

ANNEXURE 7

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2019

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

1. 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 Tel: 080-25596045/73 Email: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 Tel: 080-23460816/18 Email:irg@integratedindia.in

2. 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	63%
Equipment/Automation and ancillaries	271	23.5%
Services	331	13.5%

3. 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)
Address				
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)				

4. SHARE HOLDING PATTERN

a. 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	1806050	-	1806050	10.32	1908841	-	1908841	10.91	0.59
b. Central /State Government (s)									
c. Bodies Corporate	4606588	-	4606588	26.32	4606598	-	4606598	26.32	-
d. Financial Institutions/Banks									
Sub-total (A)(1)	6412638	-	6412638	36.64	6515439	-	6515439	37.23	0.59
2. Foreign									
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of the promoter and promoter group (A)= (A)(1)+(A)(2)	6412638	-	6412638	36.64	6515439	-	6515439	37.23	0.59
B. Public shareholding									
a. Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
b. Alternative Investment Fund	440990	-	440990	2.52	435368	-	435368	2.49	-0.03
c. Foreign Institutional Investors	894016	-	894016	5.11	885516	-	885516	5.06	-0.05
Sub-total (B)(1)	1335006	-	1335006	7.63	1320884	-	1320884	7.55	-0.08
a. Bodies corporate	455175	24005	479180	2.74	318720	24000	342720	1.96	-0.78
b. Individual shareholders holding nominal share capital up to 1 lakhs	5199196	1228775	6427971	36.73	5312566	1064010	6376576	36.44	-0.29
c. Individual shareholders holding nominal share capital in excess of 1 lakhs	2208247	127700	2335947	13.35	2338480	127700	2466180	14.09	0.74
d. Clearing Members/Others	93897	-	93897	0.54	37041	-	37041	0.21	-0.33
e. NRI	194703	-	194703	1.11	188834	-	188834	1.08	-0.03
f. IEPF	218326	-	218326	1.25	252326	-	252326	1.44	0.19
g. Foreign Individuals	2332	-	2332	0.01	0	-	0	0.00	-0.01
Sub-total (B)(2)	8371876	1380480	9752356	55.73	8447967	1215710	9663677	55.22	-0.59
Total public shareholding (B)= (B)(1)+(B)(2)	9706882	1380480	11087362	63.36	9768851	1215710	10984561	62.77	-0.59
Total (A)+(B)	16119520	1380480	17500000	100.00	16284290	1215710	17500000	100.00	-

b. 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	46,06,588	26.32	-	46,06,598	26.32	-	-
Mr. Aditya Tarachand Malkani*	5,15,113	2.94	-	5,31,468	3.04	-	0.10
Mr Ajit T Mirchandani	73,730	0.42	-	73,730	0.42	-	-
Ms. Aruna B Advani*	4,50,500	2.57	-	4,50,500	2.57	-	-
Mr. Deep Ashda Lalvani*	22,050	0.13	-	22,061	0.13	-	-
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	-	-
Ms.Ninotchka Malkani Nagpal*	27,350	0.16	-	27,350	0.16	-	-
Ms. Rajbir Tarachand Malkani	1,37,357	0.78	-	2,06,818	1.18	-	0.40
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	0.21	-	54,584	0.31	-	0.10
Total	64,12,638	36.64	-	65,15,439	37.23	-	0.60

Notes: (i) * 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. (ii) Percentage of shareholding is computed on 1,75,00,000 number of equity shares.

c. 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	5,31,468	3.04
Mrs. N Malkani Nagpal	27,350	0.16	27,350	0.16
Mr. H P Ledwani	50,885	0.29	59,116	0.34
Mr. N S Marshall	3,099	0.02	3,099	0.02
Mr. Santosh Janakiram	-	-	-	-
Mr. Rafique Abdul Malik	-	-	-	-
Ms. Geetha D	-	-	-	-

- 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	4,40,990	2.52	4,35,368	2.49
Mr. S Shyam	2,61,739	1.50	3,04,476	1.74
Mr. Anil Kumar Goel	2,65,607	1.52	2,65,607	1.52
Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	2,18,326	1.25	2,52,326	1.44
Ms. Sarla Chandna	1,75,000	1.00	1,75,370	1.00
Mr. Megh Ishwer Manseta	1,65,000	0.94	1,65,000	0.94
Mr. Madhu Bala Sood	-	0.00	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

5. Details of changes in shareholding of the Promoter group

Sl. No	Shareholders Name	Share holding at the beginning of the Year 01.04.2018		Date	Increase / Decrease in share holding	Reason	Cumulative Share holding during the year 31.03.2019	
		No. of shares	% of total shares of the company				No of shares	% of total shares of the company
1	J B Advani and Company Pvt. Limited	46,06,588	26.32	01-04-18	-	-	46,06,588	26.32
				06-07-18	5	Bought	46,06,593	26.32
				04-01-19	5	Bought	46,06,598	26.32
				31-03-19	-	-	46,06,598	26.32
2	Rajbir Tarachand Malkani	1,37,357	0.78	01-04-18	-	-	1,37,357	0.78
				20-04-18	3300	Bought	1,40,657	0.80
				27-04-18	14300	Bought	1,54,957	0.89
				30-06-18	1762	Bought	1,56,719	0.90
				06-07-18	2674	Bought	1,59,393	0.91
				13-07-18	721	Bought	1,60,114	0.91
				20-07-18	2805	Bought	1,62,919	0.93
				27-07-18	602	Bought	1,63,521	0.93
				17-08-18	8700	Bought	1,72,221	0.98
				19-10-18	4415	Bought	1,76,636	1.01
				26-10-18	3813	Bought	1,80,449	1.03
				07-12-18	7166	Bought	1,87,615	1.07
				14-12-18	4653	Bought	1,92,268	1.10

