666	13447	51113	0.57	-
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	190439	2039	192478	2.14	313954	2039	315993	3.51	1.37
ii) Overseas	-	-	-	0.00	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹. 1 lakh	844671	346401	1191072	13.23	816396	339693	1156089	12.84	(0.39)
ii) Individual shareholders holding nominal share capital in excess of ₹. 1 lakh	760259	12850	773109	8.58	630521	12850	643371	7.14	(1.44)
c) Others (Specify)									
i) Qualified Foreign Investor	-	-	-	-	-	-	-	0.00	-
ii) Trust Foundations	-	-	-	-	-	-	-	0.00	-
iii) Non- Resident Individuals	1460	-	1460	0.02	1710	-	1710	0.02	0.00
iv) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
v) Unclaimed shares	-	-	-	-	-	-	-	-	-
vi) Clearing Members	49	-	49	0.00	70	-	70	0.00	0.00
vii) LLP	426	-	426	0.01	476	-	476	0.01	-
viii) Employee	1900	-	1900	0.02	1900	-	1900	0.02	-
ix) Director & Relatives	500	1000	1500	0.02	500	1000	1500	0.02	-
x) IEPF #	184166	-	184166	2.04	184116	-	184116	2.04	(0.00)
xi) HUF	-	-	-	-	40935	-	40935	0.45	0.45
Sub-total (B)(2):	1983870	362290	2346160	26.05	1990578	355582	2346160	26.05	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	2021536	375737	2397273	26.62	2028244	369029	2397273	26.62	0.00
C Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	8630248	375737	9005985	100	8636956	369029	9005985	100	-

161550 equity shares against 2775 folios corresponding to the dividend for the year ended 31st March, 2009 and 22616 equity shares against 391 folios corresponding to the dividend for the year ended on 31st March, 2010 which remained unclaimed for 7 years have been transferred to Demat Account of IEPF Authority as per the provisions of Companies Act, 2013, hence the same has been shown in the shareholding pattern.

The voting rights on these shares shall remain frozen till the rightful owner claims the shares {Refer to Section 124 of the Companies Act, 2013}

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2019)			Shareholding at the end of the year (As on 31-03-2020)			% of Change in share- holding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged/encum- bered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged/ encumbered to total shares	
1	Rydak Enterprises & Investment Limited	5060870	56.19	-	5060870	56.19	-	
2	Adarsh Kanoria	536137	5.95	-	536137	5.95	-	-
3	Shubha Kanoria	449216	4.99	-	449216	4.99	-	-
4	Kushagra Kanoria	292489	3.25	-	292489	3.25	-	-
5	Adarsh Kanoria A/c Varenya Kanoria (Minor)	270000	3.00	-	270000	3.00	-	-
	Total	6608712	73.38	-	6608712	73.38	-	0.00

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

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of shares at the beginning (01.04.2019)/end of the year (31.03.2020)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Rydak Enterprises & investment Limited	5060870	56.19	April 01, 2019	Nil movement during the year	NA	5060870	56.19
		5060870	56.19	March 31, 2020				
2	Adarsh Kanoria	536137	5.95	April 01, 2019	Nil movement during the year	NA	536137	5.95
		536137	5.95	March 31, 2020				
3	Shubha Kanoria	449216	4.99	April 01, 2019	Nil movement during the year	NA	449216	4.99
		449216	4.99	March 31, 2020				
4	Kushagra Kanoria	292489	3.25	April 01, 2019	Nil movement during the year	NA	292489	3.25
		292489	3.25	March 31, 2020				
5	Adarsh Kanoria A/c Varenya Kanoria (Minor)	270000	3.00	April 01, 2019	Nil movement during the year	NA	270000	3.00
		270000	3.00	March 31, 2020				

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

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of shares at the beginning (01.04.2019) and of the year (31.03.2020)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Santosh Sitaram Goenka	199097 199097	2.21 2.21	April 01, 2019 March 31, 2020	Nil movement during the year	NA	199097	2.21
2	Investor Education and Protection Fund Authority	184166 184116	2.04 2.04	April 01, 2019 May 31, 2019 March 31, 2020	(50)	Transfer	184116 184116	2.04 2.04
3	Rimjhim Properties Pvt Ltd*	- 134022	- 1.49	April 01, 2019 November 08, 2019 November 15, 2019 December 13, 2019 March 31, 2020	1094 50 132878	Transfer Transfer Transfer	1094 1144 134022 134022	0.01 0.01 1.49 1.49
4	Deepa Bagla#	132878 -	1.48 -	April 01, 2019 December 13, 2019 March 31, 2020	(1,32,878)	Transfer	- -	- -
5	Sunita Santosh Goenka	63319 63319	0.70 0.70	April 01, 2019 March 31, 2020	Nil movement during the year	NA	63319	0.70
6	Camel Tread Company Pvt. Ltd	53720 53720	0.60 0.60	April 01, 2019 March 31, 2020	Nil movement during the year	NA	53720	0.60
7	Supriya Punit Agarwal	44297 44297	0.49 0.49	April 01, 2019 March 31, 2020	Nil movement during the year	NA	44297	0.49
8	Anushikha Investments Pvt Ltd	39447 39447	0.44 0.44	April 01, 2019 March 31, 2020	Nil movement during the year	NA	39447	0.44
9	R N Rubesh	34830 34830	0.39 0.39	April 01, 2019 March 31, 2020	Nil movement during the year	NA	34830	0.39
10	Kishor Shah	33142 33142	0.37 0.37	April 01, 2019 March 31, 2020	Nil movement during the year	NA	33142	0.37
11	Gaurav Garg	30000 30445	0.33 0.34	April 01, 2019 May 31, 2019 June 07, 2019 March 31, 2020	150 295	Transfer Transfer	30150 30445 30445	0.33 0.34 0.34

