

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2024

[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	L24231GJ1992PLC017315
ii)	Registration Date	17/03/1992
iii)	Name of the Company	Heranba Industries Limited
iv)	Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and contact details	PLOT NO. 1504/1505/1506/1 GIDC, PHASE-III, VAPI-VALSAD - 396195, Gujarat. compliance@heranba.com
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PRIVATE LIMITED Office No. S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093. ipo@bigshareonline.com

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 and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacture of Pesticide/Insecticide Products	2021	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

During the year under review, Share Purchase Agreement dated November 08, 2023 ("**Share Purchase Agreement**") was executed among the Promoter Sellers, Other Selling Shareholders of Daikaffil Chemicals India Limited ("**Daikaffil**") and Mikusu India Private Limited ("**Mikusu**") along with Heranba Industries Limited ("**Heranba**").

Pursuant to the said Share Purchase Agreement, Agreement, Mikusu acquired **29,08,719** (Twenty Nine Lakh Eight Thousand Seven Hundred and Nineteen) Equity Shares, which constitutes **48.48%** (Forty Eight point Forty Eight percent) of the Equity and Voting Share Capital of Daikaffil from the Promoter Sellers and Other Selling Shareholders of Daikaffil.

As Mikusu is 100% Wholly owned Subsidiary Company of Heranba and the Mikusu has a defacto control on Daikaffil being the single largest shareholder who has controlling votes at the AGM of the Company. Hence, Daikaffil is considered as the Subsidiary Company of Mikusu and in turn a Step-Down Subsidiary of Heranba Industries Limited.

As on March 31, 2024, the Company has two 100% wholly owned subsidiary companies namely Mikusu India Private Limit and Heranba Organics Private Limited. The Company has one Step-Down Subsidiary Company namely Daikaffil Chemicals India Limited.

A Statement containing the basic financial details of the aforesaid subsidiary companies in Form AOC-I which is annexed as **Annexure-V of Annual Report**.

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF THE TOTAL EQUITY):

i) Category-wise Share Holding:

Sr. No.	Category of Shareholders	Beginning of the year April 01, 2023			End of the year March 31, 2024			% Change during the year	
		Demat	Physical	Total	Demat	Physical	Total		
		No. of Shares held							
		% of total share							
(A) Promoters (including Promoter Group)									
(1) Indian									
(a)	Individuals/HUF	2,91,02,742	-	2,91,02,742	2,91,19,850	-	2,91,19,850	72.77	0.04
(b)	Bodies Corporate	8,67,288	-	8,67,288	8,67,288	-	8,67,288	2.17	-
(e)	Any Other (Trust)	-	-	-	-	-	-	-	-
	Sub-total (A) (1)	2,99,70,030		2,99,70,030	2,99,87,138		2,99,87,138	74.94	0.04
(2) Foreign									
	Sub-total (A) (2)								
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A)(2)	2,99,70,030		2,99,70,030	2,99,87,138		2,99,87,138	74.94	0.04
(B) Public Shareholding									
(1) Institutions									
(a)	Mutual Fund	4,05,085		4,05,085	-		-	-	(1.01)
(b)	Alternate Investment Funds	79,226		79,226	92,626		92,626	0.23	0.03
(c)	NBFCs registered with RBI	-		-	66,621		66,621	0.17	0.17
(d)	Foreign Portfolio Investors Category I	839		839	1,080		1,080	0.00	0.00
	Sub-total (B) (1)	4,85,150		4,85,150	1,60,327		1,60,327	0.40	(0.81)
(2) Non-Institutions									
(a)	Individuals holding upto ₹ 2 Lakhs	68,18,001		68,18,001	73,94,587		73,94,587	18.48	1.44
(b)	Individuals holding in excess of ₹ 2 Lakhs	14,86,118		14,86,118	12,24,372		12,24,372	3.06	(0.65)
(c)	NRI	2,79,606		2,79,606	2,55,814		2,55,814	0.64	(0.06)
(d)	Bodies Corporate (Indian)	5,15,785		5,15,785	6,26,330		6,26,330	1.57	0.28
(e)	Clearing Member	1,21,158		1,21,158	6,173		6,173	0.02	(0.29)
(f)	HUF	3,37,573		3,37,573	3,58,680		3,58,680	0.90	0.05
(g)	Trusts	23		23	23		23	0.00	-

i) Category-wise Share Holding: (Contd.)

