**Extract** **of Annual Return as on Financial year ended 31.03.2020**

**[Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

1. Registration and other details:

|  |  |
| --- | --- |
| 1. CIN Number of the Company: | **L29300MH1982PLC028498** |
| 1. Registration Date: | **16.10.1982** |
| 1. Name of the Company: | **HINDUSTAN HARDY LIMITED (Formerly HINDUSTAN HARDY SPICER LIMITED)** |
| 1. Category/ Sub-category of the Company: | Public Limited Company  Limited by Shares |
| 1. Address of Registered office and contact details: | Plot No. C-12, M.I.D.C. Area, Ambad, Nashik, Maharashtra- 422 010  Email : [hhardy\_nsk@sancharnet.in](mailto:hhardy_nsk@sancharnet.in)  Website : [www.hhardys.com](http://www.hhsl.net)  Tel. : 0091-253-2382018, 2382118, 2382754  Fax : 0091-253-2382528 |
| 1. Whether listed company: | **Yes** |
| 1. Name, Address and contact details of Registrar and Transfer Agent : | M/s. Satellite Corporate Services Pvt. Ltd., Unit No. 49, Bldg No.13-A-B, 2nd Floor,  Samhita Commercial Co-Op. Soc. Ltd.  Off Andheri Kurla Road, MTNL Lane,  Sakinaka, Mumbai - 400 072.  Email : : [service@satellitecorporate.com](mailto:service@satellitecorporate.com)  Website : : [www.satellitecorporate.com](http://www.satellitecorporate.com)  Tel. : 0091-22- 28520461/462.  Fax : 0091-22-28511809 |

1. Principal Business Activity of the Company:

All the business activities contributing to 10% or more of the total turnover of the Company shall be stated:-

|  |  |  |  |
| --- | --- | --- | --- |
| Sr. No. | Name and Description of main products/ services | NIC Code of the product/ service | Percentage to total turnover of the company |
| 1 | Propeller Shaft, UJ kit Double Cardan Shafts & components | 29301 | 96.07% |

1. Particulars of Holding, Subsidiary and Associate Companies:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sr. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | Percentage of shares held | Applicable Section |
| 1. | XLO India Limited | U63000MH1958PLC011042 | Holding Company | 66.07% | 2(46) of the Companies Act, 2013 |

1. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)
2. Category wise shareholding:

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Category of shareholders** | **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)** | | | | **%Change during the year** |
|  | **Demat** | **physical** | **Total** | **% of total shares** | | **Demat** | **Physical** | **Total** | **% of total shares** | **(9-5)** |
| **1** | **6** | **7** | **8** | | **5** | **6** | **7** | **8** | **9** | **10** |
| **Promoters** |  |  |  | |  |  |  |  |  |  |
| **Indian** |  |  |  | |  |  |  |  |  |  |
| Individuals / Hindu Undivided Family | 651 | 0 | 651 | | 0.04 | 651 | 0 | 651 | 0.04 | 0.00 |
| Cental Government | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| State Governments(s) | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Bodies Corporate | 989993 | 0 | 989993 | | 66.07 | 989993 | 0 | 989993 | 66.07 | 0.00 |
| Financial Institutions / Banks | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| HUF | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Directors & their relatives | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Clearing Member | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| **Sub-Total (A) (1)** | **990644** | **0** | **990644** | | 66.11 | **990644** | **0** | **990644** | 66.11 | 0.00 |
| **Foreign** |  | 0 | 0 | | 0.00 |  | 0 | 0 | 0.00 | 0.00 |
| Non-Resident Individuals | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Other Individuals | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Bodies Corporate | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Banks / FI | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Any Other (specify) | 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)** | **990644** | **0** | **990644** | | 66.11 | **990644** | **0** | **990644** | 66.11 | 0.00 |
| **Public Shareholding** |  |  | 0 | | 0.00 |  |  | 0 | 0.00 |  |
| **Institutions** |  |  | 0 | | 0.00 |  |  | 0 | 0.00 |  |
| Mutual Funds | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Financial Institutions / Banks | 50 | 0 | 50 | | 0.00 | 50 | 0 | 50 | 0.00 | 0.00 |
| Cental Government | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| State Governments(s) | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Venture Capital Funds | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Insurance Companies | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Foreign Institutional Investors | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Foreign Venture Capital Funds | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Any Other (Specify) | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| **Sub-Total (B) (1)** | **50** | **0** | **50** | | 0.00 | **50** | **0** | **50** | 0.00 | 0.00 |
| **Non-Institutions** |  |  | 0 | | 0.00 |  |  | 0 | 0.00 |  |
| Bodies Corporate | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) Indian | 16606 | 50 | 16656 | | 1.11 | 14709 | 50 | 14759 | 0.98 | -0.13 |
| ii) Overseas | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Individuals | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Individual Shareholders holding nominal Share Capital upto Rs.2 Lakh | 270038 | 105003 | 375041 | | 25.03 | 245248 | 97753 | 343001 | 22.89 | 2.14 |
| Individual Shareholders holding nominal Share Capital in excess of Rs.2 Lakh | 66008 | 0 | 66008 | | 4.41 | 89158 | 0 | 89158 | 5.95 | 1.54 |
| Any Other (Specify) | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Clearing Member | 0 | 0 | 0 | | 0.00 | 10 | 0 | 10 | 0.00 | 0.00 |
| IEPF | 45716 | 0 | 45716 | | 3.05 | 49667 | 0 | 49667 | 3.31 | 0.26 |
| Non Resident Indians | 1130 | 50 | 1180 | | 0.08 | 896 | 50 | 946 | 0.06 | -0.02 |
| HUF | 3055 | 100 | 3155 | | 0.21 | 10115 | 100 | 10215 | 0.68 | 0.47 |
| Directors & their relatives | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (B) (2) | 402553 | 105203 | 507756 | | 33.89 | 40903 | 97953 | 507756 | 33.89 | 0.00 |
| **Total Public Shareholding (B) = (B)(1)+(B)(2)** | **402603** | **105203** | **507806** | | 33.89 | **409853** | **97953** | **507806** | 33.89 | 0.00 |
| **TOTAL (A)+(B)** | **1393247** | **105203** | **1498450** | | 100.00 | **1400497** | **97953** | **1498450** | 100.00 | 0.00 |
| Shares held by Custodians Custodian for GDRs & ADRs | 0 | 0 | 0 | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| **GRAND TOTAL (A)+(B)+(C)** | 1393247 | 105203 | 1498450 | | 100.00 | 1400497 | 97953 | 1498450 | 100.00 | 0.00 |

