

DIRECTORS' REPORT

Annexure - 2

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON MARCH 31, 2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L52109DL1977PLC025405
2.	Registration Date	19th October 1977
3.	Name of the Company	Singer India Limited
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	A-26/4, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi - 110044 E-mail: mail@singerindia.net Contact No.011-4061 7777
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Limited F-65, 1st Floor, Okhla Industrial Area – I, New Delhi 110020 Contact No – 011-41406149

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacture of Sewing Machines, sewing machine heads and sewing machine needles	28265	63%
2	Manufacture of domestic electric appliances such as refrigerators, washing machines, vacuum cleaners, mixers, grinders, etc.	27501	37%
	Manufacture of Domestic Electrothermic appliances	27502	
	Manufacture of domestic non-electric cooking & heating equipment.	27504	
	Manufacture of other domestic appliances	27509	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable section
1	Retail Holdings (India) B.V.	NA	Holding	58.99	2(46)
2.	Brand Trading (India) Private Limited*	U51909DL2005PTC137978	Subsidiary	100	2(87)

* wholly owned subsidiary. Applied for voluntary Liquidation under IBC Code 2016

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise share holding

S. No.	Category of shareholder	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				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A	Shareholding of Promoter and Promoter Group									
1	Indian									
(a)	Individuals/ Hindu Undivided Family	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1)	0	0	0	0.00	0	0	0	0.00	0.00
2	Foreign									
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	31730667	0	31730667	59.07	31686224	0	31686224	58.99	-0.088
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2)	31730667	0	31730667	59.07	31686224	0	31686224	58.99	-0.08
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	31730667	0	31730667	59.07	31686224	0	31686224	58.99	-0.08
B	Public shareholding									
1	Institutions									
(a)	Mutual Funds/ UTI	0	0	0	0.00	25	0	25	0.00	0.00
(b)	Financial Institutions/ Banks	525	575	1100	0.00	525	575	1100	0.00	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	85	0	85	0.00	85	0	85	0.00	0.00
(f)	Foreign Portfolio Investors	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1)	610	575	1185	0.00	635	575	1210	0.00	0.00
2	Central Govt/State Govt/POI	470230	0	470230	0.88	470230	0	470230	0.88	0.00
	Sub-Total B(2)	470230	0	470230	0.88	470230	0	470230	0.88	0.00

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S. No.	Category of shareholder	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				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
3	Non-institutions									
(a)	Bodies Corporate	1650791	9925	1660716	3.09	1299620	9925	1309545	2.44	-0.65
(b)	Individuals -									
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	11784264	182670	11966934	22.28	11624342	175780	11800122	21.97	-0.31
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	7348467	0	7348467	13.68	8029708	0	8029708	14.95	1.27
(c)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(d)	NBFCs Registered with RBI	0	0	0	0.00	12500	0	12500	0.02	0.02
(e)	Any Other									
	i Trust & Foundations	1585	0	1585	0.0	6585	0	6585	0.01	0.00
	ii Cooperative Societies	0	0	0	0.00	0	0	0	0.00	0.00
	iii Educational Institutions	0	0	0	0.00	0	0	0	0.00	0.00
	iv Non - Resident Individual	535891	0	535891	1.00	399551	0	399551	0.74	-0.26
	v Foreign Companies	0	0	0	0.00	0	0	0	0.00	0.00
	vi OCBs	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B (3)	21320998	192595	21513593	40.05	21372306	185705	21558011	40.13	0.08
	Total Public Shareholding B= B(1)+B(2)+B(3)	21791838	193170	21985008	40.09	21843171	186280	22029451	41.01	0.92
	TOTAL A+B	53522505	193170	53715675	100.00	53529395	186280	53715675	100.00	0.00
C	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0	0	0	0.00	0.00
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL A+B+C	53522505	193170	53715675	100.00	53529395	186280	53715675	100.00	0.00

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding as at 01st April 2019			Shareholding as at 31st March 2020			% change in shareholding during the FY ended 31st March 2020
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Retail Holdings (India) B.V.	31730667	59.07	0	31686224	58.99	0	-0.08

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

Particulars	Shareholding at the beginning of the Financial year ended 31st March, 2020		Cumulative Shareholding during the Financial Year ended 31st March, 2020	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the Financial year ended 31st March, 2020	31730667	59.07	31686224	58.99
Date wise Increase / Decrease in Promoters Shareholding during the Financial year ended 31st March 2020 specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
Date of Sale	No. of Shares sold			
12.03.2020	32255			
13.03.2020	7313			
16.03.2020	4875			
TOTAL	44443			
At the end of the FY ended 31st March 2020			31686224	58.99

(iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters & holders of GDRs & ADRs)

S. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)		Category
		No of Shares at the Beginning (01-04-2019) /end of the Year (31-03-2020)	% of total shares of the Company				Shares	% of total shares of the Company	
1	S. SHYAM	2004873	3.73	31-03-2019					INDIAN PUBLIC
					Nil		2004873	3.73	
		2004873	3.73	31-03-2020					
2	TANVI JIGNESH MEHTA	1012561	1.89						INDIAN PUBLIC
				31-05-2019	20000	Purchase	1032561	1.92	
				21-06-2019	20000	Purchase	1052561	1.96	
				09-08-2019	8770	Purchase	1061331	1.98	
				13-09-2019	30000	Purchase	1091331	2.03	
				20-09-2019	575	Purchase	1091906	2.03	
				18-10-2019	8200	Purchase	1100106	2.05	

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(iv) Shareholding Pattern of top ten Shareholders (contd.):
(Other than Directors, Promoters & holders of GDRs & ADRs)

S. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)		Category
		No of Shares at the Beginning (01-04-2019) /end of the Year (31-03-2020)	% of total shares of the Company				Shares	% of total shares of the Company	
				25-10-2019	43300	Purchase	1143406	2.13	
				31-10-2019	26693	Purchase	1170099	2.18	
				08-11-2019	5313	Purchase	1175412	2.19	
				15-11-2019	5430	Purchase	1180842	2.2	
				22-11-2019	-25000	Sale	1155842	2.15	
				06-12-2019	-4000	Sale	1151842	2.14	
				20-12-2019	-394	Sale	1151448	2.14	
				24-01-2020	-500	Sale	1150948	2.14	
				31-01-2020	-900	Sale	1150048	2.14	
				14-02-2020	23301	Purchase	1173349	2.18	
				21-02-2020	29900	Purchase	1203249	2.24	
				28-02-2020	17138	Purchase	1220387	2.27	
				06-03-2020	11070	Purchase	1231457	2.29	
				13-03-2020	3300	Purchase	1234757	2.3	
				20-03-2020	19000	Purchase	1253757	2.33	
		1253757	2.33	31-03-2020					
3	S. SHYAM	701715	1.31	31-03-2019					INDIAN PUBLIC
		701715	1.31	31-03-2020	NIL	NIL			
4	NATIONAL SMALL INDUSTRIES CORPORATION LTD	470230	0.88	31-03-2019					OTHER BODIES CORPORATES
		470230	0.88	31-03-2020	NIL	NIL			
5	ATUL PATEL HUF	360913	0.67	31-03-2019					HINDU UNDIVIDED FAMILY HUF
				10-05-2019	2000	Purchase	362913	0.68	
				13-12-2019	23065	Purchase	385978	0.72	
				20-12-2019	4146	Purchase	390124	0.73	
				27-12-2019	475	Purchase	390599	0.73	
				03-01-2020	-18287	Sale	372312	0.69	
				14-02-2020	-22312	Sale	350000	0.65	
				21-02-2020	7	Purchase	350007	0.65	
		350007	0.65	31-03-2020					

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(iv) Shareholding Pattern of top ten Shareholders (contd.):
(Other than Directors, Promoters & holders of GDRs & ADRs)

S. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)		Category
		No of Shares at the Beginning (01-04-2019) /end of the Year (31-03-2020)	% of total shares of the Company				Shares	% of total shares of the Company	
6	JAGDISHWAR T TOPPO	360000	0.67	31-03-2019					INDIAN PUBLIC
		360000	0.67	31-03-2020	NIL	NIL			
7	SANTOSH INDUSTRIES LIMITED	266000	0.5	31-03-2019					OTHER BODIES CORPORATES
				19-04-2019	-20000	Sale	246000	0.46	
				03-05-2019	-15000	Sale	231000	0.43	
				31-05-2019	8070	Purchase	239070	0.45	
				28-06-2019	-2208	Sale	236862	0.44	
				05-07-2019	2208	Purchase	239070	0.45	
				08-11-2019	5500	Purchase	244570	0.46	
				10-01-2020	25000	Purchase	269570	0.5	
				17-01-2020	7844	Purchase	277414	0.52	
				14-02-2020	16603	Purchase	294017	0.55	
				21-02-2020	23490	Purchase	317507	0.59	
				13-03-2020	2088	Purchase	319595	0.6	
				20-03-2020	5500	Purchase	325095	0.61	
		325095	0.61	31-03-2020					
8	KANTILAL MISHRIMALJI VARDHAN	229960	0.43	31-03-2019					INDIAN PUBLIC
		229960	0.43	31-03-2020	NIL	NIL			
9	JIGNEY SUDHIR BHACHECH	176167	0.33	31-03-2019					INDIAN PUBLIC
				05-04-2019	8143	Purchase	184310	0.34	
				12-04-2019	-6143	Sale	178167	0.33	
				19-04-2019	21634	Purchase	199801	0.37	
				26-04-2019	16413	Purchase	216214	0.4	
				03-05-2019	10517	Purchase	226731	0.42	
				17-05-2019	13439	Purchase	240170	0.45	
				24-05-2019	-7866	Sale	232304	0.43	
				31-05-2019	-2304	Sale	230000	0.43	
				26-07-2019	10000	Purchase	240000	0.45	
				02-08-2019	6000	Purchase	246000	0.46	
				04-10-2019	-1000	Sale	245000	0.46	
				06-03-2020	-35000	Sale	210000	0.39	

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(iv) Shareholding Pattern of top ten Shareholders (contd.):
(Other than Directors, Promoters & holders of GDRs & ADRs)

S. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)		Category
		No of Shares at the Beginning (01-04-2019) /end of the Year (31-03-2020)	% of total shares of the Company				Shares	% of total shares of the Company	
				27-03-2020	-63000	Sale	147000	0.27	
		147000	0.27	31-03-2020					
10	RAHUL KANTILAL VARDHAN	165160	0.31	31-03-2019					INDIAN PUBLIC
				26-04-2020	-10000	Sale	155160	0.29	
				03-05-2019	-11861	Sale	143299	0.27	
				10-05-2019	-51305	Sale	91994	0.17	
				17-05-2019	-10000	Sale	81994	0.15	
				24-05-2019	-14301	Sale	67693	0.13	
				16-08-2019	-5000	Sale	62693	0.12	
		62693	0.12	31-03-2020					
11	HARSHA VENKATESH	0	0	31-03-2019					INDIAN PUBLIC
				15-11-2019	15201	Purchase	15201	0.03	
				22-11-2019	108978	Purchase	124179	0.23	
				29-11-2019	200237	Purchase	324416	0.6	
		324416	0.6	31-03-2020					
12	JIGNEY BHACHECH HUF	87816	0.16	31-03-2019					HUF
				05-04-2019	-2000	Sale	85816	0.16	
				03-05-2019	7939	Purchase	93755	0.17	
				10-05-2019	44005	Purchase	137760	0.26	
				31-10-2019	-5000	Sale	132760	0.25	
				01-11-2019	5000	Purchase	137760	0.26	
				13-12-2019	10000	Purchase	147760	0.28	
				14-02-2020	-5000	Sale	142760	0.27	
				06-03-2020	35000	Purchase	177760	0.33	
				20-03-2020	-2869	Sale	174891	0.33	
				27-03-2020	65869	Purchase	240760	0.45	
		240760	0.45	31-03-2020					
13	SUSHIL FINANCIAL SERVICES PVT LTD	162700	0.3	05-04-2019	162700	Purchase	162700	0.3	OTHER BODIES CORPORATES
				12-04-2019	1700	Purchase	164400	0.31	
				10-05-2019	500	Purchase	164900	0.31	
				02-08-2019	3000	Purchase	167900	0.31	

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S. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)		Category
		No of Shares at the Beginning (01-04-2019) /end of the Year (31-03-2020)	% of total shares of the Company				Shares	% of total shares of the Company	
				09-08-2019	2000	Purchase	169900	0.32	
				23-08-2019	4500	Purchase	174400	0.32	
				30-08-2019	-31786	Sale	142614	0.27	
				06-09-2019	-135	Sale	142479	0.27	
				20-09-2019	1000	Purchase	143479	0.27	
		0	0	04-10-2019	-143479	Sale	0	0	

