

## 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, 2020

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.					

# Board's Report

## 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	3.86	146104	0	146104	3.86	–
(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	13.35	505626	0	505626	13.35	–
(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>17.21</b>	<b>651730</b>	<b>0</b>	<b>651730</b>	<b>17.21</b>	<b>–</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>–</b>
<b>Total</b>									
<b>Shareholding of Promoter (A) =</b>									
<b>(A)(1)+(A)(2)</b>	<b>651730</b>	<b>0</b>	<b>651730</b>	<b>17.21</b>	<b>651730</b>	<b>0</b>	<b>651730</b>	<b>17.21</b>	<b>–</b>
<b>B. Public</b>									
<b>Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	216269	0	216269	5.71	216269	0	216269	5.71	–
(b) Banks / FI	24	1028	1052	0.03	24	1028	1052	0.03	–
(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>1028</b>	<b>1592788</b>	<b>42.05</b>	<b>1591760</b>	<b>1028</b>	<b>1592788</b>	<b>42.05</b>	<b>–</b>
<b>2. Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	914796	10448	925244	24.43	914772	9972	924744	24.42	(0.01)
(ii) Overseas	0	0	0	0	0	0	0	0	–
(b) Individuals									

## Board's Report

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	
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	290982	225573	516555	13.64	293723	223332	517055	13.65	0.01
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	98784	0	98784	2.61	98784	0	98784	2.61	—
(c) Others (specify)									
i) Trust & Foundations	2392	0	2392	0.06	2392	0	2392	0.06	—
ii) Non-Resident Individuals	50	112	162	0	50	112	162	0	—
<b>Sub-total (B)(2):-</b>	<b>1307004</b>	<b>236133</b>	<b>1543137</b>	<b>40.74</b>	<b>1309721</b>	<b>233416</b>	<b>1543137</b>	<b>40.74</b>	<b>—</b>
Total Public Shareholding									
<b>(B)=(B)(1)+(B)(2)</b>	<b>2898764</b>	<b>237161</b>	<b>3135925</b>	<b>82.79</b>	<b>2901481</b>	<b>234444</b>	<b>3135925</b>	<b>82.79</b>	<b>—</b>
<b>C. Shares held by</b>									
Custodian for	0	0	0	0	0	0	0	0	—
GDRs & ADRs									
<b>Grand Total (A+B+C)</b>	<b>3023393</b>	<b>764262</b>	<b>3787655</b>	<b>100</b>	<b>3553211</b>	<b>234444</b>	<b>3787655</b>	<b>100</b>	<b>—</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	0	0	0	-100
2.	Birla Group Holdings Private Limited	00	00	00	422322	11.15	0	100
3.	Umang Commercial Company Pvt. Limited	83304	2.19	0	83304	2.19	0	NIL
4.	Kumar Mangalam Birla	69000	1.82	0	69000	1.82	0	NIL
5.	Rajashree Birla	63604	1.67	0	63604	1.67	0	NIL
6.	Neerja Birla	13500	0.35	0	13500	0.35	0	NIL

(Note: During the year TGS Investment & Trade Private Limited Amalgamated with Birla Group Holdings Private Limited)

## Board's Report

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

S. No.	Shareholder's Name	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	TGS Investment & Trade Private Limited	422322	11.15	422322	11.15
2	Birla Group Holdings Private Limited	NIL	NIL	NIL	NIL
<b>Date wise increase/decrease during the with reason of such change</b>					
<b>Decrease</b>					
1	TGS Investment & Trade Private Limited (TGS Investment & Trade Private Limited Amalgamated with Birla Group Holdings Private Limited on 08.07.2019)	(422322)	(11.15)		
<b>Increase</b>					
2	Birla Group Holdings Private Limited (TGS Investment & Trade Private Limited Amalgamated with Birla Group Holdings Private Limited on 08.07.2019)	422322	11.15	422322	11.15
<b>At the end of the year</b>					
1	TGS Investment & Trade Private Limited	NIL	NIL	NIL	NIL
2	Birla Group Holdings Private Limited	422322	11.15	422322	11.15

### (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	5.70	216269	5.70
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	86200	2.27
8	The Oriental Insurance Company Limited	85279	2.25	85279	2.25
9	Padmavati Investment Ltd.	68299	1.80	68299	1.80
10	United India Insurance Company Ltd.	56935	1.50	56935	1.50
	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

## Board's Report

### (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>	NO CHANGE			
	<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>	NIL	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>	NIL	NIL	NIL	NIL
• Addition				
• Reduction				
<b>Net Change</b>	NIL	NIL	NIL	NIL
<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>	NIL	NIL	NIL	NIL

## Board's Report

### 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.

Sl. No.	Particulars of Remuneration	Name of Directors				
		Jyoti Prakash Kanoria	Yashwant Kumar Daga	Ravindra Kastia	Neha Agarwal	Arvind Kumar Newar
1	Independent Directors					
	• Fees for attending Board /Committee meetings	28,000	28,000	8,000	8,000	-
	• Commission					
	• Others, please specify					
2	Other Non-Executive Directors					
	• Fees for attending Board / Committee meetings	-	-	-	-	14,000
	• Commission					
	• Others, please specify					
	<b>Total</b>	<b>28,000</b>	<b>28,000</b>	<b>8,000</b>	<b>8,000</b>	<b>14,000</b>

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Kamal Kishor Agarwal, Chief Financial Officer	Rakesh Sharma, Company Secretary	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,20,000	764676	884676
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	578	578
	(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...	-	-	-
5	Others, please specify (Company PF)	-	29,184	29,184
	<b>Total</b>	<b>1,20,000</b>	<b>7,94,474</b>	<b>9,14,474</b>

### 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, 2020.

For and on behalf of the Board

Place : Kolkata  
Date : 22<sup>nd</sup> June, 2020

**Jyoti Prakash Kanoria**  
Director  
DIN : 00225761

**Yashwant Kumar Daga**  
Director  
DIN : 00040632