

Annexure-2 to the Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019
of
HINDUSTAN MOTORS 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:

Sl. No.		
i)	CIN	L34103WB1942PLC018967
ii)	Registration Date	11 th February, 1942
iii)	Name of the Company	Hindustan Motors Limited
iv)	Category / Sub-Category of the Company	Public Limited Company
v)	Address of the Registered Office and contact details	"Birla Building", 13 th Floor, 9/1 R N Mukherjee Road Kolkata – 700 001 Telephone No. 033 22420932 Fax No. 033 22480055
vi)	Whether listed company Yes/ No	Yes. Listed on BSE Limited and National Stock Exchange of India Limited.
vii)	Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Karvy Fintech Pvt. Limited Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Phone : (040) 6716 1500 Fax : 040 – 2342 0814 E-mail : einward.ris@karvy.com/ suresh.d@karvy.com Kolkata Office: (033) 6628 5934/5901

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Vehicles and spare parts of vehicle	34103 & 34300	0%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-					

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

(i) Category-wise Share Holding

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 Share	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
(a) Individual /HUF	527592	0	527592	0.25	527592	0	527592	0.25	0.00
(b) Central Govt/ State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
(c) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(d) Any Other -Bodies Corp.	66945662	0	66945662	32.08	66945662	0	66945662	32.08	0.00
Sub-total(A)(1):-	67473254	0	67473254	32.34	67473254	0	67473254	32.34	0.00
(2) Foreign									
(a) Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b) Government	0	0	0	0.00	0	0	0	0.00	0.00
(c) Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d) Foreign Portfolio Investor	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)	67473254	0	67473254	32.34	67473254	0	67473254	32.34	0.00
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	0	66450	66450	0.03	0	66450	66450	0.03	0.00
(b) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00

(c)Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
(d)Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)Foreign Portfolio Investors	0	41517	41517	0.02	0	41517	41517	0.02	0.00
(f) Banks / FI	2628562	55150	2683712	1.29	2626712	55150	2681862	1.29	0.00
(g)Insurance Companies	7432175	14350	7446525	3.57	7432175	14350	7446525	3.57	0.00
(h)Provident Funds/Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)Others(specify)									
-Foreign Corporate Bodies	200	0	200	0.00	0	0	0	0.00	0.00
-Foreign Nationals	17996	0	17996	0.01	290	0	290	0.00	-0.01
2. Central Govt/ State Govt(s)/ President of India	0	0	0	0.00	0	0	0.00	0.00	0.00
Sub-total (B)(1)+(B)(2):-	10078933	177467	10256400	4.92	10059177	177467	10236644	4.91	-0.01
3. Non-Institutions									
(a)(i) Individual Shareholders holding nominal share capital up to Rs.2 lakh	69471178	6039537	75510715	36.19	65367155	5901410	71268565	34.16	-2.03
(ii) Individual Shareholders holding nominal share capital in excess of Rs.2 lakh	37443488	114372	37557860	18.00	43379126	83101	43462227	20.83	2.83
(b) NBFCs registered with RBI	316446	0	316446	0.15	9327	0	9327	0	-0.15
(c) Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
(d)Overseas Depositories (Holding DRs)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other									
(i)Trusts	18631	0	18631	0.01	18631	0	18631	0.01	0.00
(ii) NRIs	938034	142832	1080866	0.52	941175	142832	1084007	0.52	0.00
(iii)Clearing Members	311265	0	311265	0.15	233723	0	233723	0.11	-0.04
(iv)Unclaimed Suspense Account(as per SEBI LODR,2015)	965736	0	965736	0.46	964304	0	964304	0.46	0.00

(v) Bodies Corp.	14538831	226152	14764983	7.08	13258620	225408	13484028	6.46	-0.62
(vi) Enemy Property	0	64418	64418	0.03	0	64418	64418	0.03	0.00
(vii) Non Resident Indian-Non Repatriable	338719	0	338719	0.16	360165	0	360165	0.17	0.01
Sub-total (B)(3):-	124342328	6587311	130929639	62.75	124532226	6417169	130949395	62.75	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	134421261	6764778	141186039	67.66	134591403	6594636	141186039	67.66	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)	201894515	6764778	208659293	100.00	202064657	6594636	208659293	100.00	0.00

