

## Annexure-2 to the Directors' Report

**Form No. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended 31st March, 2020**  
**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:

i)	CIN	L34103WB1942PLC018967
ii)	Registration Date	11th 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", 13th 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	KFin Technologies Private Limited Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Phone : (040) 67161500 Fax : 040 – 23420814 E-mail : einward.ris@kfintech.com suresh.d@kfintech.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 :

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
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N.A.

**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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(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
<b>Sub-total(A)(1)</b>	<b>67473254</b>	<b>0</b>	<b>67473254</b>	<b>32.34</b>	<b>67473254</b>	<b>0</b>	<b>67473254</b>	<b>32.34</b>	<b>0.00</b>
<b>(2) Foreign</b>									
(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
<b>Sub-total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>67473254</b>	<b>0</b>	<b>67473254</b>	<b>32.34</b>	<b>67473254</b>	<b>0</b>	<b>67473254</b>	<b>32.34</b>	<b>0.00</b>

**HINDUSTAN MOTORS LIMITED**

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	
<b>B. Public</b>									
<b>Shareholding</b>									
<b>1. Institutions</b>									
(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	2626712	55150	2681862	1.29	2629502	55150	2684652	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	0	0	0	0.00	0	0	0	0.00	0.00
– Foreign Nationals	290	0	290	0.00	290	0	290	0.00	0.00
<b>2. Central Govt/ State Govt(s)/President of India</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1)+(B)(2)</b>	<b>10059177</b>	<b>177467</b>	<b>10236644</b>	<b>4.91</b>	<b>10061967</b>	<b>177467</b>	<b>10239434</b>	<b>4.91</b>	<b>0.00</b>

**(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	
<b>3. Non-Institutions</b>									
(a) (i) Individual Shareholders holding nominal share capital up to Rs. 2 lakh	65367155	5901410	71268565	34.16	63308216	5774035	69082251	33.11	-1.05
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 2 lakh	43379126	83101	43462227	20.83	49713704	82457	49796161	23.86	3.03
(b) NBFCs registered with RBI	9327	0	9327	0	1446	0	1446	0	0
(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	13631	0	13631	0.01	0
(ii) NRIs	941175	142832	1084007	0.52	854121	142832	996953	0.48	-0.04
(iii) Clearing Members	233723	0	233723	0.11	146025	0	146025	0.07	-0.04
(iv) Unclaimed Suspense Account(as per SEBI LODR, 2015)	964304	0	964304	0.46	960458	0	960458	0.46	0
(v) Bodies Corp.	13258620	225408	13484028	6.46	9291267	224728	9515995	4.56	-1.9
(vi) Enemy Property	0	64418	64418	0.03	0	64418	64418	0.03	0
(vii) Non Resident Indian-Non Repatriable	360165	0	360165	0.17	369267	0	369267	0.18	0.01
<b>Sub-total (B)(3) :</b>	<b>124532226</b>	<b>6417169</b>	<b>130949395</b>	<b>62.75</b>	<b>124658135</b>	<b>6288470</b>	<b>130946605</b>	<b>62.76</b>	<b>0.01</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>134591403</b>	<b>6594636</b>	<b>141186039</b>	<b>67.66</b>	<b>134720102</b>	<b>6465937</b>	<b>141186039</b>	<b>67.66</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>202064657</b>	<b>6594636</b>	<b>208659293</b>	<b>100</b>	<b>202193356</b>	<b>6465937</b>	<b>208659293</b>	<b>100</b>	<b>0</b>