				22-02-19	1924	Bought	1,94,192	1.11
				01-03-19	2846	Bought	1,97,038	1.13
				08-03-19	9780	Bought	2,06,818	1.18
				31-03-19	-	-	2,06,818	1.18
3	Shirin Aditya Malkani	37,620	0.21	01-04-18	-	-	37,620	0.21
				27-04-18	2624	Bought	40,244	0.23
				04-05-18	4000	Bought	44,244	0.25
				17-08-18	4200	Bought	48,444	0.28
				07-09-18	6140	Bought	54,584	0.31
				31-03-19	-	-	54,584	0.31
4	Aditya Tarachand Malkani	5,15,113	2.94	01-04-18	-	-	5,15,113	2.94
				17-08-18	8700	Bought	5,23,813	2.99
				07-09-18	7655	Bought	5,31,468	3.04
				31-03-19	-	-	5,31,468	3.04
5	Deep Ashda Lalvani	22,050	0.13	01-04-18	-	-	22,050	0.13
				21-12-18	1	Bought	22,051	0.13
				25-01-19	9	Bought	22,060	0.13
				15-03-19	1	Bought	22,061	0.13
				31-03-19	-	-	22,061	0.13

6. Details of changes in shareholding of top ten Shareholders

Sl. no	Name of the share holder	Shareholding at the beginning of the year - 01.04.2018		Date	Increase/ decrease in share holding	Reason	Cumulative shareholding during the year - 31.03.2019	
		No. Of shares	% of total shares of the company				No of shares	% of total shares of the company
1	Malabar India Fund Limited	8,50,000	4.86	01-04-18	No movement during the year			
				31-03-19	-	-	8,50,000	4.86
2	Malabar Value Fund	4,40,990	2.52	01-04-18	-	-	4,40,990	2.52
				07-09-19	-5622	Sold	4,35,368	2.49
				31-03-19	-	-	4,35,368	2.49
3	S Shyam	2,61,739	1.50	01-04-18	-	-	2,61,739	1.50
				06-04-18	42,737	Bought	3,04,476	1.74
				12-10-18	-88744	Sold	2,15,732	1.23
				23-11-18	88744	Bought	3,04,476	1.74
				31-03-19	-	-	3,04,476	1.74

4	Anil Kumar Goel	2,65,607	1.52	01-04-18	No movement during the year			
				31-03-19	-	-	2,65,607	1.52
5	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	2,18,326	1.25	01-04-18	-	-	2,18,326	1.25
				02-11-18	34,000	Bought	2,52,326	1.44
				31-03-19	-	-	2,52,326	1.44
6	Sarla Chandna	1,75,000	1.00	01-04-18	-	-	1,75,000	1.00
				22-02-19	370	Bought	1,75,370	1.00
				31-03-19	-	-	1,75,370	1.00
7	Megh Ishwer Manseta	1,65,000	0.94	01-04-18	No movement during the year			
				31-03-19	-	-	1,65,000	0.94
8	Madhu Bala Sood	0	0.00	01-04-18	-			
				31-03-19	182893	Bought	1,52,893	0.87
9	Rajni Bahl	1,45,000	0.83	01-04-18	No movement during the year			
				31-03-19	-	-	1,45,000	0.83
10	Kiyomi Anant Talaulicar	1,14,371	0.65	01-04-18	No movement during the year			
				31-03-19	-	-	1,14,371	0.65

7. 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 2018-19.				

8. Remuneration of Directors and Key Managerial Personnel

a. Remuneration to the Managing Director Whole-time Directors and/or the Manager for the financial year 2018-19
(Rs. in lakhs)

Particulars of Remuneration	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	87	170
b. Value of perquisites U/s. 17(2) of the Income-tax Act, 1961	13	43	56
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	96	130	226

Note: Remuneration as per the Companies Act, 2013 read with Schedule V (vide notification no. S.O.2922E dated 12.09.2016).

b. Remuneration to KMP other than MD/Manager/WTD-paid to CEO/CS/CFO-for the financial year 2018-19

(Rs. in lakhs)

Particulars	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	27
b. Value of perquisites U/s. 17(2) of the Income-tax Act, 1961	2
Total	29

c. Remuneration (Sitting fees for attending Board Meetings) to Directors for the financial year 2018-19

Amount in Rs.

Particulars of Remuneration	Name of the Director(s) and details			
	Mrs. N Malkani Nagpal	Mr. N S Marshall	Mr. Santosh Janakiram	Mr. Rafique Abdul Malik
Independent Directors	-	52,000	51,000	51,000
Other Non-Executive Directors	68,000	-	-	-

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

d. Penalties/punishment/compounding of offences

Type	Section of the Companies Act	Brief description	Details of penalty/ fees imposed	Authority [RD/ NCLT Court]	Appeal made if, any [Give details]
Company			Nil		