(ii) Shareholding of Promoters

Sl 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 Pledge d / encumbered to total shares	
1	Amer Investments (Delhi) Limited	8790000	4.21	0.00	8790000	4.21	0.00	0.00
2	Amita Birla	33600	0.02	0.00	33600	0.02	0.00	0.00
3	Bengal Rubber Company Limited	5354950	2.57	0.00	5354950	2.57	0.00	0.00
4	Birla Brothers Private Limited	1100000	0.53	0.00	1100000	0.53	0.00	0.00
5	Central India Industries Limited	18400600	8.82	0.00	18400600	8.82	0.00	0.00
6	Chandra Kant Birla	6000	0.00	0.00	6000	0.00	0.00	0.00
7	Gwalior Finance Corporation Limited	670206	0.32	0.00	670206	0.32	0.00	0.00
8	Hindusthan Discounting Company Limited	3084556	1.48	0.00	3084556	1.48	0.00	0.00
9	Hitaishi Investments Limited	177496	0.09	0.00	177496	0.09	0.00	0.00
10	India Silica Magnesite Works Limited	365000	0.17	0.00	365000	0.17	0.00	0.00
11	Jaipur Finance And Dairy Products Pvt. Ltd.	3662000	1.76	0.00	3662000	1.76	0.00	0.63

12	National Bearing Co. (Jaipur) Limited	21612354	10.36	0.00	21612354	10.36	0.00	0.00
13	National Engineering Industries Limited	905000	0.43	0.00	905000	0.43	0.00	0.00
14	Nirmala Birla	487992	0.23	0.00	487992	0.23	0.00	0.00
15	Ranchi Enterprises And Properties Limited	70500	0.03	0.00	70500	0.03	0.00	0.00
16	Shekhavati Investments And Traders Ltd	1248000	0.60	0.00	1248000	0.60	0.00	0.00
17	Soorya Vanijya And Investment Limited	1505000	0.72	0.00	1505000	0.72	0.00	-0.62
18	Miss Avani Birla	0	0.00	0.00	0	0.00	0.00	0.00
19	Miss Avanti Birla	0	0.00	0.00	0	0.00	0.00	0.00
	Total	67473254	32.34	0.00	67473254	32.34	0.00	0.01

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

Sl. No.		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			
	At the beginning of the year	67473254	32.34	67473254	32.34			
	Date wise Increase/ Decrease in Promoters Shareholding during the Year specifying the reasons for increase/ Decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	Name of the Promoters	Holding prior to change	Date	Increase	Decrease	Reason	Holding after change
		NIL						
	At the end of the year				67473254			32.34

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

Sl. No	For each of the Top 10 shareholders	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.	Life Insurance Corporation of India (1000012)	7432175	3.56		
	a) At the beginning of the year	NO CHANGE DURING THE YEAR			
	b) Changes during the year				
	c) At the end of the year			7432175	3.56
2.	Anju Baldi (13378463)				

