

## Board's Report

Annexure 3

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2019

of

HGI Industries Limited

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. Registration and other details

CIN	L40200WB1944PLC011754
Registration Date	14/06/1944
Name of the Company	<b>HGI Industries Limited</b>
Category / Sub-Category of the Company	Public Limited Company
Address of the Registered Office and contact details	Industry House, 18 <sup>th</sup> Floor, 10, Camac Street, Kolkata – 700 017. Contact Details:-rakesh.m.sharma@adityabirla.com
Whether listed company	Yes
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	MCS Share Transfer Agent Limited 383, Lake Gardens, 1 <sup>st</sup> Floor Kolkata – 700 045 Ph : (033) 4072-4051/53 Fax : (033) 4072-4054 Email: mcsstal@rediffmail.com

## 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
N.A.			

## III. Particulars of Holding, Subsidiary and Associate Companies

S. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
N.A.					

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### IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

#### (i) 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				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/HUF	146104	0	146104	3.85	146104	0	146104	3.85	-
(b) Central Govt	0	0	0	0	0	0	0	0	-
(c) State Govt (s)	0	0	0	0	0	0	0	0	-
(d) Bodies Corp.	505626	0	505626	13.34	505626	0	505626	13.34	-
(e) Banks / FI	0	0	0	0	0	0	0	0	-
(f) Any Other....	0	0	0	0	0	0	0	0	-
<b>Sub-total (A) (1):-</b>	<b>651730</b>	<b>0</b>	<b>651730</b>	<b>17.20</b>	<b>651730</b>	<b>0</b>	<b>651730</b>	<b>17.20</b>	-
<b>(2) Foreign</b>									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	-
(b) Other – Individuals	0	0	0	0	0	0	0	0	-
(c) Bodies Corp.	0	0	0	0	0	0	0	0	-
(d) Banks / FI	0	0	0	0	0	0	0	0	-
(e) Any Other....	0	0	0	0	0	0	0	0	-
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	-
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>651730</b>	<b>0</b>	<b>651730</b>	<b>17.20</b>	<b>651730</b>	<b>0</b>	<b>651730</b>	<b>17.20</b>	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	216269	0	216269	5.71	216269	0	216269	5.70	-
(b) Banks / FI	24	979	1003	0.03	24	1028	1052	0.02	-
(c) Central Govt	0	0	0	0	0	0	0	0	-
(d) State Govt(s)	0	0	0	0	0	0	0	0	-
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	-
(f) Insurance Companies	1375467	0	1375467	36.31	1375467	0	1375467	36.31	-
(g) FIs	0	0	0	0	0	0	0	0	-
(h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	-
(i) Others (specify)	0	0	0	0	0	0	0	0	-
<b>Sub-total (B)(1):-</b>	<b>1591760</b>	<b>979</b>	<b>1592739</b>	<b>42.05</b>	<b>1591760</b>	<b>1028</b>	<b>1592788</b>	<b>42.05</b>	-

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### IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	417486	509307	926793	24.46	914796	10448	925244	24.42	(0.04)
(ii) Overseas	0	0	0	0	0	0	0	0	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	255591	253864	509455	13.45	290982	225573	516555	13.63	0.18
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	98784	0	98784	2.61	98784	0	98784	2.60	-
(c) Others (specify)									
i) Trust & Foundations	2392	0	2392	0.06	2392	0	2392	0.06	-
ii) Non-Resident Individuals	5650	112	5762	0.15	50	112	162	0.00	(0.15)
<b>Sub-total (B)(2):-</b>	<b>779903</b>	<b>763283</b>	<b>1543186</b>	<b>40.75</b>	<b>1307004</b>	<b>236133</b>	<b>1543137</b>	<b>40.74</b>	-
Total Public Shareholding									
<b>(B)=(B)(1)+(B)(2)</b>	<b>2371663</b>	<b>764262</b>	<b>3135925</b>	<b>82.79</b>	<b>2898764</b>	<b>237161</b>	<b>3135925</b>	<b>82.79</b>	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	-
<b>Grand Total (A+B+C)</b>	<b>3023393</b>	<b>764262</b>	<b>3787655</b>	<b>100</b>	<b>3550494</b>	<b>237161</b>	<b>3787655</b>	<b>100</b>	-

#### (ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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.	TGS Investment & Trade Private Limited	422322	11.15	0	422322	11.15	0	NIL
2.	Umang Commercial Company Pvt. Limited	83304	2.19	0	83304	2.19	0	NIL
3.	Kumar Mangalam Birla	69000	1.82	0	69000	1.82	0	NIL
4.	Rajashree Birla	63604	1.67	0	63604	1.67	0	NIL
5.	Neerja Birla	13500	0.35	0	13500	0.35	0	NIL

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

During the year, no changes took place in the Promoters' Shareholding.

