

ANNEXURE- 2
ANNEXURES TO THE DIRECTORS' REPORT

| |
|--------------------------------------------------------------------------------------------------------------------------------------------|
| FORM NO. MGT 9 |
| Extract of Annual Return as on financial year ended on 31.03.2020 |
| 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:

| | | |
|-----|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i | CIN | L51226MH1983PLC165499 |
| ii | Registration Date | 15/01/1983 |
| iii | Name of the Company | WINRO COMMERCIAL (INDIA) LTD |
| iv | Category/Sub-category of the Company | Company Limited by Shares/ Indian Non-Government Company |
| v | Address of the Registered office & contact details | 209/210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai - 400021 Ph: 022 40198600, Fax: 022 40198650 |
| vi | Whether Listed Company | YES |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | TSR DARASHAW CONSULTANTS PRIVATE LIMITED (previously known as TSR Darashaw Limited) Add: 6-10, Haji Moosa Patrawala Industrial Estate, 20 Dr. E Moses Road, Mahalaxmi, Mumbai- 400 011, Telephone: 022 66568484, Fax: 022 66568494 |

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

| Sr. No | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|--------|---------------------------------------------------------------------|----------------------------------|------------------------------------|
| I | Investment, trading in shares and securities and lending activities | 6499 | 99.89% |

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

| Sr. No. | Name & Address of the Company | CIN/GLN | Holding/Subsidiary/Associate | % of Shares Held | Applicable Section |
|---------|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------------|------------------|--------------------|
| 1 | Four Dimensions Securities (India) Ltd 209/210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai - 400021 | U74999MH1985PLC034989 | Associate | 39.52 | 2(6) |

| | | | | | |
|---|--------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------|-------|-------|
| 2 | Singularity Holdings Ltd 1&2, Western India House, 1st Floor, Sir P.M Road, Fort, Mumbai - 40001 | U65990MH1985PLC035046 | Associate | 40.47 | 2(6) |
| 3 | Better Time Realtors Pvt. Ltd. 1&2, Western India House, 1st Floor, Sir P.M Road, Fort, Mumbai - 40001 | U70102MH2007PTC171723 | Associate | 48.54 | 2(6) |
| 4 | Arkaya Commercial Private Limited 209/210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai - 400021 | U65999MH1994PTC295909 | Associate | 20.82 | 2 (6) |

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year i.e. 01.04.2019 | | | | No. of Shares held at the end of the year i.e. 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 | 59230 | 0 | 59230 | 4.73 | 59230 | 0 | 59230 | 4.73 | 0.00 |
| b) Central Govt.or State Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Bodies Corporates | 572800 | 0 | 572800 | 45.73 | 572800 | 0 | 572800 | 45.73 | 0.00 |
| d) Bank/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Any other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| SUB TOTAL:(A) (1) | 632030 | 0 | 632030 | 50.46 | 632030 | 0 | 632030 | 50.46 | 0.00 |
| (2) Foreign | | | | | | | | | |
| a) NRI- Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Other Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Bodies Corp. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Banks/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Any other... | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |

| | | | | | | | | | |
|-------------------------------------------------------------------------------------|---------------|---------------|---------------|--------------|---------------|---------------|---------------|--------------|-------------|
| SUB TOTAL (A) (2) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | | | | | | | | | |
| Total Shareholding of Promoter (A)= (A)(1)+(A)(2) | 632030 | 0 | 632030 | 50.46 | 632030 | 0 | 632030 | 50.46 | 0.00 |
| | | | | | | | | | |
| B. PUBLIC SHAREHOLDING | | | | | | | | | |
| | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| b) Banks/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| c) Cenntal govt | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| d) State Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| e) Venture Capital Fund | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| f) Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| g) FIIS | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| i) Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| | | | | | | | | | |
| SUB TOTAL (B)(1): | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| | | | | | | | | | |
| (2) Non Institutions | | | | | | | | | |
| a) Bodies corporates | | | | | | | | | |
| i) Indian | 32050 | 477456 | 509506 | 40.68 | 73050 | 436456 | 509506 | 40.68 | 0.00 |
| ii) Overseas | 0 | 0 | 0.00 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakhs | 0 | 15150 | 15150 | 1.21 | 0 | 5150 | 5150 | 0.41 | -0.80 |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | 95850 | 0 | 95850 | 7.65 | 105850 | 0 | 105850 | 8.45 | 0.80 |
| c) Others (specify) | 0 | 0 | 0.00 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| | | | | | | | | | |
| SUB TOTAL (B)(2): | 127900 | 492606 | 620506 | 49.54 | 178900 | 441606 | 620506 | 49.54 | 0.00 |

