

HARITA SEATING SYSTEMS LIMITED

Form No. MGT-9 EXTRACT OF ANNUAL RETURN

for the financial year ended 31st March 2019

[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 : L27209TN1996PLC035293
- ii) Registration Date : 24.04.1996
- iii) Name of the Company : Harita Seating Systems Limited
- iv) Category / Sub-Category of the Company : Listed Public Company
- v) Address of the Registered office and contact details : "Jayalakshmi Estates",
29, Haddows Road, Chennai - 600 006
Tel. : 044 - 2827 2233
Fax : 044 - 2825 7121
- vi) Whether listed company Yes / No : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent : Sundaram-Clayton Limited
Share Transfer Agent
"Jayalakshmi Estates", 1st Floor,
29, Haddows Road, Chennai - 600 006
Tel. : 044 - 2828 4959; 2827 2233
Fax : 044 - 2825 7121

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	NIC code of the product HSS code	% to total turnover of the Company
1	Seats used for Motor vehicle	94012000	97.87%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section of the Companies Act, 2013
1	Harita Fehrer Limited, "Jayalakshmi Estates", 29, Haddows Road, Chennai - 600 006	U25200TN2008PLC068513	Subsidiary	51%	2(87)

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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 (as on 1 st April 2018)				No. of Shares held at the end of the year (as on 31 st March 2019)				Change in shareholding during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
Indian									
- Bodies Corp.	40,57,362	-	40,57,362	52.22	40,57,362	-	40,57,362	52.22	-
Foreign									
- Director	10,87,600	-	10,87,600	14.00	10,87,600	-	10,87,600	14.00	-
Total Shareholding of Promoter (A)	51,44,962	-	51,44,962	66.22	51,44,962	-	51,44,962	66.22	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	30,008	-	30,008	0.39	0.39
b) Banks / FI	1,315	200	1,515	0.02	1,454	200	1,654	0.02	-
c) Insurance Companies	-	-	-	-	-	-	-	-	-
d) FIs	-	-	-	-	-	-	-	-	-
e) Foreign Portfolio Investor- Corporates	6,77,205	-	6,77,205	8.72	51,175	-	51,175	0.66	(8.06)
Sub-total (B)(1)	6,78,520	200	6,78,720	8.74	82,637	200	82,837	1.07	(7.67)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	4,65,875	3,880	4,69,755	6.05	5,35,603	3,880	5,39,483	6.94	0.89
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	9,95,553	3,33,743	13,29,296	17.11	13,36,418	2,65,802	16,02,220	20.62	3.51
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1,12,998	-	1,12,998	1.45	3,30,051	-	3,30,051	4.25	2.8
c) Others (specify)									
(c-i) Directors & relatives	2,020	-	2,020	0.03	2,020	-	2,020	0.03	-
(c-ii) NRI Repatriable	13,472	-	13,472	0.17	27,476	-	27,476	0.35	0.18
(c-iii) NRI-Non Repatriable	12,935	-	12,935	0.17	17,153	-	17,153	0.22	0.05
(c-iv) Clearing member	4,760	-	4,760	0.06	21,417	-	21,417	0.28	0.22
(c-v) Limited Liability Partnership	122	-	122	-	1,421	-	1,421	0.02	0.02
Sub-total (B)(2)	16,07,735	3,37,623	19,45,358	25.04	22,71,559	2,69,682	25,41,241	32.71	7.67
Total Public Shareholding (B)= (B)(1)+ (B)(2)	22,86,255	3,37,823	26,24,078	33.78	23,54,196	2,69,882	26,24,078	33.78	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	74,31,217	337,823	77,69,040	100.00	74,99,158	2,69,882	77,69,040	100.00	-

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(ii) Shareholding of Promoters & Promoters' Group

Sl. No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares as on 1 st April 2018	% to total shares of the Company	% of shares Pledged / Encumbered to total shares	No. of shares as on 31 st March 2019	% to total shares of the Company	% of shares Pledged / Encumbered to total shares	
1	Harita Limited	18,00,500	23.18	-	18,00,500	23.18	-	-
2	Harita Financial Services Limited	2,92,700	3.77	-	2,92,700	3.77	-	-
3	Harita Gopal Private Limited*	479762	6.17	-	-	-	-	(6.17)
4	Harita Sheela Private Limited	4,85,000	6.24	-	4,85,000	6.24	-	-
5	Harita Malini Private Limited	4,67,800	6.02	-	4,67,800	6.02	-	-
6	Harita Venu Private Limited	4,67,800	6.02	-	4,67,800	6.02	-	-
7	Harita Cheema Private Limited	27,000	0.35	-	27,000	0.35	-	-
8	Harita Prema Private Limited	27,000	0.35	-	27,000	0.35	-	-
9	Harita Balaji Private Limited	9,800	0.12	-	9,800	0.12	-	-
10	Vidhar Management and Consultancy Services LLP	-	-	-	4,79,762	6.17	-	6.17
11	Mr Martin Grammer (Director)	10,87,600	14.00	-	10,87,600	14.00	-	-
	Total	51,44,962	66.22	-	51,44,962	66.22	-	-