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Cumulative Shareholding during the Financial Year ended 31st March 2020			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	P N Sharma				
	At the beginning of the financial year ended 31st March 2020 (Face value per share Rs 2)	75	0		
	Increase/(decrease)in Shareholding during the Financial year ended 31st March 2020	0	0		
	At the end of the financial year ended 31st March 2020 (Face value per share Rs 2)	75	0	75	0
2.	Rajeev Bajaj (Joint holder)				
	At the beginning of the Financial year ended 31st March 2020 (Face value per share Rs 2/-)	35	0		
	Increase/(Decrease) in Shareholding during the Financial year ended 31st March 2020	0	0		
	At the end of the Financial year ending 31st March 2020 (Face value per share Rs 2/-)	35	0	35	0
3.	Subhash C Nagpal				
	At the beginning of the Financial year ended 31st March 2020 (Face value per share Rs 2/-)	0	0		
	Increase / (Decrease) in the Shareholding during the FY ended 31st March 2020.	0	0		
	At the end of the Financial year ending 31st March 2020 (Face value per share Rs 2/-)	0	0	0	0

Note: Mr. Gavin John Walker, Mr. Deepak Sabharwal, Mrs. Madhu Vij, Mr. Nandun Wickramasinghe and Ms. Priyanka Gandhi did not hold any shares of the Company during the financial year ended 31st March 2020

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V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

		Secured Loans excluding deposits (in Rs. lacs)	Unsecured Loans (in Rs. lacs)	Deposits (in lacs)	Total Indebtedness (In Rs. lacs)
1)	Indebtedness at the beginning of the Financial Year ended 31st March 2020				
	i) Principal Amount	2223.29	-	-	2223.29
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	2.52			2.52
	Total (i+ii+iii)	2225.81			2225.81
2)	Change in Indebtedness during the Financial Year ended 31st March 2020				
	Addition	-	84.59	-	84.59
	Reduction	560.91	-	-	560.91
	Net Change	560.91	84.59	-	476.32
3)	Indebtedness at the end of the Financial Year ended 31st March 2020				
	i) Principal Amount	1656.12	80.00	-	1736.12
	ii) Interest due but not paid	5.77	-	-	5.77
	iii) Interest accrued but not due	3.01	4.59	-	7.60
	Total (i+ii+iii)	1664.90	84.59	-	1749.49

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL FOR THE FY ENDED 31st MARCH 2020.

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

S. No.	Particulars of Remuneration	Name of MD	Total Amount (In Rs. lacs)
		Rajeev Bajaj	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	92.16	92.16
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.55	0.55
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission		
	- as % of profit	0.00	0.00
	- others (specify)	0.00	0.00
5	Others (Contribution to PF & Superannuation)	7.13	7.13
	Other long - term benefits	-	-
	Total (A)	99.84	99.84

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S. No.	Particulars of Remuneration	Name of MD	Total Amount (In Rs. lacs)
		Rajeev Bajaj	
	Ceiling as per Schedule V of the Act	5% of Net profit to any one Managing or Whole-time Director *Ceilings as mentioned above do not apply where the remuneration of Whole-time Directors has been approved by the members by way of a Special Resolution in Annual General meeting.	

B. Remuneration to other directors for the financial year ended 31st March 2020

S. No.	Particulars of Remuneration	Name of Directors			Total Amount (In Rs. lacs)
		P N Sharma	Deepak Sabharwal	Madhu Vij	
1	Independent Directors				
	Fee for attending board committee meetings	2.85	3.00	1.98	7.83
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (1)	2.85	3.00	1.98	7.83
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others (Retainership fees, etc)	0	0	0	0
	Total (2)	0	0	0	0
	Total Managerial Remuneration (1+2)	2.85	3.00	1.98	7.83
	Overall Ceiling as per the Act	The Company only paid sitting fees to other Directors and amount of sitting fees are within the maximum prescribed limits.			

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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD FOR THE FY ENDED 31st MARCH 2020

S. No.	Particulars of Remuneration	Priyanka Gandhi, CS	Subhash C. Nagpal, CFO	Total Amount (In Rs. lacs)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.39	37.43	43.82
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0.48	0.48
	(c) Profits in lieu of salary under section 17(3) 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			
	- as % of profit	0.00	0.00	0.00
	Others	0.00	0.00	0.00
5	Others (Contribution to PF & Superannuation)	0.38	4.10	4.48
6	Other long-term benefits	0.10	0.00	0.10
	Total	6.87	42.01	48.88

VII. Penalties/ punishment/ compounding of offences

During the year 2019-20, there were no penalties/ punishment/ compounding of offences under the Companies Act, 2013.