

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2018

Annexure 7

Pursuant to Section 92 and 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014

REGISTRATION AND OTHER DETAILS

CIN	L31909KA1974PLC020010
Registration number and date	08/20010 and August 22, 1974
Name of the Company	Ador Fontech Limited
Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
Address and contact details	Belview 7 Haudin Road Bengaluru-42 T: 080-25596045/73 E: investorservice@adorfon.com
Whether listed company	Yes - Bombay Stock Exchange
Name, address and contact details of	Integrated Registry Management Services Private Limited: 30 Ramana Residency Sampige Road Malleswaram Bengaluru 560 003 T: 080- 23460816/18 E: irg@integratedindia.in

PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

Name and description of main products/services	NIC code of the products/services-group	Total turnover of the Company (percent)
Consumables	241-242	68
Equipment/Automation and ancillaries	271	21
Services	331	11

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Names	CIN/GLN	Subsidiary/associate	Shares held (percent)	Applicable section
3D Future Technologies Pvt. Ltd.	U74999MH2015PTC261114	Wholly owned subsidiary	100	Sec 2(87)
Dualrank Fontech (M) Sdn. Bhd.	905260-H Reg. in Malaysia	Associate*	48	Sec 2(6)
Addresses				
3D Future Technologies Pvt. Ltd.: Ador House 5th floor 6 K Dubash Marg Fort Mumbai 400 001 (Formed vide Board Meeting dt. Nov 11, 2014)				
*Dualrank Fontech (M) Sdn. Bhd.: A1-3 Jalan 2/142 A Megan Phoenix Cheras Kuala Lumpur KM 10 56000 (Exit decision vide Board Meeting dt. Jan 30, 2017)				

SHARE HOLDING PATTERN

Category wise shareholding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				Percentage change
	Demat	Physical	Total	Percent	Demat	Physical	Total	Percent	
A.Shareholding of the promoter and promoter group									
1. Indian									
a. Hindu Undivided Family	1735843	-	1735843	9.92	1806050	-	1806050	10.32	0.40
b. Central /State Government (s)									
c. Bodies Corporate	4606578	-	4606578	26.32	4606588	-	4606588	26.32	-
d. Financial Institutions/Banks									
Sub-total (A)(1)	6342421	-	6342421	36.24	6412638	-	6412638	36.64	0.40
2. Foreign									
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of the promoter and promoter group (A)= (A)(1)+(A)(2)	6342421	-	6342421	36.24	6412638	-	6412638	36.64	0.40
B. Public shareholding									
a. Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
b. Alternative Investment Fund	210275	-	210275	1.20	440990	-	440990	2.52	1.32
c. Foreign Institutional Investors	1064287	-	1064287	6.08	894016	-	894016	5.11	-0.97
Sub-total (B)(1)	1274562	-	1274562	7.28	1335006	-	1335006	7.63	0.35
a. Bodies corporate	628359	35005	663364	3.79	455175	24005	479180	2.74	-1.05
b. Individual shareholders holding nominal share capital up to 1 lakhs	5399911	1514535	6914446	39.52	5199196	1228775	6427971	36.73	-2.79
c. Individual shareholders holding nominal share capital in excess of 1 lakhs	1910521	127700	2038221	11.65	2208247	127700	2335947	13.35	1.70
d. Clearing Members/Others	27012	-	27012	0.15	93897	-	93897	0.54	0.39
e. NRI	237642	-	237642	1.36	194703	-	194703	1.11	-0.25
f. IEPF	-	-	-	-	218326	-	218326	1.25	1.25
g. Foreign Individuals	2332	-	2332	0.01	2332	-	2332	0.01	-
Sub-total (B)(2)	8205777	1677240	9883017	56.48	8371876	1380480	9752356	55.73	-0.75
Total public shareholding (B)= (B)(1)+(B)(2)	9480339	1677240	11157579	63.76	9706882	1380480	11087362	63.36	-0.40
Total (A)+(B)	15822760	1677240	17500000	100.00	16119520	1380480	17500000	100.00	-