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

S. No.	For Each of the Top 10 Shareholders	Shareholding		Cumulative shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the beginning of the year</b>					
1.	Life Insurance Corporation of India	957896	25.28	957896	25.28
2.	Kesoram Industries Limited	496100	13.09	496100	13.09
3.	Administrator of the specified undertaking of the Unit Trust of India	216269	5.7	216269	05.70
4.	General Insurance Corporation of India Ltd.	147331	3.88	147331	3.88
5.	National Insurance Company Limited	128026	3.38	128026	3.38
6.	Bharat Arogya and Gyan Mandir	127627	3.36	127627	3.36
7.	Jayantika Investment & Finance Limited (Formerly known as Parvati Tea Company Pvt. Ltd.)	86200	2.27	86,200	2.27
8.	The Oriental Insurance Company Limited	85279	2.25	85279	2.25
9.	Padmavati Investment Ltd.	68299	1.8	68299	01.80
10.	United India Insurance Company Ltd.	56935	1.5	56935	01.50
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	<b>At the End of the year</b> (or on the date of separation, if Separated during the year)	No Change	No Change	No Change	No Change

### (v) Shareholding of Directors and Key Managerial Personnel

S. No.	For Each of the Directors and KMP	Shareholding		Cumulative shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the beginning of the year</b>					
1.	Mr. Jyoti Prakash Kanoria	720	0.01	720	0.01
2.	Mr. Arvind Kumar Newar	500	0.013	500	0.013
3.	Mr. Yashwant Kumar Daga	9300	0.24	9300	0.24
4.	Mr. Ravindra Kastia	100	0.002	100	0.002
5.	Mr. Hukam Chand Daga	200	0.005	200	0.005
<b>Date wise increase/decrease during the with reason of such change</b>					
1.	Mr. Jyoti Prakash Kanoria	NIL	NIL	NIL	NIL
2.	Mr. Arvind Kumar Newar	NIL	NIL	NIL	NIL
3.	Mr. Yashwant Kumar Daga	NIL	NIL	NIL	NIL
4.	Mr. Ravindra Kastia	NIL	NIL	NIL	NIL
5.	Mr. Hukam Chand Daga	NIL	NIL	NIL	NIL

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S. No.	For Each of the Directors and KMP	Shareholding		Cumulative shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the end of the year</b>				
1.	Mr. Jyoti Prakash Kanoria	720	0.01	720	0.01
2.	Mr. Arvind Kumar Newar	500	0.013	500	0.013
3.	Mr. Yashwant Kumar Daga	9300	0.24	9300	0.24
4.	Mr. Ravindra Kastia	100	0.002	100	0.002
5.	Mr. Hukam Chand Daga	200	0.005	200	0.005

## V. Indebtedness

## Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>	NIL	NIL	NIL	NIL
• Addition				
• Reduction				
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the financial year</b>	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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### VI. Remuneration of Directors and Key Managerial Personnel

#### A. Remuneration to Director:

The Directors of the Company are not paid any Remuneration or Commissions. Further, a sum of ₹ 2,000/- is paid to all Directors for attending every Board and Committee Meetings

S. No.	Particulars of Remuneration	Name of Directors				
		Jyoti Prakash Kanoria	Yashwant Kumar Daga	Ravindra Kastia	Neha Agrawal	Arvind Kumar Newar
1	<b>Independent Directors</b>					
	• Fees for attending Board / Committee meetings	28,000	20,000	16,000	4,000	-
	• Commission					
	• Others, please specify					
2	<b>Other Non-Executive Directors</b>					
	• Fees for attending Board / Committee meetings	-	-	-	-	20,000
	• Commission					
	• Others, please specify					
	<b>Total</b>	<b>28,000</b>	<b>20,000</b>	<b>16,000</b>	<b>4,000</b>	<b>20,000</b>

#### B. Remuneration to Key Managerial Personnel other than Director

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Kamal Kishor Agarwal, Chief Financial Officer (Amount in ₹)	*Rakesh Sharma, Company Secretary (Amount in ₹)	Total (Amount in ₹)
1	Gross salary	1,20,000	4,06,244	5,26,244
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	614	614
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit			
	- others, specify...			
	Others, please specify (Company PF)	-	16,078	16,078
	<b>Total</b>	<b>1,20,000</b>	<b>4,22,936</b>	<b>5,42,936</b>

\*Remuneration of Company Secretary is considered from the date of appointment and includes variable pay and Leave Travel Allowances, etc.

### VII. Penalties/Punishment/Compounding of offences

There were no penalties/punishment/compounding of offences imposed by any regulatory authority for the financial year ended 31<sup>st</sup> March, 2019.

For and on behalf of the Board

Place : Kolkata  
Date : 28<sup>th</sup> May, 2019

Jyoti Prakash Kanoria  
Director  
00225761

Yashwant Kumar Daga  
Director  
00040632