	a) At the beginning of the year	7823654	3.75		
	b) Changes during the year				
	Date Reason				
	13/4/2018 Buy	61376	0.03	7885030	3.78
	04/5/2018 Buy	67536	0.03	7952566	3.81
	08/6/2018 Buy	46400	0.02	7998966	3.83
	c) At the end of the year			7998966	3.83
3.	Bank of India (1302080000230073)	1495100	0.72		
	a) At the beginning of the year				
	b) Change during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			1495100	0.72
4.	Shiv Narayan Baldi (1204940000170856)	1884601	0.90		
	a) At the beginning of the year				
	b) Change during the year				
	Date Reason				
	14.12.2018 Buy	35446	0.02	1920047	0.92
	c) At the end of the year			1920047	0.92
5.	Shiv Narayan Baldi (1204940000103081)	3568723	1.71		
	a) At the beginning of the year				
	b) Change during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			3568723	1.71
6.	Indianivesh Securities Pvt Ltd** (1204940000000166)	1689101	0.81		
	a) At the beginning of the year				
	b) Change during the year				
	c) At the end of the year			1689101	0.81
7.	Lalita Devi Baldi (1204940000103022)	1559887	0.75		
	a) At the beginning of the year				
	b) Changes during the year				
	Date Reason				
	30.06.2018 Buy	700000	0.33	2259887	1.08
	c) At the end of the year			2259887	1.08
8.	Chandar Kala Baldi** (1201060500094257)	2100522	1.00		
	a) At the beginning of the year				
	b) Changes during the year				
	Date Reason				
	3.08.2018 Sale	-1	0.00	2100521	1.00
	12.10.2018 Sales	-25000	-0.01	2075521	0.99
	07.12.2018 Sales	-310000	-0.14	1765521	0.85
	c) At the end of the year			1765521	0.85
9.	Rajesh Baldi** (15718823)	1278138	0.61		
	a) At the beginning of the year				
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			1278138	0.61
10.	Sri Govinddeo Educational Institute** (10089278)	1225860	0.59		
	a) At the beginning of the year				
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			1225860	0.59
11.	Lifisure Consultancy Private Limited* (14519541)	1555687	0.75		
	a) At the beginning of the year				
	b) Changes during the year				

	Date Reason				
	07.09.2018 Buy	382760	0.18	1938447	0.93
	14.09.2018 Buy	73139	0.04	2011586	0.97
	21.09.2018 Buy	45999	0.02	2057585	0.99
	50.10.2018 Buy	83119	0.04	2140704	1.03
	12.10.2018 Buy	157849	0.07	2298553	1.10
	19.10.2018 Buy	7883	0.00	2306436	1.10
	09.11.2018 Buy	2503	0.01	2308939	1.11
	07.12.2018 Buy	115415	0.05	2424354	1.16
	04.01.2019 Buy	31152	0.02	2455506	1.18
	08.02.2019 Buy	43289	0.02	2498795	1.20
	15.02.2019 Buy	14578	0.00	2513373	1.20
	22.03.2019 Buy	258869	0.13	2772242	1.33
	30.03.2019 Buy	500000	0.24	3272242	1.57
	c) At the end of the year			3272242	1.57
12.	Sourabh Chhabra* (13773226)				
	a) At the beginning of the year	1308915	0.63		
	b) Changes during the year				
	Date Reason				
	31.08.2018 Buy	159495	0.07	1468410	0.70
	07.09.2018 Buy	157261	0.08	1625671	0.78
	14.09.2018 Buy	104948	0.05	1730619	0.83
	21.09.2018 Buy	57958	0.03	1788577	0.86
	28.09.2018 Buy	230302	0.11	2018879	0.97
	05.10.2018 Buy	119722	0.05	2138601	1.02
	12.10.2018 Buy	179598	0.09	2318199	1.11
	19.10.2018 Buy	162372	0.08	2480571	1.19
	26.10.2018 Buy	74775	0.03	2555346	1.22
	02.11.2018 Buy	15047	0.01	2570393	1.23
	23.11.2018 Buy	63265	0.03	2633658	1.26
	07.12.2018 Buy	133606	0.07	2767264	1.33
	31.12.2018 Buy	-705000	-0.34	2062264	0.99
	04.01.2019 Sales	7306	0.00	2069570	0.99
	11.01.2019 Buy	380000	0.18	2449570	1.17
	18.01.2019 Buy	275900	0.14	2725470	1.31
	25.01.2019 Buy	126498	0.06	2851968	1.37
	01.02.2019 Buy	29076	0.01	2881044	1.38
	22.02.2019 Buy	7000	0.00	2888044	1.38
	01.03.2019 Buy	114735	0.06	3002779	1.44
	22.03.2019 Buy	90000	0.04	3092779	1.48
	30.03.2019 Buy	-1040000	-0.50	2052779	0.98
	c) At the end of the year			2052779	0.98
13.	Saroj Devi Chhabra* (13773380)				
	a) At the beginning of the year	1520702	0.73		
	b) Changes during the year				
	Date Reason				
	14.12.2018 Buy	39502	0.02	1560204	0.75
	21.12.2018 Buy	18414	0.01	1578618	0.76
	31.12.2018 Buy	300000	0.14	1878618	0.90
	04.01.2019 Sales	-107306	-0.05	1771312	0.85
	11.01.2019 Sales	-95000	-0.05	1676312	0.80
	18.01.2019 Sales	-66000	-0.03	1610312	0.77
	01.02.2019 Buy	100350	0.05	1710662	0.82
	22.02.2019 Sales	-2000	0.00	1708662	0.82
	15.03.2019 Buy	75005	0.03	1783667	0.85
	22.03.2019 Buy	125000	0.06	1908667	0.91
	30.03.2019 Buy	141000	0.07	2049667	0.98
	c) At the end of the year			2049667	0.98
14.	Tilok Chand Chhabra* (13773218)				
	a) At the beginning of the year	1289088	0.62		

