

ANNEXURE III**FORM NO. MGT 9**

Extract of Annual Return for the financial year ended 31.03.2019

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

I. REGISTRATION & OTHER DETAILS :		
i	CIN	L99999MH1945PLC004581
ii	Registration Date	15 th October, 1945
iii	Name of the Company	Hardcastle And Waud Mfg Co. Ltd
iv	Category/Sub-category of the Company	Public Limited Company / Limited by Shares
v	Address of the Registered office & contact details	Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E), Thane 421306 Tel No.022-22837658-63. Fax No. 022-22873176 E-mail Id: ho@hawcoindia.com , Website: www.hawcoindia.in
vi	Whether listed company	Yes
vii	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Phone : 022 49186270 Fax: 022 49186060 e-mail : rnt.helpdesk@linkintime.co.in

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:-

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Industrial Chemicals	46691	52.14
2	Leasing Activities	7730	45.38

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/ GLN	Holding / Subsidiary/ Associate	% of Shares held	Applicable Section
			NIL		

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at beginning of the year (As on 01.04.2018)				No. of Shares held at end of the year (As on 31.03.2019)				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	30,347	0	30,347	4.47	30,347	0	30,347	4.47	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	4,56,248	0	4,56,248	67.15	4,56,248	0	4,56,248	67.15	0
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1) :	4,86,595	0	4,86,595	71.62	4,86,595	0	4,86,595	71.62	0
(2) Foreign									
a) NRI- Individuals	12,588	0	12,588	1.85	12,588	0	12,588	1.85	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (2) :	12,588	0	12,588	1.85	12,588	0	12,588	1.85	0
Total Shareholding of Promoters (A) = (A) (1) + (A) (2)	4,99,183	0	4,99,183	73.47	4,99,183	0	4,99,183	73.47	0

Category of Shareholders	No. of Shares held at beginning of the year (As on 01.04.2018)				No. of Shares held at end of the year (As on 31.03.2019)				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	560	560	0.08	0	560	560	0.08	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others	0	0	0	0	0	0	0	0	0
Sub Total (B) (1) :	0	560	560	0.08	0	560	560	0.08	0
(2) Non Institutions									
a) Bodies Corporates									
i) Indian	65,159	2,540	67,699	9.96	64,516	2,540	67,056	9.87	-0.09
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	76,755	19,300	96,055	14.14	76,526	18,146	94,672	13.93	-0.21
ii) Individuals shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others									
i. Non-Resident Indian	1,269	26	1,295	0.19	1,411	26	1,437	0.21	0.02
ii. HUF	4,473	0	4,473	0.66	5,078	0	5,078	0.75	0.09
iii. Clearing Members	559	0	559	0.08	1,838	0	1,838	0.27	0.19

Category of Shareholders	No. of Shares held at beginning of the year (As on 01.04.2018)				No. of Shares held at end of the year (As on 31.03.2019)				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
iv) Hardcastle & Waud Mfg Co Ltd. Unclaimed Suspense Account	9,650	0	9,650	1.42	9,650	0	9,650	1.42	0
Sub Total (B) (2) :	1,57,865	21,866	1,79,731	26.45	1,59,019	20,712	1,79,731	26.45	0
Total Public shareholding (B) = (B) (1) + (B) (2)	1,57,865	22,426	1,80,291	26.53	1,59,019	21,272	1,80,291	26.53	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6,57,048	22,426	6,79,474	100	6,57,048	22,426	6,79,474	100	0

ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at beginning of the year (As on 01.04.2018)			Shareholding at end of the year (As on 31.03.2019)			% of change in shareholding 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	Winmore Leasing & Holdings Ltd	2,98,946	44.00	0	2,98,946	44.00	0	0
2	Shri Ambika Trading Co. Pvt. Ltd	78,705	11.58	0	78,705	11.58	0	0
3	Saubhagya Impex Pvt. Ltd	50,051	7.37	0	50,051	7.37	0	0
4	Achal Exim Pvt. Ltd	18,606	2.74	0	18,606	2.74	0	0
5	Shri Anurag Jatia	12,588	1.85	0	12,588	1.85	0	0
6	Amit Jatia HUF	10,070	1.48	0	10,070	1.48	0	0
7	Vishwas Investment & Trading Co. Pvt. Ltd	9,420	1.39	0	9,420	1.39	0	0
8	Smt Smita Jatia	6,586	0.97	0	6,586	0.97	0	0
9	Shri Banwari Lal Jatia	6,028	0.89	0	6,028	0.89	0	0
10	Smt Lalita Devi Jatia	5,543	0.82	0	5,543	0.82	0	0

Sr. No	Shareholder's Name	Shareholding at beginning of the year (As on 01.04.2018)			Shareholding at end of the year (As on 31.03.2019)			% of change in shareholding 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	
11	Shri Amit Jatia	1,948	0.29	0	1,948	0.29	0	0
12	Horizon Impex Pvt. Ltd	490	0.07	0	490	0.07	0	0
13	Smt Usha Devi Jatia	170	0.03	0	170	0.03	0	0
14	Subh Ashish Exim Pvt. Ltd	20	0	0	20	0	0	
15	Shri Akshay Jatia	1	0	0	1	0	0	0
16	Shri Ayush Jatia	1	0	0	1	0	0	0
17	Anand Veena Twisters Pvt. Ltd	1	0	0	1	0	0	0
18	Houghton Hardcastle (India) Pvt. Ltd	1	0	0	1	0	0	0
19	Hawcoplast Investments & Trading Ltd	1	0	0	1	0	0	0
20	Hardcastle Petrofer Private Limited	1	0	0	1	0	0	0
21	Vandeep Trade Links Private Limited	1	0	0	1	0	0	0
22	Acacia Impex Private Limited	1	0	0	1	0	0	0
23	Amit BL Properties Private Limited	1	0	0	1	0	0	0
24	Concept Highland Business Private Limited	1	0	0	1	0	0	0
25	Akshay Ayush Impex Private Limited	1	0	0	1	0	0	0
26	Hawco Petrofer LLP	1	0	0	1	0	0	0
	Total	4,99,183	73.47	0	4,99,183	73.47	0	0

iii) Change in Promoters Shareholding (Specify if there is No Change)

