

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:

- 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.: 91 033 4011 6716 / 17/23/ 28
Fax : 91 033 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	38.89
2	Weaving, manufacture of cotton and cotton mixture fabrics	13121	61.11

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	U15491WB1983PLC036235	Holding	56.19	2(46)
	Century Towers, 4th Floor, 45, Shakespeare Sarani,Kolkata-700 017				

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 01-04-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% 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.	-	-	-	0.00	-	-	-	-	-
c) State Govt.(s)	-	-	-	0.00	-	-	-	-	-
d) Body Corporate	5060870	-	5060870	56.19	5060870	-	5060870	56.19	-
e) Banks / FI	-	-	-	0.00	-	-	-	-	-
f) Any Other	-	-	-	0.00	-	-	-	-	-
Sub-total (A) (1):-	6608712	-	6608712	73.38	6608712	-	6608712	73.38	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	0.00	-	-	-	-	-
b) Other - Individuals	-	-	-	0.00	-	-	-	-	-
c) Bodies Corporate	-	-	-	0.00	-	-	-	-	-
d) Banks / FI	-	-	-	0.00	-	-	-	-	-
e) Any Other	-	-	-	0.00	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	0.00	-	-	-	-	-
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	-	-	-	0.00	-	-	-	-	-
c) Central Govt.	-	-	-	0.00	-	-	-	-	-
d) State Govt.	-	11520	11520	0.13	-	11520	11520	0.13	-
e) Venture Capital Funds	-	-	-	0.00	-	-	-	-	-
f) Insurance Companies	37666	-	37666	0.42	37666	-	37666	0.42	-
g) FIs	-	-	-	0.00	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	0.00	-	-	-	-	-
i) Others (Specify)	-	-	-	0.00	-	-	-	-	-
Sub-total (B)(1)	37,666	13447	51113	0.57	37666	13447	51113	0.57	-
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	175378	2689	178067	1.98	190439	2039	192478	2.14	0.16
ii) Overseas	-	-	-	0.00	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹. 1 lakh	889239	379057	1268296	14.08	844671	346401	1191072	13.23	(0.86)
ii) Individual shareholders holding nominal share capital in excess of ₹. 1 lakh	719345	12850	732195	8.13	760259	12850	773109	8.58	0.45
c) Others (Specify)									
i) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
ii) Trust Foundations	-	-	-	-	-	-	-	-	-
iii) Non- Resident Individuals	1059	-	1059	0.01	1460	-	1460	0.02	0.01
iv) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
v) Unclaimed shares	-	-	-	-	-	-	-	-	-
vi) Clearing Members	1242	-	1242	0.01	49	-	49	-	(0.01)
vii) LLP	426	-	426	0.01	426	-	426	0.01	-
viii) Employee	1125	700	1825	0.02	1900	-	1900	0.02	-
ix) Director & Relatives	500	1000	1500	0.02	500	1000	1500	0.02	-
x) EPF #	161550	-	161550	1.79	184166	-	184166	2.04	0.25
Sub-total (B)(2):	1949864	396296	2346160	26.05	1983870	362290	2346160	26.05	(0.01)
Total Public Shareholding (B)=(B)(1)+(B)(2)	1987530	409743	2397273	26.62	2021536	375737	2397273	26.62	-
C Shares held by Custodian for GDRs & ADRs	-	-	-	0.00	-	-	-	-	-
Grand Total (A+B+C)	8596242	409743	9005985	100.00	8630248	375737	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 01-04-2018)			Shareholding at the end of the year (As on 31-03-2019)			% 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 (01.04.2018 to 31.03.2019)	
		No. of shares at the beginning (01.04.2018)/end of the year (31.03.2019)	% 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, 2018	Nil movement during the year	NA	5060870	56.19
		5060870	56.19	March 31, 2019				
2	Adarsh Kanoria	536137	5.95	April 01, 2018	Nil movement during the year	NA	536137	5.95
		536137	5.95	March 31, 2019				
3	Shubha Kanoria	449216	4.99	April 01, 2018	Nil movement during the year	NA	449216	4.99
		449216	4.99	March 31, 2019				
4	Kushagra Kanoria	292489	3.25	April 01, 2018	Nil movement during the year	NA	292489	3.25
		292489	3.25	March 31, 2019				
5	Varenya Kanoria	270000	3.00	April 01, 2018	Nil movement during the year	NA	270000	3.00
		270000	3.00	March 31, 2019				

