

HARSHA ENGINEERS LIMITED

CIN:U29259GJ1986PLC008520

Regd. Office : Sarkhej-Bavla Road, PO Changodar,Ahmedabad- 382213, Gujarat – India
Ph. +91 2717 618200 Fax.+91 2717 618259, Website : www.harshaengineers.com

**EXTRACT OF ANNUAL RETURN
FORM MGT 9**

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

Financial Year ended on 31st March 2019

I. REGISTRATION & OTHER DETAILS :		
i	CIN	: U29259GJ1986PLC008520
ii	Registration Date	: 04-03-1986
iii	Name of the Company	: HARSHA ENGINEERS LIMITED
iv	Category /sub category of the company	: Company Limited by Shares
v	Address of the Registered office & contact details	: Changodar, Sarkhej Balva Road, P.O Changodar, Ahmedabad- 382213. Tel. No.:91-2717-618200, Fax No.91-2717-618259 Email Id : sec@harshaengineers.com Website :www.harshaengineers.com
vi	Whether listed company	: No
vii	Name, Address & contact details of the Registrar & Transfer Agent, any.	: N.A

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 Products/ Serviced @	% to total turnover of the Company
1	Bearing cages, Brass Casting and Automotive Components	2814	100%

@As per NIC – 2008

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:					
SR. NO	NAME & ADDRESS OF THE COMPANY	CIN/ GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Harsha Engineers (India) Pvt. Ltd Plot No. 388, Sarkhej - Bavla Road, P. O. Changodar, Ahmedabad, Gujarat – 382 213.	U35303GJ2008PTC054503	Subsidiary	100%	2(87)
2	Aastha Tools Private Limited 388/A Changodar Industrial Estate Sarkhej-Bavla Road, Changodar District, Ahmedabad, Gujarat – 382 213	U29199GJ2002PTC041072	Subsidiary	100%*	2(87)

3	Harsha Engineering Components (Changshu) Co. Ltd Building 25, Maqiao Industrial Square, Changshu Economic Development Zone, Changshu, Jiangsu, China 215536.	Foreign Subsidiary	Subsidiary	100%	2(87)
4	Harsha Precision Bearing Components (China) Co. Ltd Changshu CEDZ Maqiao zone building 25.	Foreign Subsidiary	Subsidiary	100%	2(87)
5	Harsha Engineers B.V (HEBV) Strawinskylaan 937, 1077 XX Amsterdam, the Netherland	Foreign Subsidiary	Subsidiary	100%	2(87)
6	Harsha Engineers Europe SRL (HEESRL) Str. Hermann Oberth, Nr.23, Hala 4Parcul Industrial ICCO Ghimbav, Brasov – Romania.	Foreign Step-down Subsidiary	Step-down Subsidiary	99.99984 % through HEBV	2(87)

*Your Company has acquired remaining 25% stake of equity shares of M/s Aastha Tools Private Limited from Shri Atul Kapadia on 2nd April 2018 and as a result of which M/s Aastha Tools Private Limited has become a Wholly Owned Subsidiary effective from 2nd April, 2018.

**To integrate resources and improve efficiency, Harsha Engineering Components (Changshu) Co., Ltd. (Harsha Changshu) and Harsha Precision Bearing Components (China) Co., Ltd. (Harsha China) has decided to merge. Harsha China will be surviving entity and Harsha Changshu will be liquidated. They have entered into the merger agreement on 28th February 2019 and made the announcement of merger on 7th March 2019. Once the merger is Completed, it will bring synergies in operation.

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

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 Shares	Demat	Physical	Total	% of Total Shares	No. of shares	% of total shares
A. Promoters										
(1) Indian	0	0	0	0	0	0	0	0	0	0
a) Individual	0	7204036	7204036	59.83	13949814	0	13949814	57.92	6745778	(1.90)
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	0	7204036	7204036	59.83	13949814	0	13949814	57.92	6745778	(1.90)
(2) Foreign	0	0	0	0	0	0	0	0	0	0
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	7204036	7204036	59.83	13949814	0	13949814	57.92	6745778	(1.90)