Sr. No.		Shareholding at beginning of the year (As on 01.04.2018)		Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	4,99,183	73.47	4,99,183	73.47
2	Date wise increase / decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	No Change	No Change	No Change	No Change
3	At the end of the year	4,99,183	73.47	4,99,183	73.47

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

Sr. No.	Shareholder's Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares at the beginning of the year (01.04.2018) / end of the year (31.03.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Bay Capital Advisors Pvt. Ltd	12,150	1.79	01.04.2018	-	-	12,150	1.79
				21.12.2018	36,825	Transfer	48,975	7.21
		48,975	7.21	31.03.2019	-	-	48,975	7.21
2	Discovery Financial Services Pvt. Ltd	7,000	1.03	01.04.2018	-	-	7,000	1.03
		7,000	1.03	31.03.2019	-	-	7,000	1.03
3	Shri Vijay Aggarwal	5,000	0.74	01.04.2018	-	-	5,000	0.74
		5,000	0.74	31.03.2019	-	-	5,000	0.74
4	Marudhar Vyapaar Pvt. Ltd	3,000	0.44	01.04.2018	-	-	3,000	0.44
		3,000	0.44	31.03.2019	-	-	3,000	0.44

5	Shri Kamlesh Himatlal Shah	2,289	0.34	01.04.2018	-	-	2,289	0.34
		2,289	0.34	31.03.2019	-	-	2,289	0.34
6	Sikkim Jansewa Pratisthan Pvt. Ltd	2,000	0.29	01.04.2018	-	-	2,000	0.29
		2,000	0.29	31.03.2019	-	-	2,000	0.29
7	Shri Raichand Sethia	1,855	0.27	01.04.2018	-	-	1,855	0.27
		1,855	0.27	31.03.2019	-	-	1,855	0.27
8	Smt. Sushiladevi Somani	1,597	0.24	01.04.2018	-	-	1,597	0.24
		1,597	0.24	31.03.2019	-	-	1,597	0.24
9	Shri Tapan Kumar Dey	1,450	0.21	01.04.2018	-	-	1,450	0.21
		1,450	0.21	31.03.2019	-	-	1,450	0.21
10	Dorothy Dsouza	1,400	0.21	01.04.2018	-	-	1,400	0.21
		1,400	0.21	31.03.2019	-	-	1,400	0.21

v) Shareholding of Directors & Key Managerial Personnel

Sr. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares at the beginning of the year (01.04.2018) / end of the year (31.03.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Shri Banwari Lal Jatia	6,028	0.89	01.04.2018	-	-	6,028	0.89
		6,028	0.89	31.03.2019	-	-	6,028	0.89

V. INDEBTEDNESS

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

(Rs Lakhs)

	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2018)				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	50.0	-	50.00
Reduction	-	(25.00)	-	(25.00)
Net Change	-	25.00	-	25.00
Indebtedness at the end of the financial year (31.3.2019)				
i. Principal Amount	-	25.00	-	25.00
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	00.01	-	00.01
Total (i + ii + iii)	-	25.01	-	25.01

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to Managing Director, Whole time Directors and / or Manager:

Sr No	Particulars of Remuneration	Name of MD	Total Amount Rs Lakhs
		Shri Banwari Lal Jatia	
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	-
	(c) Profits in lieu of Salary under section 17(3) of Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of Profit	-	-
5	Others	-	-
	Total (A)	0	0
	Ceiling as per the Act		60.00

B) Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of the Director			Total Amount (Rs Lakhs)
		Shri Sunil Kantilal Trivedi	Smt Rekha Abhishek Pacheria	Shri Govind Prasad Goyal (upto 11.07.2018)	
1	Independent Directors				
	(a) Fee for attending board and committee meetings	0.18	0.18	0.02	0.38
	(b) Commission	-	-	-	-
	(c) Others	-	-	-	-
	Total (1)	0.18	0.18	0.02	0.38

2	Other Non-Executive Directors	Shri Om Prakash Adukia	Smt. Smita Jatia (upto 11.07.2018)	Total Amount (Rs Lakhs)
	(a) Fee for attending board and committee meetings	0.18	0.02	0.20
	(b) Commission	-	-	-
	(c) Others	-	-	-
	Total (2)	0.18	0.02	0.20
	Total (B) = 1 + 2			0.58
	Total Managerial Remuneration			0.58
	Overall Ceiling as per the Act.			60.58

C) Remuneration to Key Managerial Personnel other than MD / MANAGER / WTD:

Sr No	Particulars of Remuneration	Name of KMP		Total Amount Rs Lakhs
		Shri Narendra Abhichandani - CFO (upto 31.12.2018)	Smt Smita Achrekar - Company Secretary	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	8.50	10.31	18.81
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	0.55	0.00	0.55
	(c) Profits in lieu of Salary under section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of Profit	-	-	-
5	Others	-	-	-
	Total	9.05	10.31	19.36

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