Shareholding of promoters and promoter group

Names	Shareholding at the beginning of the year			Shareholding at the end of the year			Percentage change
	No. of shares	Percent	Share pledged/encumbered	No. of shares	Percent	Share pledged/encumbered	
M/s. J B Advani and Company Pvt. Ltd.	46,06,578	26.32	-	46,06,588	26.32	-	-
Mr. Aditya Tarachand Malkani*	5,15,113	2.94	-	5,15,113	2.94	-	-
Mr Ajit T Mirchandani	73,730	0.42	-	73,730	0.42	-	-
Ms. Aruna B Adavani*	4,50,500	2.57	-	4,50,500	2.57	-	-
Mr. Deep Ashda Lalvani*	20,305	0.12	-	22,050	0.13	-	0.01
Ms. Gulshan Gulu Malkani	3,53,000	2.02	-	3,53,000	2.02	-	-
Ms. Michelle Gulu Malkani	41,850	0.24	-	41,850	0.24	-	-
Mrs. Ninotchka Malkani Nagpal*	27,350	0.16	-	27,350	0.16	-	-
Ms. Rajbir Tarachand Malkani	1,06,515	0.61	-	1,37,357	0.78	-	0.17
Mr. Ravin A Mirchandani*	5,955	0.03	-	5,955	0.03	-	-
Ms. Reshma A Lalvani	48,500	0.28	-	48,500	0.28	-	-
Ms. Tania A Mirchandani	84,775	0.48	-	84,775	0.48	-	-
Ms. Vimla A Lalvani	8,250	0.05	-	8,250	0.05	-	-
Ms. Shirin Aditya Malkani	-	-	-	37,620	0.22	-	0.22
Total	63,42,421	36.24	-	64,12,638	36.64	-	0.40

(*First named Member/ Shareholder/ Director in J B Advani and Company Private Limited)

Notes

- By virtue of shareholding in J B Advani and Company Private Limited (JBA), the Directors and their family members have been categorised under 'Promoter group' and collectively hold beneficial interest/ownership in Ador Fontech Limited.
- Percentage of shareholding is computed on 1,75,00,000 number of equity shares.

Shareholding of Directors and Key Management Personnel

Names	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of shares	Percent	No. of shares	Percent
Mr. A T Malkani	5,15,113	2.94	5,15,113	2.94
Mrs. N Malkani Nagpal	27,350	0.16	27,350	0.16
Mr. H P Ledwani	50,885	0.29	50,885	0.29
Mr. N S Marshall	3,099	0.02	3,099	0.02
Mr. Santosh Janakiram	-	-	-	-
Mr. Rafique Abdul Malik	-	-	-	-
Ms. Geetha D	-	-	-	-

Shareholding of top ten Shareholders (Other than Directors, Promoters and holders of GDRs and ADRs)

Names	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of shares	Percent	No. of shares	Percent
M/s. Malabar India Fund Limited	8,50,000	4.86	8,50,000	4.86
M/s. Malabar Value Fund	2,10,275	1.20	4,40,990	2.52
Mr. Anil Kumar Goel	2,75,000	1.57	2,65,607	1.52
Mr. S Shyam	2,19,995	1.26	2,61,739	1.50
Ms. Sarla Chandna	1,81,000	1.03	1,75,000	1.00
Mr. Megh Ishwer Manseta	1,65,000	0.94	1,65,000	0.94
Mr. Vishal Satinder Sood	45,928	0.26	1,52,893	0.87
Ms. Rajni Bahl	1,45,000	0.83	1,45,000	0.83
Mr. Kiyomi Anant Talaulicar	1,14,371	0.65	1,14,371	0.65
Mr. J K Chandna	1,23,000	0.70	1,12,000	0.64