| | | | | | | | | | |
|--------------------------------------------------------|---------------|---------------|----------------|---------------|---------------|---------------|----------------|---------------|-------------|
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 127900 | 492606 | 620506 | 49.54 | 178900 | 441606 | 620506 | 49.54 | 0.00 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Grand Total (A+B+C) | 759930 | 492606 | 1252536 | 100.00 | 810930 | 441606 | 1252536 | 100.00 | 0.00 |

(ii) SHARE HOLDING OF PROMOTERS

| Sr. No. | Shareholders Name | Shareholding at the beginning of the year 01.04.2019 | | | Shareholding at the end of the year 31.03.2020 | | | % change in share holding during the year |
|---------|---------------------------------------------|------------------------------------------------------|----------------------------------|------------------------------------------------|------------------------------------------------|----------------------------------|------------------------------------------------|-------------------------------------------|
| | | 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 | Ashwin Kumar Kothari | 28500 | 2.28 | 0.00 | 28500 | 2.28 | 0.00 | 0.00 |
| 2 | Rohit Kothari | 14280 | 1.14 | 0.00 | 14280 | 1.14 | 0.00 | 0.00 |
| 3 | Ashwin Kumar Kothari (HUF) | 6200 | 0.49 | 0.00 | 6200 | 0.49 | 0.00 | 0.00 |
| 4 | Ashwin Kumar Kothari (Smaller) (HUF) | 10000 | 0.80 | 0.00 | 10000 | 0.80 | 0.00 | 0.00 |
| 5 | Panna Lal C Kothari (HUF) | 250 | 0.02 | 0.00 | 250 | 0.02 | 0.00 | 0.00 |
| 6 | Four Dimensions Securities (India) Limited | 325050 | 25.95 | 0.00 | 325050 | 25.95 | 0.00 | 0.00 |
| 7 | Saraswati Commercial (India) Limited | 100150 | 8.00 | 0.00 | 100150 | 8.00 | 0.00 | 0.00 |
| 8 | Singularity Holdings Limited | 110150 | 8.79 | 0.00 | 110150 | 8.79 | 0.00 | 0.00 |
| 9 | Sarashwar Trading & Finance Private Limited | 36000 | 2.87 | 0.00 | 36000 | 2.87 | 0.00 | 0.00 |

| | | | | | | | | |
|----|------------------------------------|---------------|--------------|-------------|---------------|--------------|-------------|-------------|
| 10 | Sam Jag Deep Investments Pvt. Ltd. | 1450 | 0.12 | 0.00 | 1450 | 0.12 | 0.00 | 0.00 |
| | Total | 632030 | 50.46 | 0.00 | 632030 | 50.46 | 0.00 | 0.00 |

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

| Sr. No. | Particulars | Shareholding at the beginning of the year i.e. 01.04.2019 | | Cumulative Shareholding during the year i.e. 31.03.2020 | |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------|---------------------------------------------------------|----------------------------------|
| | | No. of Shares | % of total Shares of the company | No. of Shares | % of total Shares of the company |
| | At the beginning of the year | THERE IS NO CHANGE IN PROMOTER HOLDING | | | |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat/equity etc): | | | | |
| | At the End of the year | | | | |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