1. Shareholding of Promoters :

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Sr. No. |  | Shareholding at the beginning of the year -01.04.2019 | | | Shareholding at the end of the Year - 31.03.2020 | | | % change in |
|  | No. | % of total | % of Shares | No. of | % of total | % of Shares | shareholding |
| Shareholder’s Name | of Shares | Shares of the company | pledged / encumbered to total shares | Shares | Shares of the company | pledged / encumbered to total shares | during the year |
|  |  |  |  |  |  |  |  |  |
| 1 | XLO India Ltd | 989993 | **66.07** | 0 | 989993 | **66.07** | 0 | 0.00 |
| 2 | Sanjaya Chandrabhushan Saran | 501 | **0.03** | 0 | 501 | **0.03** | 0 | 0.00 |
| 3 | Arati Sanjaya Saran | 150 | **0.00** | 0 | 150 | **0.00** | 0 | 0.00 |
| **TOTAL** | | **990644** | **66.11** | **0** | **990644** | **66.11** | 0 | 0.00 |

1. Change in Promoters’ Shareholding: **N.A**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sl.  No. |  | Shareholding at the  beginning of the year  01.04.2017 | | Cumulative Shareholding  during the year | |
| No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
|  |  |  |  |  |  |
|  | No changes |  |  |  |  |
|  |  |  |  |  |  |

1. Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Sr. No.** | **Name of Shareholders** | **Shareholding at the beginning of the year 01.04.2019** | | **(+)INCREASE/(-)DECREASE IN SHARE HOLDING** | | **Shareholding at the end of the year 31.03.2020** | |
| **No. of Shares** | **% of total shares of the company** | **DATE** | **SHARES** | **No. of Shares** | **% of total shares of the company** |
| 1 | **INVESTOR EDUCATION AND PROTECTION FUND A** | 45716 | 3.05 | 12/02/2020 | 3951 | 49667 | 3.31 |
|  |  |  |  | 31/03/2020 | 0 | 49667 | 3.31 |
|  |  |  |  |  |  |  |  |
| 2 | **HITESH RAMJI JAVERI** | 44254 | 2.95 | 22/11/2019 | 166 | 44420 | 2.96 |
|  |  |  |  | 31/12/2019 | 580 | 45000 | 3.00 |
|  |  |  |  | 07/02/2020 | 50 | 45050 | 3.01 |
|  |  |  |  | 31/03/2020 | 0 | 45050 | 3.01 |
|  |  |  |  |  |  |  |  |
| 3 | **DEVIKA ANAND** | 15364 | 1.03 | 05/04/2019 | 400 | 15764 | 1.05 |
|  |  |  |  | 12/04/2019 | 78 | 15842 | 1.06 |
|  |  |  |  | 22/11/2019 | 838 | 16680 | 1.11 |
|  |  |  |  | 10/01/2020 | 1109 | 17789 | 1.19 |
|  |  |  |  | 07/02/2020 | 290 | 18079 | 1.21 |
|  |  |  |  | 21/02/2020 | 3195 | 21274 | 1.42 |
|  |  |  |  | 28/02/2020 | 400 | 21674 | 1.45 |
|  |  |  |  | 06/03/2020 | 680 | 22354 | 1.49 |
|  |  |  |  | 31/03/2020 | 0 | 22354 | 1.49 |
|  |  |  |  |  |  |  |  |
| 4 | **DILIPKUMAR LAKHI** | 21754 | 1.45 | 31/03/2020 | 0 | 21754 | 1.45 |
|  |  |  |  |  |  |  |  |
| 5 | **RADHABAI RAMJI JAVERI** | 17000 | 1.13 | 31/03/2020 | 0 | 17000 | 1.13 |
|  |  |  |  |  |  |  |  |
| 6 | **PRAKASH GAJANAN NAYAK** | 9563 | 0.64 | 31/03/2020 | 0 | 9563 | 0.64 |
|  |  |  |  |  |  |  |  |
| 7 | **VSL SECURITIES PRIVATE LIMITED** | 8463 | 0.56 | 31/03/2020 | 0 | 8463 | 0.56 |
|  |  |  |  |  |  |  |  |
| 8 | **SARITA BOTHRA** | 6000 | 0.40 | 21/02/2020 | -3000 | 3000 | 0.20 |
|  |  |  |  | 31/03/2020 | 0 | 3000 | 0.20 |
|  |  |  |  |  |  |  |  |
| 9 | **NIRMAL KUMAR CHOPRA** | 5121 | 0.34 | 31/03/2020 | 0 | 5121 | 0.34 |
|  |  |  |  |  |  |  |  |
| 10 | **HARSHA HITESH JAVERI** | 5000 | 0.33 | 31/03/2020 | 0 | 5000 | 0.33 |
|  |  |  |  |  |  |  |  |