DETAILS OF CHANGES IN SHAREHOLDING OF THE PROMOTER GROUP

Sl. No.	Shareholders Name	Share holding at the beginning of the year 01.04.2017					Cumulative Share holding during the year 31.03.2018	
		No. of Shares	% of total shares of the company	Date	Increase/ Decrease in Share Holding	Reason	No of shares	% of total shares of the company
1	M/s J B Advani	46,06,578	26.32	01-04-17	-	-	46,06,578	26.32
	and Company			21-07-17	5	Purchase	46,06,583	26.32
	Pvt. Limited			19-01-18	5	Purchase	46,06,588	26.32
				31-03-18	-	-	46,06,588	26.32
2	Ms. Rajbir	1,06,515	0.61	01-04-17	-	-	1,06,515	0.61
	Tarachand			19-05-17	5000	Purchase	1,11,515	0.64
	Malkani			26-05-17	5200	Purchase	1,16,715	0.67
				02-06-17	10000	Purchase	1,26,715	0.72
				09-06-17	4600	Purchase	1,31,315	0.75
				16-06-17	6042	Purchase	1,37,357	0.78
				31-03-18	-	-	1,37,357	0.78
3	Mr. Deep Ashda	20,305	0.12	01-04-17	-	-	20,305	0.12
	Lalvani			09-06-17	250	Purchase	20,555	0.12
				16-06-17	1000	Purchase	21,555	0.12
				18-08-17	105	Purchase	21,660	0.12
				17-11-17	180	Purchase	21,840	0.12
				01-12-17	200	Purchase	22,040	0.13
				23-03-18	10	Purchase	22,050	0.13
				31-03-18	-	-	22,050	0.13
4	Ms. Shirin Aditya	-	-	01-04-17	-	-	-	-
	Malkani			07-04-17	15930	Purchase	15,930	0.10
				14-04-17	1450	Purchase	17,380	0.11
				19-05-17	5000	Purchase	22,380	0.14
				26-05-17	4900	Purchase	27,280	0.17
				23-06-17	5000	Purchase	32,280	0.19
				30-06-17	5340	Purchase	37,620	0.22
				31-03-18	-	-	37,620	0.22

DETAILS OF SHAREHOLDING OF TOP TEN SHAREHOLDERS

Sl. No.	Shareholders Name	Share holding at the beginning of the year 01.04.2017					Cumulative Share holding during the year 31.03.2018	
		No. of Shares	% of total shares of the company	Date	Increase/ Decrease in Share Holding	Reason	No of shares	% of total shares of the company
1	Malabar India	8,50,000	4.86	01-04-17	No movement during the year			
	Fund Limited			31-03-18	-	-	8,50,000	4.86
2	Malabar Value	2,10,275	1.20	01-04-17	-	-	2,10,275	1.20
	Fund			19-05-17	74,950	Purchase	2,85,225	1.63
				26-05-17	9,702	Purchase	2,94,927	1.69
				09-06-17	31,277	Purchase	3,26,204	1.86
				16-06-17	9,021	Purchase	3,35,225	1.92
				23-06-17	4,392	Purchase	3,39,617	1.94
				30-06-17	11,686	Purchase	3,51,303	2.01
				07-07-17	2,841	Purchase	3,54,144	2.02
				28-07-17	1,846	Purchase	3,55,990	2.03
				04-08-17	85,000	Purchase	4,40,990	2.52
			31-03-18	-	-	4,40,990	2.52	
3	Mr. Anil Kumar	2,75,000	1.57	01-04-17	-	-	2,75,000	1.57
	Goel			10-11-17	-8,998	Sold	2,66,002	1.52
				05-01-18	-395	Sold	2,65,607	1.52
				31-03-18	-	-	2,65,607	1.52
4	Mr. S Shyam	2,19,995	1.26	01-04-17	-	-	2,19,995	1.26
				07-07-17	38,944	Purchase	2,58,939	1.48
				21-07-17	2,800	Purchase	2,61,739	1.50
				31-03-18	-	-	2,61,739	1.50
5	Ms. Sarla Chandna	1,81,000	1.03	01-04-17	-	-	1,81,000	1.03
				02-06-17	-1,000	Sold	1,80,000	1.03
				24-11-17	-4,000	Sold	1,76,000	1.01
				01-12-17	-1,000	Sold	1,75,000	1.00
				31-03-18	-	-	1,75,000	1.00