| Sr. No. | Name of the Shareholder | Date | | No of Shares at the beginning of the year | % of total shares of the company at the beginning of the year | Cumulative Shares during the year | % of total shares of the company during the year |
|---------|-------------------------|------------|------------------------------------|-------------------------------------------|---------------------------------------------------------------|-----------------------------------|--------------------------------------------------|
| 1 | Kamal Visaria | 01.04.2019 | At the beginning of the year | 61000 | 4.87 | 61000 | 4.87 |
| | | | Increase/ decrease during the year | - | - | 61000 | 4.87 |
| | | 31.03.2020 | At the end of the year | - | - | 61,000 | 4.87 |
| 2 | Ashok Poddar | 01.04.2019 | At the beginning of the year | 34,850 | 2.78 | 34,850 | 2.78 |
| | | | Increase/ decrease during the year | - | - | 34,850 | 2.78 |
| | | 31.03.2020 | At the end of the year | - | - | 34,850 | 2.78 |

| | | | | | | | |
|---|--------------------------------------|------------|------------------------------------|--------|------|--------|------|
| 3 | Meeraj Multiweb Industries Ltd. | 01.04.2019 | At the beginning of the year | 26,000 | 2.08 | 26,000 | 2.08 |
| | | | Increase/ decrease during the year | - | - | 26,000 | 2.08 |
| | | 31.03.2020 | At the end of the year | - | - | 26,000 | 2.08 |
| | | | | | | | |
| 4 | Nirmal Bang Equities Private Limited | 01.04.2019 | At the beginning of the year | 22,050 | 1.76 | 22,050 | 1.76 |
| | | | Increase/ decrease during the year | - | - | 22,050 | 1.76 |
| | | 31.03.2020 | At the end of the year | - | - | 22,050 | 1.76 |
| | | | | | | | |
| 5 | Kandoi Securities Pvt Ltd | 01.04.2019 | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | | 03.05.2019 | Increase/ decrease during the year | 15000 | 1.20 | 15000 | 1.20 |
| | | 31.03.2020 | At the end of the year | - | - | 15000 | 1.20 |
| | | | | | | | |
| 6 | Kadambini Udyog Ltd. | 01.04.2019 | At the beginning of the year | 12,500 | 1.00 | 12,500 | 1.00 |
| | | | Increase/ decrease during the year | - | - | 12,500 | 1.00 |
| | | 31.03.2020 | At the end of the year | - | - | 12,500 | 1.00 |
| | | | | | | | |
| 7 | Kadambini Udyog Ltd. | 01.04.2019 | At the beginning of the year | 12,000 | 0.96 | 12,000 | 0.96 |
| | | | Increase/ decrease during the year | - | - | 12,000 | 0.96 |
| | | 31.03.2020 | At the end of the year | - | - | 12,000 | 0.96 |
| | | | | | | | |
| 8 | Kadambini Udyog Ltd. | 01.04.2019 | At the beginning of the year | 10,000 | 0.80 | 10,000 | 0.80 |

| | | | | | | | |
|----|--------------------------------|------------|------------------------------------------|--------|------|--------|------|
| | | | Increase/ decrease during the year | - | - | 10,000 | 0.80 |
| | | 31.03.2020 | At the end of the year | - | - | 10,000 | 0.80 |
| 9 | Kadambini Udyog Ltd. | 01.04.2019 | At the beginning of the year | 10,000 | 0.80 | 10,000 | 0.80 |
| | | | Increase/ decrease during the year | - | - | 10,000 | 0.80 |
| | | 31.03.2020 | At the end of the year | - | - | 10,000 | 0.80 |
| 10 | Rajnigandha Properties Ltd. | 01.04.2019 | At the beginning of the year | 10,000 | 0.80 | 10,000 | 0.80 |
| | | | Increase/ decrease during the year | - | - | 10,000 | 0.80 |
| | | 31.03.2020 | At the end of the year | - | - | 10,000 | 0.80 |

(i) Shareholding of Directors & KMP:NIL

| Sr. No | Particulars | Shareholding at the end of the year | | Cumulative Shareholding during the year | |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No.of shares | % of total shares of the company | No of shares | % of total shares of the company |
| | At the beginning of the year | 0 | 0 | 0 | 0 |
| | Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 0 | 0 | 0 | 0 |
| | At the end of the year | 0 | 0 | 0 | 0 |