**(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 Pledged / encumbered to total shares	
1	Amer Investments (Delhi) Limited	8790000	4.21	0	8790000	4.21	0	0
2	Amita Birla	33600	0.02	0	33600	0.02	0	0
3	Bengal Rubber Company Limited	5354950	2.57	0	5354950	2.57	0	0
4	Birla Brothers Private Limited	1100000	0.53	0	1100000	0.53	0	0
5	Central India Industries Limited	18400600	8.82	0	18400600	8.82	0	0
6	Chandra Kant Birla	6000	0	0	6000	0	0	0
7	Gwalior Finance Corporation Limited	670206	0.32	0	670206	0.32	0	0
8	Hindusthan Discounting Company Limited	3084556	1.48	0	3084556	1.48	0	0
9	Hitaishi Investments Limited	177496	0.09	0	177496	0.09	0	0
10	India Silica Magnesite Works Limited	365000	0.17	0	365000	0.17	0	0
11	Jaipur Finance And Dairy Products Pvt. Ltd.	3662000	1.76	0	3662000	1.76	0	0.00
12	National Bearing Co. (Jaipur) Limited	21612354	10.36	0	21612354	10.36	0	0
13	National Engineering Industries Limited	905000	0.43	0	905000	0.43	0	0
14	Nirmala Birla	487992	0.23	0	487992	0.23	0	0
15	Ranchi Enterprises And Properties Limited	70500	0.03	0	70500	0.03	0	0
16	Shekhavati Investments And Traders Ltd	1248000	0.6	0	1248000	0.6	0	0
17	Soorya Vanijya And Investment Limited	1505000	0.72	0	1505000	0.72	0	0
18	Miss Avani Birla	0	0	0	0	0	0	0
19	Miss Avanti Birla	0	0	0	0	0	0	0
	<b>Total</b>	<b>67473254</b>	<b>32.34</b>	<b>0</b>	<b>67473254</b>	<b>32.34</b>	<b>0</b>	<b>0.00</b>

**(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 Share holding 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	<b>Life Insurance Corporation of India (10000012)</b>				
	a) At the beginning of the year	7432175	3.56		
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			7432175	3.56
2	<b>Anju Baldi (13378463)</b>				
	a) At the beginning of the year	7998966	3.83		
	b) Changes during the year				
	<b>Date Reason</b>				
	08.11.2019 Buy	49999	0.03	8048965	3.86
13.03.2020 Buy	63442	0.03	8112407	3.89	
	c) At the end of the year			8112407	3.89
3	<b>Bank of India (1302080000230073)</b>				
	a) At the beginning of the year	1495100	0.72		
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			1495100	0.72
4	<b>Shiv Narayan Baldi (1204940000170856)</b>				
	a) At the beginning of the year	1920047	0.92		
	b) Changes during the year				
<b>Date Reason</b>					
11.10.2019 Buy	64552	0.03	1984599	0.95	
	c) At the end of the year			1984599	0.95
5	<b>Shiv Narayan Baldi (1204940000103081)</b>				
	a) At the beginning of the year	3568723	1.71		
	b) Changes during the year				
	<b>Date Reason</b>				
	25.10.2019 Buy	30000	0.01	3598723	1.72
	01.11.2019 Buy	21000	0.01	3619723	1.73
	15.11.2019 Buy	5000	0.01	3624723	1.74
	29.11.2019 Buy	15578	0	3640301	1.74
	13.12.2019 Buy	25000	0.02	3665301	1.76
	20.12.2019 Buy	27000	0.01	3692301	1.77
	03.01.2020 Buy	117674	0.05	3809975	1.82
	10.01.2020 Buy	20000	0.01	3829975	1.83
	17.01.2020 Buy	82199	0.04	3912174	1.87

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
	24.01.2020 Buy	50000	0.03	3962174	1.9
	31.01.2020 Buy	25000	0.01	3987174	1.91
	27.03.2020 Buy	1306036	0.62	5293210	2.53
	c) At the end of the year			5293210	2.53
6	<b>Lalita Devi Baldi</b> (1204940000103022)				
	a) At the beginning of the year	2259887	1.08		
	b) Changes during the year				
	<b>Date Reason</b>				
	08.11.2019 Buy	4348	0	2264235	1.08
	13.12.2019 Buy	75000	0.04	2339235	1.12
	20.12.2019 Buy	17300	0.01	2356535	1.13
	27.03.2020 Sales	-148376	0.07	2208159	1.06
	c) At the end of the year			2208159	1.06
7	<b>Lifesure Consultancy Private Limited</b> (14519541)				
	a) At the beginning of the year	3272242	1.57		
	b) Changes during the year				
	<b>Date Reason</b>				
	21.06.2019 Buy	2000	0	3274242	1.57
	c) At the end of the year			3274242	1.57
8	<b>Sourabh Chhabra</b> (13773226)				
	a) At the beginning of the year	2052779	0.98		
	b) Changes during the year				
	<b>Date Reason</b>				
	05.04.2019 Buy	567775	0.28	2620554	1.26
	12.04.2019 Buy	157610	0.07	2778164	1.33
	19.04.2019 Buy	111861	0.06	2890025	1.39
	26.04.2019 Buy	53452	0.02	2943477	1.41
	31.05.2019 Buy	18000	0.01	2961477	1.42
	12.07.2019 Buy	140103	0.05	3101580	1.47
	19.07.2019 Buy	143000	0.08	3244580	1.55
	c) At the end of the year			3244580	1.55