* Not in the top 10 shareholder as on 01.04.2019, the same has been reflected above since the shareholder was among one of the top 10 shareholder as on 31.03.2020

Ceased to be in the list of top 10 shareholders as on 31.03.2020, the same has been reflected above since the shareholder was among one of the top 10 shareholder as on 01.04.2019

v) Shareholding of Directors and Key Managerial Personnels :

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of shares at the beginning (01.04.2019)/end of the year (31.03.2020)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Golam Momen	750	0.01	April 01, 2019	Nil Movement during the year	NA	750	0.01
		750	0.01	March 31, 2020				
2	Mamoona Momen	750	0.01	April 01, 2019	Nil Movement during the year	NA	750	0.01
		750	0.01	March 31, 2020				
3	Sunita Shah	600	0.01	April 01, 2019	Nil Movement during the year	NA	600	0.01
		600	0.01	March 31, 2020				

Note: 1. Shareholding of all other Directors - NIL

2. Kailash Prasad Khandelwal (Wholetime Director) and Atul Doshi (CFO) does not hold any shares in the Company in their names as on 31.03.2020.

V. INDEBTEDNESS

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

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01-04-2019)				
i) Principal Amount	2,347.12	-	-	2,347.12
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,347.12	-	-	2,347.12
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	(233.96)	-	-	(233.96)
Net Change	(233.96)	-	-	(233.96)
Indebtedness at the end of the financial year (31-03-2020)				
i) Principal Amount	2,113.16	-	-	2,113.16
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,113.16	-	-	2,113.16

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(₹ in Lakhs)

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Adarsh Kanoria	Kailash Prasad Khandelwal	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	48.90	31.23	80.13
	(b) Value of Perquisites u/s.17(2) of the Income Tax Act, 1961	10.25	0.53	10.78
	(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, specify	-	-	-
5	Others, please specify			
	Employer Contribution to PF & Other Funds	5.87	3.08	8.95
	Total (A)	65.02	34.84	99.86
	Ceiling as per the Act	84.00	84.00	168.00

B. Remuneration to other directors:

(₹ in Lakhs)

Sl. No	Particulars of Remuneration	Name of Directors						Total Amount	
		Golam Momen	Abhijit Datta	Dhirendra Kumar	Samveg A. Lalbhai	Ashutosh Bhagat	Navin Nayar		Shubha Kanoria
I	Independent Directors -								
1	Fee for attending								
	- Board meetings	0.80	0.80	0.80	-	0.80	0.60	-	3.80
	- Committee meetings	0.70	0.60	0.70	-	-	0.30	-	2.30
2	Commission	-	-	-	-	-	-	-	-
3	Others, please specify	-	-	-	-	-	-	-	-
	Total (I)	1.50	1.40	1.50	0.00	0.80	0.90	-	6.10
II	Other Non-Executive Directors -								
1	Fee for attending								
	- Board meetings	-	-	-	0.20	-	-	0.80	1.00
	- Committee meetings	-	-	-	-	-	-	-	-
2	Commission	-	-	-	-	-	-	-	-
3	Others, please specify	-	-	-	-	-	-	-	-
	Total (II)	0.00	0.00	0.00	0.20	0.00	0.00	0.80	1.00
	Total (B)=(I+II)	1.50	1.40	1.50	0.20	0.80	0.90	0.80	7.10
Total Managerial Remuneration (A+B)								106.96	
Overall Ceiling as per the Act#								168.00	

Overall ceiling limit is calculated as per provisions of Companies Act, 2013, the same is not applicable to sitting fees paid to non-executive directors, however no remuneration apart from sitting fees have been paid to the other Directors .

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

(₹ in Lakhs)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	24.21	11.13	35.34
	(b) Value of Perquisites u/s.17(2) of the Income Tax Act, 1961	0.48	0.05	0.53
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify			
	- Employer Contribution to PF & Other Funds	2.38	0.91	3.29
	Total	27.07	12.09	39.16

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 (give details)
<p>A. COMPANY</p> <p>Penalty Punishment Compounding</p> <p>B. DIRECTORS</p> <p>Penalty Punishment Compounding</p> <p>C. OTHER OFFICERS IN DEFAULT</p> <p>Penalty Punishment Compounding</p>	<p>NIL</p>				