V INDEBTEDNESS

(Rs. In Lakhs)

| Indebtedness of the Company including interest outstanding/accrued but not due for payment | | | | |
|--------------------------------------------------------------------------------------------|----------------------------------|----------------|----------|------------------|
| Particulars | Secured Loans excluding deposits | Unsecured Loan | Deposits | Total Indebtness |

| | | | | |
|---------------------------------------------------|---|----------|---|----------|
| Indebtness at the beginning of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | | | | |
| Additions | - | 2,639.47 | - | 2,639.47 |
| Reduction | - | 2,638.00 | - | 2,638.00 |
| Net Change | - | 1.47 | - | 1.47 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 1.47 | - | 1.47 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | 2.68 | - | 2.68 |
| Total (i+ii+iii) | - | 4.15 | - | 4.15 |

**A. Remuneration to Managing Director, Whole time director and/or Manager:
There is no Managing Director, Whole time director and/or Manager**

| Sr. No | Particulars of Remuneration | Name of the MD/WTD/Manager | | | Total Amount |
|--------|----------------------------------------------------------------------------------|----------------------------|---|---|--------------|
| | | | | | |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | - | - | - | - |
| | (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 | - | - | - | - |
| | Total (A) | - | - | - | - |
| | Ceiling as per the Act | Not Applicable | | | |

B. Remuneration to other directors: No remuneration is been paid to the Directors of the company.

(Rs. in Lakhs)

| Sr. No | Particulars of Remuneration | Name of the Directors | | | Total |
|--------|------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------|---------------|-------------|
| | | Hatim Harianawala | Ketan Desai | Babita Thakar | |
| 1 | Independent Directors | | | | |
| | (a) Fee for attending board committee meetings | 0.04 | 0.19 | 0.06 | 0.29 |
| | (b) Commission | - | - | - | - |
| | (c) Others, please specify | - | - | - | - |
| | Total (1) | 0.04 | 0.19 | 0.06 | 0.29 |
| 2 | Other Non Executive Directors | - | | | |
| | (a) Fee for attending board committee meetings | - | - | - | - |
| | (b) Commission | - | - | - | - |
| | (c) Others, please specify. | - | - | - | - |
| | Total (2) | - | - | - | - |
| | Total (B) = (1+2) | 0.04 | 0.19 | 0.06 | 0.29 |
| | Total Managerial Remuneration | Within the limits of Companies Act, 2013 | | | |
| | Overall Ceiling as per the Act | Sitting Fees paid to Directors shall not exceed Rs. 1 lac per Board Meeting or committee meeting | | | |

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

(Rs. in Lakhs)

| Sr. No | Particulars of remuneration | Key Managerial Personnel | | |
|--------|--------------------------------------------------------------------------------------|--------------------------|------------------|----------------------|
| | | Mithun Soni CEO | Urja Karia CS | Ritesh Zaveri CFO |
| 1 | Gross Salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | 45.28 | 6.21 | 6.32 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | - | - | 0.43 |
| | (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 | - | - | - |
| | Others, please specify | Conveyance Reimbursement | 0.11 | - |
| 5 | Telephone | 0.06 | 0.10 | 0.11 |
| | Medical Insurance Premium | - | 0.28 | 0.28 |
| | Petrol Reimbursement | 1.46 | 0.54 | 1.20 |
| | TOTAL | 46.80 | 7.24 | 8.34 |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES-NIL

| 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) |
|---------------------|------------------------------|-------------------|--------------------------------------------------------|---------------------------|-----------------------------------|
| A. COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

| C. OTHER OFFICERS IN DEFAULT | | | | | |
|-------------------------------------|---|---|---|---|---|
| | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

Date: 11.11.2020

Place: Mumbai

For and on behalf of the Board

Hetal Khalpada

Chairperson

Din: 00055823