

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L29120MH1964PLC012955

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACH0973N

(ii) (a) Name of the company

HINDUSTAN COMPOSITES LIM

(b) Registered office address

PENINSULA BUSINESS PARK,"A" TOWER
8TH FLOOR, SENAPATI BAPAT MARG
LOWER PAREL
Maharashtra
400013

(c) *e-mail ID of the company

secretarial@hindcompo.com

(d) *Telephone number with STD code

02266880100

(e) Website

www.hindcompo.com

(iii) Date of Incorporation

01/07/1964

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LTD. AND NATIONAL STOCK EXCHANGE OF INDIA LTD.	1,025

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

29/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	83.26
2	K	Financial and insurance Service	K8	Other financial activities	16.74

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	COMPO ADVICS (INDIA) PRIVA	U36100MH2013PTC250528	Joint Venture	49

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	16,000,000	14,769,000	14,769,000	14,769,000
Total amount of equity shares (in Rupees)	80,000,000	73,845,000	73,845,000	73,845,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	16,000,000	14,769,000	14,769,000	14,769,000
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	80,000,000	73,845,000	73,845,000	73,845,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

At the beginning of the year	417,937	14,351,063	14769000	73,845,000	73,845,000	
Increase during the year	0	36,148	36148	180,740	180,740	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	36,148	36148	180,740	180,740	
Dematerialisation of Shares from physical holdings						
Decrease during the year	36,148	0	36148	180,740	180,740	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	36,148	0	36148	180,740	180,740	
Dematerialisation of Shares from physical holdings						
At the end of the year	381,789	14,387,211	14769000	73,845,000	73,845,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
0						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE310C01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		29/09/2022
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,826,876,450

(ii) Net worth of the Company

7,883,465,127

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,073,030	74.97	0	
10.	Others	0	0	0	
	Total	11,073,030	74.97	0	0

Total number of shareholders (promoters)

12

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,403,868	16.28	0	
	(ii) Non-resident Indian (NRI)	55,073	0.37	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	1,975	0.01	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	150	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	563,244	3.81	0	
10.	Others Clearing Member, Trust, Un	671,660	4.55	0	
	Total	3,695,970	25.02	0	0

Total number of shareholders (other than promoters)

14,683

**Total number of shareholders (Promoters+Public/
Other than promoters)**

14,695

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	12	12
Members (other than promoters)	14,974	14,683
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	0	1	0	0
B. Non-Promoter	1	5	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	5	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAGHU NANDAN MOD	00053329	Director	0	
PAWAN KUMAR CHOL	00535670	Managing Director	0	
ASHOK B VAIDYA	00246208	Director	0	
DEEPAK SETHI	07165462	Director	0	
KULDIP SINGH BRAR	01146720	Director	0	
LALIT KUMAR BARARI	00204670	Director	0	
PREETI VIMAL AGRAV	08693668	Director	0	
SUNIL KUMAR JINDAL	ACRPJ7013R	CFO	0	
PRANABH KAPOOR	ECPPK9066M	Company Secretar	0	13/04/2023

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VIKRAM SONI	BMPPS2320P	Company Secretar	08/10/2022	Cessation
RAGHU NANDAN MOD	00053329	Director	23/10/2022	Change in designation
PRANABH KAPOOR	ECPPK9066M	Company Secretar	11/11/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/09/2022	15,506	56	74.98

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2022	7	7	100
2	11/08/2022	7	7	100
3	22/10/2022	7	7	100
4	11/11/2022	7	6	85.71
5	13/02/2023	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/05/2022	5	5	100
2	Audit Committee	11/08/2022	5	5	100
3	Audit Committee	11/11/2022	5	4	80
4	Audit Committee	13/02/2023	5	5	100
5	Nomination and Remuneration Committee	26/05/2022	3	3	100
6	Nomination and Remuneration Committee	11/11/2022	3	3	100
7	Stakeholders Forum	26/05/2022	3	3	100
8	Stakeholders Forum	11/08/2022	3	3	100
9	Stakeholders Forum	11/11/2022	3	2	66.67
10	Stakeholders Forum	13/02/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2023
								(Y/N/NA)
1	RAGHU NANDE	5	4	80	8	6	75	No
2	PAWAN KUMAR	5	5	100	5	5	100	Yes
3	ASHOK B VAI	5	5	100	10	10	100	Yes
4	DEEPAK SET	5	5	100	4	4	100	Yes
5	KULDIP SING	5	5	100	11	11	100	Yes
6	LALIT KUMAR	5	5	100	8	7	87.5	Yes
7	PREETI VIMA	5	5	100	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAGHU NANDAN M	Whole-time direc	13,721,817	0	0	0	13,721,817
2	PAWAN KUMAR CI	Managing Direct	10,017,800	0	0	0	10,017,800
	Total		23,739,617	0	0	0	23,739,617

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNIL KUMAR JINI	CFO	2,801,580	0	0	0	2,801,580
2	VIKRAM SONI	COMPANY SEC	1,091,716	0	0	0	1,091,716
3	PRANABH KAPOO	COMPANY SEC	557,013	0	0	0	557,013
	Total		4,450,309	0	0	0	4,450,309

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAGHU NANDAN M	Director, Non-Ex	0	0	0	10,000	10,000
2	ASHOK B VAIDYA	Independent Dir	0	200,000	0	150,000	350,000
3	DEEPAK SETHI	Independent Dir	0	200,000	0	90,000	290,000
4	KULDIP SINGH BR	Independent Dir	0	200,000	0	150,000	350,000
5	LALIT KUMAR BAR	Independent Dir	0	200,000	0	120,000	320,000
6	PREETI VIMAL AG	Independent Dir	0	200,000	0	70,000	270,000
	Total		0	1,000,000	0	590,000	1,590,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

Delay in filing of one e-form with MCA on account of technical glitches at newly launched version 3 of MCA website.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

CS MANISH BALDEVA

Whether associate or fellow



Associate



Fellow

Certificate of practice number

11062

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

10052

dated

30/06/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

PAWAN
KUMAR
CHOUDHARY
Digitally signed by
PAWAN KUMAR
CHOUDHARY
Date: 2023.11.22
16:21:01 +05'30'

DIN of the director

00535670

To be digitally signed by

Ravi Motilal
Vaishnav
Digitally signed by
Ravi Motilal Vaishnav
Date: 2023.11.22
16:21:29 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

34607

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

Annexure_Committee Meetings.pdf
MGT-8 HCL_2023.pdf
Hindustan Composites LimitedSHH.pdf
Hindustan Composites LimitedSHT.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Annual Return MGT-7 – FY 2022-23
**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES
OF THE BOARD OF DIRECTORS**
C. Committee Meeting details

Number of Meetings Held - 13

Sr. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %attendance
1	Audit Committee Meeting	26/05/2022	5	5	100
		11/08/2022	5	5	100
		11/11/2022	5	4	80
		13/02/2023	5	5	100
2	Nomination and Remuneration Committee Meeting	26/05/2022	3	3	100
		11/11/2022	3	3	100
3	Stakeholders Relationship Committee Meeting	26/05/2022	3	3	100
		11/08/2022	3	3	100
		11/11/2022	3	2	66.67
		13/02/2023	3	3	100
4	Corporate Social Responsibility Committee Meeting	26/05/2022	3	3	100
5	Risk Management Committee Meeting	29/07/2022	4	3	75
		24/01/2023	3	3	100

For Hindustan Composites Limited



Ravi Vaishnav
Company Secretary & Compliance Officer
Membership No. ACS 34607