(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 (01.04.2017 to 31.03.2019)			
		No. of shares at the beginning (01.04.2018)/end of the year (31.03.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company		
1	Santosh Sitaram Goenka	202924	2.25	April 01, 2018						
				June 15, 2018	(3,103)	Transfer	199821	2.22		
				June 22, 2018	(31)	Transfer	199790	2.22		
				July 13, 2018	(193)	Transfer	199597	2.22		
				July 20, 2018	(500)	Transfer	199097	2.21		
		199097	2.21	March 31, 2019			199097	2.21		
2	Investor Education and Protection Fund Authority Ministry of Corporate Affairs	161550	1.79	April 01, 2018						
				August 31, 2018	22,616	Transfer	184166	2.04		
		184166	2.04	March 31, 2019			184166	2.04		
3	Deepa Bagla	126370	1.40	April 01, 2018						
				July 20, 2018	2000	Transfer	128370	1.43		
				July 27, 2018	867	Transfer	129237	1.44		
				Aug 03, 2018	1	Transfer	129238	1.44		
				Aug 17, 2018	650	Transfer	129888	1.44		
				Aug 24, 2018	1440	Transfer	131328	1.46		
				Aug 31, 2018	1150	Transfer	132478	1.47		
				Sep 07, 2018	400	Transfer	132878	1.48		
				132878	1.48	March 31, 2019			132878	1.48
4	Sunita Santosh Goenka	63319	0.70	April 01, 2018						
		63319	0.70	March 31, 2019	Nil movement during the year	NA	63319	0.70		
5	Camel Tread Company Pvt. Ltd	31614	0.35	April 01, 2018						
				September 21, 2018	502	Transfer	32116	0.36		
				September 28, 2018	9474	Transfer	41590	0.46		
				October 05, 2018	3390	Transfer	44980	0.50		
				October 12, 2018	8740	Transfer	53720	0.60		
		53720	0.60	March 31, 2019			53720	0.60		
6	Supriya Punit Agarwal	47349	0.53	April 01, 2018						
				June 22, 2018	(102)	Transfer	47247	0.52		
				July 06, 2018	(2,450)	Transfer	44797	0.50		
				Aug 10, 2018	(500)	Transfer	44297	0.49		
		44297	0.49	March 31, 2019			44297	0.49		
7	Anushikha Investments Pvt Ltd*	3600	0.04	April 01, 2018						
		39447	0.44	March 29, 2019	35,847	Transfer	39447	0.44		
		39447	0.44	March 31, 2019			39447	0.44		
8	R N Rubesh	34830	0.39	April 01, 2018						
		34830	0.39	March 31, 2019	Nil movement during the year	NA	34830	0.39		
9	Kishor Shah	33142	0.37	April 01, 2018						
		33142	0.37	March 31, 2019	Nil movement during the year	NA	33142	0.37		
10	Gaurav Garg*	21083	0.23	April 01, 2018						
				April 06, 2018	354	Transfer	21437	0.24		
				April 13, 2018	515	Transfer	21952	0.24		
				June 01, 2018	432	Transfer	22384	0.25		
				June 08, 2018	1,229	Transfer	23613	0.26		
				June 15, 2018	2,187	Transfer	25800	0.29		
				June 22, 2018	1,501	Transfer	27301	0.30		
				July 06, 2018	449	Transfer	27750	0.31		
				October 05, 2018	50	Transfer	27800	0.31		
				December 28, 2018	135	Transfer	27935	0.31		
				January 11, 2019	1,665	Transfer	29600	0.33		
				February 15, 2019	400	Transfer	30000	0.33		
				30000	0.33	March 31, 2019			30000	0.33
11	Rajesh Damodar Wadhvani#	24466	0.27	April 01, 2018						
		25466	0.28	December 07, 2018	1000	Transfer	25466	0.28		
		25466	0.28	March 31, 2019			25466	0.28		
12	Aryav Securities Pvt. Ltd#	35847	0.40	April 01, 2018						
		0	0	March 22, 2019	(35,847)	Transfer	0			
		0	0	March 31, 2019			0			
13	Rajendra Prasad Agarwal#	27347	0.30	April 01, 2018						
		27347	0.30	March 31, 2019	Nil movement during the year	NA	27347	0.30		