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	
9	<b>Saroj Devi Chhabra</b> (13773380)					
	a) At the beginning of the year	2049667	0.98			
	b) Changes during the year					
	<b>Date</b>					
	<b>Reason</b>					
	12.04.2019	Sale	-52	0	2049615	0.98
	03.05.2019	Buy	182930	0.09	2232545	1.07
	13.05.2019	Buy	123409	0.06	2355954	1.13
	17.05.2019	Buy	98067	0.05	2454021	1.18
	24.05.2019	Buy	46966	0.02	2500987	1.2
	31.05.2019	Buy	88033	0.04	2589020	1.24
	07.06.2019	Buy	8000	0	2597020	1.24
29.06.2019	Buy	20000	0.01	2617020	1.25	
12.07.2019	Buy	140000	0.07	2757020	1.32	
c) At the end of the year				2757020	1.32	
10	<b>Tilok Chand Chhabra</b> (13773218)					
	a) At the beginning of the year	2049417	0.98			
	b) Changes during the year					
	<b>Date</b>					
	<b>Reason</b>					
	31.05.2019	Buy	198674	0.1	2248091	1.08
	07.06.2019	Buy	4000	0	2252091	1.08
29.06.2019	Sale	-190000	-0.09	2062091	0.99	
c) At the end of the year				2062091	0.99	



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

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
1	<b>Sri A. Sankaranarayanan</b> , Director				
	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	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
2	<b>Sri Bhikam Chand Mishra</b> , Chief Executive Officer (up to 17-08-2020)				
	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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	17,91,50,070	-	17,91,50,070
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>17,91,50,070</b>	-	<b>17,91,50,070</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	17,91,50,070	-	17,91,50,070
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>17,91,50,070</b>	-	<b>17,91,50,070</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to directors :**

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Sri Raj Kamal Johri	Smt. Mou Mukherjee	
1.	Independent Directors			
	• Fee for attending board / committee meetings	1,65,000	1,50,000	3,15,000
	• Commission	-	-	-
	• Others, please specify	-	-	-
	<b>Total (1)</b>	<b>1,65,000</b>	<b>1,50,000</b>	<b>3,15,000</b>
2.	Other Non-Executive Directors	<b>Sri A. Sankaranarayanan</b>	<b>Sri Uttam Bose</b>	
	• Fee for attending board / committee meetings	1,50,000	90,000	2,40,000
	• Commission	-	-	-
	• Others, please specify	-	-	-
	<b>Total (2)</b>	<b>1,50,000</b>	<b>90,000</b>	<b>2,40,000</b>
	<b>Total = (1+2)</b>			<b>5,55,000</b>
	<b>Total Managerial Remuneration overall ceiling as per the Act</b>			<b>5,55,000</b>

**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)	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	464441	3643494	858852	<b>4966787</b>
	(b) Value of perquisites u/s 17(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	20844	79361	19404	<b>119609</b>
	<b>Total</b>	<b>485285</b>	<b>3722855</b>	<b>878256</b>	<b>5086396</b>

## 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)
<b>A. COMPANY</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>B. DIRECTORS</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				

For and on behalf of the Board of Directors

Kolkata  
30th June, 2020**Uttam Bose**  
*Director*  
(DIN- 02340000)**A. Sankaranarayanan**  
*Director*  
(DIN- 00385632)