B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
c) Central govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0	0
(2) Non Institutions										
a) Bodies corporates	0	0	0	0	500	0	500	0	500	0
b) Individuals										
i) Individual shareholders holding nominal share capital upto 1 lakhs	0	16	16	0	10	0	10	0	(6)	0
ii) Individuals shareholders holding nominal share capital in excess of 1 lakhs	0	4837348	4837348	40.17	10132476	0	10132476	42.08	5295128	1.90
c) Any Other (specify) NRIs	0	0	0	0	0	0	0	0	0	0
d) Foreign Bodies Corporate	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	0	4837348	4837348	40.17	10132986	0	10132986	42.08	5295622	1.90
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	4837364	4837364	40.17	10132986	0	10132986	42.08	5295622	1.90
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	12041400	12041400	100.00	24082800	0	24082800	100.00	12041400	0.00

SHAREHOLDING OF PROMOTERS

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			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	No of shares	% of shares
1	Shri. Rajendra Shah	1802690	14.97	0	4205296	17.46	0	599916	2.49
2	Shri. Harish Rangwala	1801346	14.96	0	6384518	26.51	0	2781826	11.55
3	Shri. Pilak Shah	1200000	9.97	0	2400000	9.97	0	0	0
4	Shri. Vishal Rangwala	1200000	9.97	0	240000	1.00	0	(2160000)	(8.97)
5	Shri. Munjal Rangwala	1200000	9.97	0	720000	2.99	0	(1680000)	(6.98)
	Total	7204036	59.83	0	13949814	57.92	0	6745778	(1.90)

CHANGE IN PROMOTERS' SHAREHOLDING

Sr. No.	Particulars	Shareholding		Cumulative shareholding during the year	
		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	7204036	59.83%	7204036	59.83%
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.)	Changes in shareholding within the promoters due to Issue of Bonus Shares as on 27/06/2018 on pro-rata basis (i.e 1:1) and due to transfer of the Promoters Shares during the year.			
3	At the end of the year	13949814	57.92%	13949814	57.92%

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Smt. Charusheela Rangwala	1801348	14.96	4180674	17.36
2	Smt. Nirmala Shah	1800000	14.95	3599800	14.95
3	Ms . Krina Shah	300000	2.49	600000	2.49
4	Ms. Vaishali Shah	300000	2.49	600000	2.49
5	Ms Hetal Ukani jointly with Ms. Nirmala Shah	300000	2.49	600000	2.49
6	Ms. Tanvi Rangwala	1	0	480002	1.99
7	Shri. Dhirajlal Bhatt	36000	0.30	72000	0.30
8	Vishal Rangwala Family Trust	0	0.00	100	0.00
9	Munjil Rangwala Family Trust	0	0.00	100	0.00
10	Pilak Shah Family Trust	0	0.00	100	0.00
11	Mili Mehta Family Trust	0	0.00	100	0.00
12	Hetal Ukani Family Trust	0	0.00	100	0.00

SHAREHOLDING OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

Sr. No.	For Each of the Directors & KMP	Shareholding at the end 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
Shareholding of Key Managerial Personnel					
1	Shri. Rajendra Shah				
	At the beginning of the year At the end of the year	1802690 4205296	14.97 17.46	1802690 4205296	14.97 17.46
2	Shri. Harish Rangwala				
	At the beginning of the year At the end of the year	1801346 6384518	14.96 26.51	1801346 6384518	14.96 26.51
3	Shri. Vishal Rangwala				
	At the beginning of the year At the end of the year	1200000 240000	9.97 1.00	1200000 240000	9.97 1.00
4	Shri. Pilak Shah*				
	At the beginning of the year At the end of the year	1200000 2400000	9.97 9.97	1200000 2400000	9.97 9.97
5	Shri. Kiran Mohanty				
	At the beginning of the year At the end of the year	Nil Nil	0 0	Nil Nil	0 0
Shareholding of Directors					
1	Shri. Munjal Rangwala				
	At the beginning of the year At the end of the year	1200000 720000	9.97 2.99	1200000 720000	9.97 2.99
2	Shri. Jitendra Mamtora				
	At the beginning of the year At the end of the year	Nil Nil	0 0	Nil Nil	0 0
3	Shri. Dilipkumar Sanghvi**				
	At the beginning of the year At the end of the year	1 1	0 0	1 1	0 0
4	Shri. Ambar Patel***				
	At the beginning of the year At the end of the year	Nil Nil	0 0	Nil Nil	0 0
5	Shri. Kunal Shah***				
	At the beginning of the year At the end of the year	Nil Nil	0 0	Nil Nil	0 0
6	Prof. Dr. Neharika Vohra***				
	At the beginning of the year At the end of the year	Nil Nil	0 0	Nil Nil	0 0