* Not in the top 10 Shareholders as on 1st April, 2018. The same has been reflected above since the Shareholders were among one of the Top 10 Shareholder as on 31st March, 2019

Ceased to be in the list of Top 10 Shareholders as on 31st March, 2019. The same has been reflected above since the Shareholders were amongst one of the Top 10 Shareholder as on 1st April, 2018.

v) Shareholding of Directors and Key Managerial Personnels :

Sl. No.	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)					
		No. of shares at the beginning (01.04.2018)/end of the year (31.03.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company				
1	Galam Momen	750	0.01	April 01, 2018	Nil Movement during the year	NA	750	0.01				
		750	0.01	March 31, 2019								
2	Mamoona Momen	750	0.01	April 01, 2018	Nil Movement during the year	NA	750	0.01				
		750	0.01	March 31, 2019								
3	Sunita Shah	0	0	April 01, 2018			600	0.01				
				April 27, 2018					99	Transfer	99	0.00
				June 15, 2018					151	Transfer	250	0.00
				October 12, 2018					250	Transfer	500	0.00
				October 29, 2018					100	Transfer	600	0.01
				March 31, 2019							600	0.01

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 31.03.2019.

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 (01-04-2018)				
i) Principal Amount	2,596.49	-	-	2,596.49
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,596.49	-	-	2,596.49
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-249.37	-	-	-249.37
Net Change	-249.37	-	-	-249.37
Indebtedness at the end of the financial year (31-03-2019)				
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

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	45.75	29.07	74.82
	(b) Value of Perquisites u/s.17(2) of the Income Tax Act, 1961	9.77	0.53	10.30
	(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	5.49	2.86	8.35
	Total (A)	61.01	32.46	93.47
	Ceiling as per the Act	84	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	1.20	0.60	1.20	0.00	1.20	1.20	0.00	5.40
	Committee meetings	0.80	0.40	0.80	0.00	0.00	0.50	0.00	2.50
2	Commission	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total (I)	2.00	1.00	2.00	0.00	1.20	1.70	0.00	7.90
II	Other Non-Executive Directors -								
1	Fee for attending board / committee meetings								
	Board meetings	0.00	0.00	0.00	0.40	0.00	0.00	1.20	1.60
	Committee meetings	0.00	0.00	0.00	0.10	0.00	0.00	0.00	0.10
2	Commission	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total (II)	0.00	0.00	0.00	0.50	0.00	0.00	1.20	1.70
	Total (B)=(I+II)	2.00	1.00	2.00	0.50	1.20	1.70	1.20	9.60
Total Managerial Remuneration (A+B)								103.07	
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		
		Company Secretary	CFO	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	10.09	24.21	34.30
	(b) Value of Perquisites u/s.17(2) of the Income Tax Act, 1961	0.05	0.50	0.55
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission			
	- % of profit	0.00	0.00	0.00
	- others, specify...	0.00	0.00	0.00
5	Others, please specify			
	Employer Contribution to PF & Other Funds	0.82	2.38	3.20
	Total	10.96	27.09	38.05

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>				