

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return

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

U93090TN1960PLC004355

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACH5516P

(ii) (a) Name of the company

HTL LIMITED

(b) Registered office address

G.S.T. ROAD,
GUINDY
chennai
Tamil Nadu
600032

(c) *e-mail ID of the company

coo@htlchennai.com

(d) *Telephone number with STD code

04422501022

(e) Website

www.htlchennai.com

(iii) Date of Incorporation

14/12/1960

(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

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 07/08/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

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	C9	Computer, electronic, Communication and scientific measuring & control equipment	100

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	HFCL LIMITED	L64200HP1987PLC007466	Holding	74

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	2,000,000	1,500,000	1,500,000	1,500,000
Total amount of equity shares (in Rupees)	200,000,000	150,000,000	150,000,000	150,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,000,000	1,500,000	1,500,000	1,500,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	200,000,000	150,000,000	150,000,000	150,000,000

(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)				

(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				
At the beginning of the year	1,500,000	150,000,000	150,000,000	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	1,500,000	150,000,000	150,000,000	

Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	0	0	0	

(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		<input type="text"/>	
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

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) *Indebtedness including 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
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			603,345,239
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			718,111,729
Deposit			0
Total			1,321,456,968

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

4,331,737,575

(ii) Net worth of the Company

11,728,985

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		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)	1,110,000	74	0	
10.	Others	0	0	0	
	Total	1,110,000	74	0	0

Total number of shareholders (promoters)

3

(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	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	390,000	26	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)	0	0	0	
10.	Others	0	0	0	
	Total	390,000	26	0	0

Total number of shareholders (other than promoters)

4

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

7

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	3	3
Members (other than promoters)	4	4
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	0	2	0	2	0	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	7	0	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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)
Mahendra Nahata	00052898	Director	0	
R.M.Kastia	00053059	Director	0	
M.P.Shukla	00052977	Director	0	
Y.L.Agarwal	00024770	Director	0	
K.C.Jani	02535299	Director	0	
R.K.Pathak	03272001	Nominee director	0	
S.K.Gupta	08221877	Nominee director	0	
S.Narayanan	AAAPN2220K	Company Secretar	0	
G.S.Naidu	ABRPN4626P	Manager	0	
C.D.Ponnappa	ACZPP1337Q	CFO	0	

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

0

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)

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	29/07/2019	2	2	99.99

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	10/05/2019	7	6	85.71
2	09/07/2019	7	5	71.43
3	29/07/2019	7	6	85.71
4	18/10/2019	7	6	85.71
5	17/01/2020	7	5	71.43

C. COMMITTEE MEETINGS

Number of meetings held

5

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	10/05/2019	4	3	75
2	Audit Committee	09/07/2019	4	3	75
3	Audit Committee	18/10/2019	4	4	100
4	Audit Committee	17/01/2020	4	2	50

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
5	Nomination an	17/01/2020	3	2	66.67

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	07/08/2020
								(Y/N/NA)
1	Mahendra Nat	5	5	100	1	1	100	Yes
2	R.M.Kastia	5	4	80	4	3	75	Yes
3	M.P.Shukla	5	4	80	5	3	60	Yes
4	Y.L.Agarwal	5	4	80	0	0	0	No
5	K.C.Jani	5	3	60	4	3	75	Yes
6	R.K.Pathak	5	4	80	1	1	100	Yes
7	S.K.Gupta	5	4	80	4	3	75	No

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	G.S.Naidu	Manager	5,137,697	0	1,447,382	484,039	7,069,118
	Total		5,137,697	0	1,447,382	484,039	7,069,118

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	C.D.Ponnappa	CFO	4,529,419	0	1,274,560	414,893	6,218,872
2	S.Narayanan	Company Secre	2,031,762				2,031,762
	Total		6,561,181	0	1,274,560	414,893	8,250,634

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

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

R.BALASUBRAMANIAN

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

11979

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. ... dated

(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

RANJEET
MAL
KASTIA
Digitally signed by
RANJEET MAL
KASTIA
Date: 2020.08.10
19:24:13 +05'30'

DIN of the director

00053059

To be digitally signed by

S
Narayanan
Digitally signed by
S Narayanan
Date: 2020.08.10
19:24:13 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

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 Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

HTL - List of Shareholders.pdf
Explanatory Note.pdf
MGT 8_HTL Limited_19-20.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

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No. 1, I Floor, Abdul Farook Sahib Street
Pallavaram, Chennai - 600043
csrb.co@gmail.com
+91 - 99411 80826 / 98409 80826

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. HTL Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2020. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies and Central Government within the prescribed time and after the prescribed time in certain cases along with the requisite additional fee. There were no forms required to be filed with Regional Director, Tribunal, Court or other authorities;
 4. Calling/ convening/ holding meetings of Board of Directors and its Committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; There were no resolutions passed by postal ballot.
 5. The Company did not close its Register of Members / other Securities holders and hence, compliance under the Act for closure of Register of Members / Security holders is not applicable.
 6. The Company has not advanced any loans to its Directors and/or persons or firms or Companies referred in Section 185 of the Act and hence compliance on the said Section of the Act is not applicable.
 7. Contracts/arrangements with related parties as specified in Section 188 of the Act;



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8. There were no issue, allotment, transfer, transmission, buy back of shares or redemption of preference shares, alteration or reduction of share capital, conversion of shares or issue of share certificates made during the financial year.
9. The Company did not keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares and hence compliance on the applicable provisions of the Act is not applicable.
10. The Company did not declare dividend during the financial year under review. There were no unpaid/ unclaimed dividend/other amounts required to be transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - Sections (3), (4) and (5) thereof;
12. The Company has complied the provisions with regard to Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
13. Re-appointment auditors as per the provisions of Section 139 of the Act; There was no causal vacancy of Auditors during the year under review;
14. There were no approvals required to be taken from the Tribunal, Regional Director, Registrar, Court, Central Government or such other authorities under the various provisions of the Act;
15. The Company did not accept deposits during the year under review.
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable;
17. Complied with the provisions of the Act with respect to investments in Equity shares of other Company. There were no other loans nor guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act during the financial year under review;
18. There was no alteration of the provisions of the Memorandum or Articles of Association of the Company during the financial year under review.

For R. Balasubramanian & Co.


R. Balasubramanian
Practising Company Secretary
FCS 10011 C.P. 11979



Place: Chennai

Date: 04.09.2020

UDIN: F010011B000664060