Sl. No.	Shareholders Name	Share holding at the beginning of the year 01.04.2017					Cumulative Share holding during the year 31.03.2018	
		No. of Shares	% of total shares of the company	Date	Increase/ Decrease in Share Holding	Reason	No of shares	% of total shares of the company
6	Mr. Megh Ishwer	1,65,000	0.94	01-04-17	No movement during the year			
	Manseta			31-03-18	-	-	1,65,000	0.94
7	Mr. Vishal Satinder	45,928	0.26	01-04-17	-	-	45,928	0.26
	Sood			29-12-17	4,212	Purchase	50,140	0.29
				19-01-18	24,203	Purchase	74,343	0.42
				25-01-18	26,303	Purchase	1,00,646	0.58
				02-02-18	15,320	Purchase	1,15,966	0.66
				09-02-18	36,927	Purchase	1,52,893	0.87
				31-03-18	-	-	1,52,893	0.87
8	Ms. Rajni Behl	1,45,000	0.83	01-04-17	No movement during the year			
				31-03-18	-	-	1,45,000	0.83
9	Mr. Kiyomi Anant	1,14,371	0.65	01-04-17	No movement during the year			
	Talaulicar			31-03-18	-	-	1,14,371	0.65
10	Mr. J K Chandna	1,23,000	0.70	01-04-17	-	-	1,23,000	0.70
				04-08-17	-1,000	Sold	1,22,000	0.70
				22-09-17	-2,000	Sold	1,20,000	0.69
				06-10-17	-2,000	Sold	1,18,000	0.67
				01-12-17	-4,000	Sold	1,14,000	0.65
				08-12-17	-2,000	Sold	1,12,000	0.64
			31-03-18	-	-	1,12,000	0.64	

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT

Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
There was no indebtedness at the beginning, during and at the end of the financial year 2017-18.				

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to the Managing Director, Whole-time Directors and/or the Manager for the financial year 2017-18

Rupees In Lakhs

Particulars	Names of the Director(s) & details		Total amount
	Mr. A T Malkani	Mr. H P Ledwani	
1. Gross salary as per Form 16 and 12 BA			
a. Salary as per the provisions contained in Section 17(1) of Income-tax Act, 1961	83	94	177
b. Value of perquisites U/s. 17(2) of the Income-tax Act, 1961	11	41	52
2. Commission based on performance {As a percent of profit up to Rs. 20 crores: 0.75% of the profit Rs.20.01 crores to Rs.35 crores: 1.00% of the profit Rs.35.01 crores and above: 1.25% of the profit}			
TOTAL	94	135	229

Remuneration (Sitting fees for attending Board Meetings) to the Directors for the financial year 2017-18

Amount In Rupees

Particulars	Name of the Director(s) and details			
	Mrs. N Malkani Nagpal	Mr. N S Marshall	Mr. Santosh Janakiram	Mr. Rafique Abdul Malik
Independent Directors		65,000	68,000	85,000
Other Non-Executive Directors	85,000			

Remuneration to KMP other than MD/Manager/WTD-paid to CEO/CS/CFO-for the financial year 2017-18

Rupees In Lakhs

Particulars of Remuneration	Total amount
Gross salary to the Company Secretary as per Form 16 and 12 BA	
a. Salary as per the provisions contained in Section 17(1) of the Income-tax Act, 1961	24
b. Value of perquisites U/s. 17(2) of the Income-tax Act, 1961	2
Total	26

Note: Remuneration as above (a, b and c) reckoned as per the Income Tax Act and Rules thereunder.

PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief description	Details of penalty/ fees imposed	Appeal made if, any [Give details]
Company				
Directors			Nil	
Other officers in default				

Note: The extract of Annual Return in Form No. MGT-9 for the financial year ended March 31, 2018 has also been uploaded on the website of the Company at <http://www.adorfon.com/investor-s-info.html>

Mumbai
May 29, 2018

For ADOR FONTECH LIMITED
A T MALKANI
Chairman
DIN: 01585637

For ADOR FONTECH LIMITED
H P LEDWANI
Managing Director
DIN: 00040629