1. Shareholding of Directors and Key Managerial Personnel:

| **Sl.  No** | **Name of the  Shareholder** | **Date** | | **Reason** | **Shareholding at the beginning 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** |
| 1. | SANJAYA CHANDRABHUSHAN SARAN | 01-04-2019 | | - | 501 | **0.03** | 501 | 0.03 |
| 31-03-2020 | | - | 501 | **0.03** | 501 | 0.03 |
| ***Key Managerial Personnel*** | | | | | | | | |
|  | NIL |  | At the beginning of the year | |  |  |  |  |
|  | At the end of the year | |  |  |  |  |

1. Indebtedness:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| Indebtedness at the beginning of the financial year  (1)Principal Amount  (2)Interest due but note paid  (3)Interest accrued but not due | 499.90 | 0.00 | 0.00 | 499.90 |
| Total(i+ii+iii) | 499.90 | 0.00 | 0.00 | 499.90 |
| Change in Indebtedness during the financial year  -Addition  - Reduction | 139.55 | 0.00 | 0.00 | 139.55 |
| Net Change | -139.55 | 0.00 | 0.00 | -139.55 |
| Indebtedness at the end of the financial year  (i)Principal Amount  (ii)Interest due but not paid  (iii)Interest accrued but not due | 360.35 | 0.00 | 0.00 | 360.35 |
| Total(i+ii+iii) | 360.35 | 0.00 | 0.00 | 360.35 |

1. Remuneration of Directors and Key Managerial Personnel
2. Remuneration to Managing Director, Whole-time Directors and/or Manager

|  |  |  |
| --- | --- | --- |
|  | MS. DEVAKI SARAN– EXECUTIVE DIRECTOR & CFO | MR. VIJAY PATHAK EXECUTIVE DIRECTOR & COO |
| Gross Salary |  |  |
| a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 40.95 | 35.42 |
| b) Value of Perquisites u/s 17(2) of Income Tax Act, 1961 | 6.40 | 6.58 |
| c) Profits in lieu of salary u/s 17(3) of Income Tax Act, 1961 | - | - |
| Stock Option | - | - |
| Sweat Equity | - | - |
| Commission | - | - |
| Others  (PL encashment & superannuation) | 4.44 | - |
| Total (A) | 51.79 | 42.00 |
| Ceiling as per the Act | Schedule V of the Act | Schedule V of the Act |

1. Remuneration to other Directors

|  |  |  |  |
| --- | --- | --- | --- |
| **NAME OF DIRECTORS** | **Remuneration (Rs)** | **SITTING FEES (Rs.)** | **Commission (Rs.)** |
| **Independent Directors** |  |  |  |
| Jehangir H.C. Jehangir | - | 17000 | - |
| Richard Koszarek | - | 22000 | - |
| Navroze Marshall | - | 29000 |  |
| TOTAL (B1) | - | **67100** | - |
| **Other Non-Executive Directors** |  |  |  |
| S. C. SARAN | \*3000000 | 31000 | - |
| **TOTAL (B2)** | **3000000** | **31000** | - |
| **TOTAL B1+B2** | **3000000** | **99000** | - |

\* Mr. S. C. Saran was paid professional fees of Rs. 30.00 lakhs during the year 2019-2020 for the technical and management expertise services provided by him as approved by the Board of Directors of the Company at its meeting held on 21.05.2019.

1. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD- NIL

|  |  |
| --- | --- |
| **NAME OF KEY MANAGERIAL PERSONNEL** | **Sunita Nisal, Company Secretary** |
|  |  |
| Gross Salary |  |
| a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 1,16,041 |
| b) Value of Perquisites u/s 17(2) of Income Tax Act, 1961 | 40,634 |
| Others  (PL encashment & superannuation) | **1,16,584** |
| Total (A) | 2,73,259 |

1. Penalties/ Punishment/ Compounding of Offences- NONE

For and on behalf of the Board

**Place: Mumbai**

**S.C. Saran**

**Chairman**