	b) Changes during the year					
	Date	Reason				
	23.11.2018	Buy	57258	0.03	1346346	0.65
	31.12.2018	Buy	491195	0.23	1837541	0.88
	11.01.2019	Sales	-188000	-0.09	1649541	0.79
	18.01.2019	Sales	-128982	-0.06	1520559	0.73
	15.02.2019	Buy	55794	0.03	1576353	0.76
	15.03.2019	Buy	64240	0.03	1640593	0.79
	22.03.2019	Buy	114824	0.05	1755417	0.84
	30.03.2019	Buy	294000	0.14	2049417	0.98
	c) At the end of the year				2049417	0.98

* Not in the list of the top ten shareholders as on 01-04-2018. The same has been reflected above since the shareholder was one of the top ten shareholders as on 31-03-2019.

** Ceased to be in the list of top ten shareholders as on 31-03-2019. The same is reflected above since the shareholder was one of the top ten shareholders as on 01-04-2018.

(v). Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1	Shri A. Sankaranarayanan, Director	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1300	0.00	1300	0.00
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change during the year		
	At the end of the year			1300	0.00
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
2	Shri Bhikam Chand Mishra – Chief Financial Officer	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1	0.00	1	0.00
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change during the year		
	At the end of the year			1	0.00

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	17,91,50,070	-	17,91,50,070
ii) Interest due but not paid	-	51,69,429	-	51,69,429
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	18,43,19,499	-	18,43,19,499
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	51,69,429	-	51,69,429
Net Change	-	51,69,429	-	51,69,429
Indebtedness at the end of the financial year				
i) Principal Amount	-	17,91,50,070	-	17,91,50,070
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	17,91,50,070	-	17,91,50,070

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Shri Raj Kamal Johri	Smt. Mou Mukherjee	
1.	Independent Directors • Fee for attending board /	1,20,000	1,10,000	2,30,000

	committee meetings • Commission • Others, please specify			
	Total (1)	1,20,000	1,10,000	2,30,000
2.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	Shri A. Sankaranarayanan 1,30,000	Shri Uttam Bose 70,000	2,00,000
	Total (2)	1,30,000	70,000	2,00,000
	Total=(1+2)			4,30,000
	Total Managerial Remuneration	4,30,000		
	Overall Ceiling as per the Act			

B. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		Company Secretary – Ms. Prativa Sharma (w.e.f. 13/09/2017)	CFO – Shri Bhikam Chand Mishra (ceased w.e.f 25/05/2018)	CEO– Shri Bhikam Chand Mishra (w.e.f 26/05/2018)	CFO – Shri Mahesh Kumar Kejriwal (w.e.f 26/05/2018)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	372399	338474	2783958	703171	4198002
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-	-	-
	(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 – Contribution to Provident Fund and Superannuation Fund	16854	9755	61650	16483	104742
	Total	389253	348229	2845608	719654	4302744

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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	NIL				
Punishment	NIL				
Compounding	NIL				
B. DIRECTORS					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				

For and on behalf of the Board of Directors

Sd/-

Sd/-

Kolkata
29th May, 2019

Uttam Bose
Director

A. Sankaranarayanan
Director