* A Scheme of Amalgamation ("Scheme") between Harita Gopal Private Limited (HGPL), the transferor company and Vidhar Management and Consultancy Services Private Limited (VMCSPL), the transferee company was sanctioned by the Hon'ble National Company Law Tribunal (NCLT) vide its Order No. CP / 135 & 136 / CAA / 2018.

Consequent to the Scheme becoming effective, the 6.18% of equity shares held by HGPL, was transferred to VMCSPL on 21st January 2019. Subsequently, VMCSPL converted into LLP effective 27th March 2019

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

Opening Balance (% of share capital)	Date of dealing	Purchase or Sales	No. of shares	% to total shares of the Company	Cumulative		Closing Balance	
					No. of shares	% to total shares of the Company	No. of shares	% to total shares of the Company
Vidhar Management And Consultancy Services LLP								
NIL	01-04-2018							
	25-01-2019	Transfer / Purchase	4,79,762	6.17	4,79,762	6.17		
	31-03-2019						4,79,762	6.17
Harita Gopal Private Limited								
4,79,762 (6.17%)	01-04-2018							
	25-01-2019	Transfer / Sold	4,79,762	6.17	4,79,762	6.17	-	-
	31-03-2019						-	-

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

Opening Balance (% of share capital)	Date of dealing	Purchase or Sales	No. of shares	% to total shares of the Company	Cumulative		Closing Balance	
					No. of shares	% to total shares of the Company	No. of shares	% to total shares of the Company
LCI Estates LLP								
3,65,000 (4.70%)	01-04-2018						3,65,000	4.70
	06-04-2018	Transfer / Purchase	3,65,000	4.70	3,65,000	4.70		
	31-03-2019							
Abhay Shyamsunder Chandak								
NIL	01-04-2018						79,998	1.03
	31-08-2018	Transfer / Purchase	14,998	0.19	14,998	0.19		
	12-10-2018	Transfer / Purchase	65,000	0.83	79,998	1.03		
	31-03-2019							
Aditya S. Chandak								
NIL	01-04-2018						75,001	0.96
	31-08-2018	Transfer / Purchase	10,000	0.12	10,000	0.13		
	12-10-2018	Transfer / Purchase	65,000	0.83	75,000	0.96		
	14-12-2018	Transfer / Purchase	1	-	75,001	0.96		
	31-03-2019							
SI Investments and Broking Private Limited								
NIL	01-04-2018						40,000	0.51
	17-08-2018	Transfer / Purchase	34,436	0.44	34,436	0.44		
	14-09-2018	Transfer / Sold	32,505	0.42	1,931	0.02		
	28-09-2018	Transfer / Sold	1,931	0.02	-	-		
	07-12-2018	Transfer / Purchase	40,000	0.51	40,000	0.51		
	31-03-2019							
The Indiaman Fund (Mauritius) Limited								
3,49,962 (4.50%)	01-04-2018						32,595	0.42
	27-07-2018	Transfer / Sold	45,000	0.58	3,04,962	3.93		
	03-08-2018	Transfer / Sold	1,23,964	1.60	1,80,998	2.33		
	06-08-2018	Transfer / Sold	35,000	0.45	1,45,998	1.88		
	10-08-2018	Transfer / Sold	85,000	1.09	60,998	0.79		
	17-08-2018	Transfer / Sold	28,403	0.37	32,595	0.42		
	31.03.2019							
Edelweiss Trusteeship Co Ltd								
NIL	01-04-2018						30,008	0.39
	01-03-2019	Transfer / Purchase	25,200	0.32	25,200	0.32		
	22-03-2019	Transfer / Purchase	4,808	0.06	30,008	0.39		
	31-03-2019							