***Shri Pilak Shah was appointed as Whole-time Director of the Company with effect from 18th June 2018.

**Shri Dilip Sanghvi was resigned from the position of Director of the Company with effect from 23rd July, 2018.

***Appointed as an Independent Directors of the Company with effect from 10th August, 2018.

INDEBTEDNESS:				
Indebtedness of the Company including interest outstanding/accrued but not due for payment:				
(Rs. In Lakhs)				
Particulars	Secured Loans	Unsecured Deposits	Unsecured Loan	Total Amount
Deposits at the beginning of the financial year				
1. Principal Amount	12413.56	500.57	3285.21	16199.34
2. Interest due but not paid	59.82	0.00	0.00	59.82
3. Interest accrued but not due	8.81	0.00	0.00	8.81
Total (1+2+3)	12482.19	500.57	3285.21	16267.96
Change in Indebtedness during the financial year				
1. Addition	9582.03	735.57	617.71	10935.31
2. Reduction	3378.71	478.97	945.18	4802.86
Net Change (1-2)	6203.32	256.60	(327.47)	6132.45
Indebtedness at the end of the financial year				
1. Principal Amount	18610.16	757.17	2957.75	22325.08
2. Interest due but not paid	75.34	0.00	0.00	75.34
3. Interest accrued but not due	0.00	0.00	0.00	0.00
Total (1+2+3)	18685.50	757.17	2957.75	22400.42

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
A) Remuneration to Managing Director, Whole-time Directors and/or Manager:						(Rs. In Lakhs)
Sr. No	Particulars	Name of MD/WTD/ Manager				Total Amount
		Rajendra Shah* (WTD & CEO)	Harish Rangwala (MD)	Vishal Rangwala** (WTD & COO)	Pilak Shah*** (WTD)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (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	38.50	38.50	44.81	38.56	160.37
2	Stock Option					
3	Sweat Equity					
4	Others, please specify (Leave Encashment)	1.43	1.43	1.66	0.68	5.20
	Total (A)	39.93	39.93	46.47	39.24	165.57

*.Shri Rajendra Shah was designated as Chief Executive Officer (CEO) of the Company with effect from 10th August 2018.

**Shri Vishal Rangwala was designated as Chief Operating Officer (COO) of the Company with effect from 25th June 2018.

***Shri Pilak Shah was appointed as Whole-time Director and Chief Financial Officer (CFO) of the Company with effect from 18th June 2018 and 25th June 2018 respectively. He resigned from the position of Chief Financial Officer effective from 16th May 2019. Shri Maulik Jasani was appointed as Chief Financial Officer of the Company effective from 16th May 2019

REMUNERATION TO OTHER DIRECTORS							
Sr. No	Particulars	Name of Directors					(Rs. In Lakhs)
		Shri. Munjal Rangwala	Shri. Jitendra Mamtora	Shri Ambar Patel	Shri. Kunal Shah	Prof. Dr. Neharika Vohra	Total Amount
	Non Executive - Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	-	0.40	0.60	0.60	0.60	2.2
	Total (1)	-	0.40	0.60	0.60	0.60	2.2
	Other Non-Executive and Executive Directors • Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 • Fee for attending board & committee meetings Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (1)+(2)	-	0.40	0.60	0.60	0.60	2.2

REMUNERATION TO KEY MANAGERIAL PERSONNEL (Other than MD/ Manager/ WTD)			
Sr. No.	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL	Total Amount
		Kiran Mohanty* (CCO & CS)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (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	12.03	12.03
2	Stock Option	-	-
3	Sweat Equity	-	-

		-	
4	Commission- as % of profit	-	-
5	Others, please specify	-	-
	Total	12.03	12.03

*Shri. Kiran Mohanty was designated as Chief Compliance Officer (CCO) of the Company with effect from 25th June 2018.

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			None		
B. Directors					
Penalty Punishment Compounding			None		
C. OTHER OFFICERS IN DEFAULT					
Penalty Punishment Compounding			None		