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Opening Balance (% of share capital)	Date of dealing	Purchase or Sales	No. of shares	% to total shares of the Company	Cumulative		Closing Balance	
					No. of shares	% to total shares of the Company	No. of shares	% to total shares of the Company
Kalpesh Dayalbhai Vaghani								
28,863 (0.37%)	01-04-2018							
	23-11-2018	Transfer / Purchase	2,974	0.03	31,837	0.40		
	30-11-2018	Transfer / Purchase	1,000	0.01	32,837	0.42		
	22-02-2019	Transfer / Purchase	4,765	0.06	37,602	0.48		
	22-03-2019	Transfer / Sold	8,275	0.10	29,327	0.37		
	29-03-2019	Transfer / Sold	2,726	0.03	26,601	0.34		
	31-03-2019						26,601	0.34
Ashwani Kumar / Sonu Kumar								
27,900 (0.36%)	01-04-2018							
	31-03-2019						27,900	0.36
Nikunj Dhanvantrai Mehta								
14,435 (0.19%)	01-04-2018							
	18-01-2019	Transfer / Purchase	5,500	0.07	19,935	0.26		
	31-03-2019						19,935	0.26
Shri Gautam Ghandhar Advisors LLP								
NIL	01-04-2018							
	13-04-2018	Transfer / Purchase	15,807	0.20	15,807	0.20		
	20-04-2018	Transfer / Sold	15,807	0.20	-	-		
	11-05-2018	Transfer / Purchase	1,807	0.02	1,807	0.02		
	18-05-2018	Transfer / Purchase	71	-	1,878	0.02		
	05-10-2018	Transfer / Purchase	11,393	0.14	13,271	0.17		
	16-11-2018	Transfer / Sold	735	0.01	12,536	0.16		
	08-02-2019	Transfer / Sold	7,304	0.09	5,232	0.06		
	22-02-2019	Transfer / Sold	2,010	0.02	3,222	0.04		
	15-03-2019	Transfer / Purchase	4,237	0.05	7,459	0.09		
	22-03-2019	Transfer / Purchase	373	-	7,832	0.10		
	29-03-2019	Transfer / Purchase	10,312	0.13	18,144	0.23		
	31-03-2019						18,144	0.23

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

Name of the Director / KMP (M/s.)	Opening Balance 1 st April 2018 (% to share capital)	Date of Dealing	Purchase / Sale	No. of shares	% to total shares of the Company	Cumulative		Closing Balance 31-03-2019	
						No. of shares	% to total shares of the Company	No. of shares	% to total shares of the Company
H Lakshmanan	2,020	-	-	-	0.03	-	-	2,020	0.03
C N Prasad	-	-	-	-	-	-	-	Nil	-
S I Jaffar Ali	-	-	-	-	-	-	-	Nil	-
Martin Grammer	10,87,600	-	-	-	14.00	-	-	10,87,600	14.00
L Bhadri	-	-	-	-	-	-	-	Nil	-
SasikalaVaradachari	-	-	-	-	-	-	-	Nil	-
A G Giridharan	-	-	-	-	-	-	-	Nil	-
S Jagannathan	-	-	-	-	-	-	-	Nil	-
N Iswarya Lakshmi	-	-	-	-	-	-	-	Nil	-

V. INDEBTEDNESS

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

(Rs. in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	1,688.75	-	1,688.75
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i)	1,688.75	-	1,688.75
Change in Indebtedness during the financial year			
• Addition	478.82	1,000.00	1,478.82
• Reduction	-	-	-
Net Change (ii)	478.82	1,000.00	1,478.82
Indebtedness at the end of the financial year			
i) Principal Amount	2,167.57	1,000.00	3,167.57
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i + ii)	2,167.57	1,000.00	3,167.57

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager: Not Applicable

B. Remuneration to other Directors:

(Rs. in lakhs)

Particulars of Remuneration	Name of Directors					Total Amount
	HL	CNP	SIJ	LB	SKV	
Independent Directors						
Fee for attending board / committee meetings	0.85	0.85	0.85	0.25	0.25	3.05
Commission	-	-	10.00	-	7.00	17.00
Total (1)	0.85	0.85	10.85	0.25	7.25	20.05
	MG					
Other Non-Executive Directors						
Fee for attending board / committee meetings	0.15					0.15
Commission	-					-
Total (2)	0.15					0.15
Total Managerial Remuneration = (1) + (2)						20.20
Overall Ceiling as per the Act						29.59

HL - Mr H Lakshmanan, CNP - Mr C N Prasad, SIJ - Mr S I Jaffar Ali, LB - Mr L Bhadri, SKV - Ms Sasikala Varadachari, MG - Mr Martin Grammer

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

(Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CEO	CS	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	128.79	8.54	137.33
	(b) Value of perquisites under Section 17(2) Income-tax Act, 1961	0.07	-	0.07
	(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	-	-	-
5.	Others - Contributions to provident and other funds	5.61	0.59	6.20
	Total	134.47	9.13	143.60

Remuneration for Chief Financial Officer is paid by the subsidiary company.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil

For and on behalf of the Board

Chennai
8th May 2019

H LAKSHMANAN
Chairman