Sr. No.	Category of Shareholders	Beginning of the year April 01, 2023				End of the year March 31, 2024				% Change during the year
		Physical		Total	Physical		Total	% of total share		
		Demat	% of total share		Demat	% of total share				
(h)	Unclaimed or Suspense or Escrow Account	23	0.00	23	23	0.00	23	0.00	-	
	Sub-total (B) (2)	95,58,287	23.89	95,58,287	98,66,002	24.66	98,66,002	24.66	0.77	
	Total Public Shareholding (B) = (B)(1)+(B)(2)	1,00,43,437	25.10	1,00,43,437	1,00,26,329	25.06	1,00,26,329	25.06	(0.04)	
(c)	Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	
	Grand Total (A)+(B)+(C)	4,00,13,467	100.	4,00,13,467	4,00,13,467	100	4,00,13,467	100	-	

ii) Shareholding of Promoter (including Promoter Group):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year April 01, 2023				Shareholding at the end of the year March 31, 2024				% change in share holding during the year
		Physical		Total	Physical		Total	% of total share		
		No. of Shares	% of total Shares of the company		No. of Shares	% of total Shares of the company		% of Shares Pledged/ encumbered to total shares		
PROMOTERS										
1.	Raghuram K. Shetty	1,18,94,446	29.73	-	1,19,11,446	29.77	-	-	0.04	
2.	Sadashiv K. Shetty	72,01,796	18.00	-	72,01,796	18.00	-	-	-	
PROMOTER GROUP										
1	Sujata S. Shetty	32,30,400	8.07	-	32,30,400	8.07	-	-	-	
2	Vanita R. Shetty	20,18,000	5.04	-	20,18,000	5.04	-	-	-	
3	Raghuram K. Shetty HUF	13,80,000	3.45	-	13,80,000	3.45	-	-	-	
4	Sams Industries	8,67,288	2.17	-	8,67,288	2.17	-	-	-	
5	Shreya S. Shetty	9,42,500	2.36	-	9,42,500	2.36	-	-	-	
6	Shriraj S. Shetty	8,42,500	2.11	-	8,42,500	2.11	-	-	-	
7	Raunak R. Shetty	6,36,250	1.59	-	6,36,250	1.59	-	-	-	
8	Roshan R. Shetty	6,36,250	1.59	-	6,36,250	1.59	-	-	-	
9	Sadashiv K. Shetty HUF	3,20,600	0.80	-	3,20,600	0.80	-	-	-	
10	Nithyanand K. Shetty	-	-	-	108	-	-	-	-	
	Total	2,99,70,030	74.90	-	2,99,87,138	74.94	-	-	0.04	

iii) Change in Promoter's (including Promoter Group) Shareholding:

	Shareholding at the beginning of the year April 01, 2023		Cumulative Shareholding during the year March 31, 2024	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	2,99,70,030	74.90	2,99,70,030	74.90
Date wise Increase/decrease in promoters shareholding during the year specifying the reason for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
31.03.2023 - Purchase from Open Market	17,000	0.04	2,99,87,030	74.94
At the end of the year	2,99,70,030	74.90	2,99,87,030	74.94

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

There are no Shareholders other than Directors and Promoters who hold more than 5% of shares in the Company.

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

For each of Directors and KMP	Shareholding at the beginning of the year April 01, 2023		Date wise Increase/decrease in director shareholding during the year specifying the reason for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		Cumulative Shareholding at the end of the year March 31, 2024	
	No. of shares	% of total shares of the Company	Share Transfers	% of total shares of the Company	No. of shares	% of total shares of the Company
DIRECTORS						
Mr. Sadashiv K. Shetty	1,18,94,446	18.00	-	-	1,18,94,446	18.00
Mr. Raghuram K. Shetty	1,18,94,446	29.73	17,000*	0.04	1,19,11,446	29.77
Mr. Raunak R. Shetty	6,36,250	1.59	-	-	6,36,250	1.59
Mr. Shiriraj S. Shetty	8,42,500	2.11	-	-	8,42,500	2.11
Mr. Mulky V. Shetty	1	0.00	-	-	1	0.00
Mr. Anilkumar M. Marlecha	-	-	-	-	-	-
Mr. Ganesh N. Vanmali	-	-	-	-	-	-
Ms. Reshma D. Wadkar	-	-	-	-	-	-
KMP OTHER THAN DIRECTORS						
Mr. Rajkumar Bafna	-	-	-	-	-	-
Mr. Abdul Latif	-	-	-	-	-	-
Total	2,05,74,993	51.42	17,000.00	0.04	2,05,91,992	51.46

* Date wise increase/decrease in Director Shareholding during are as follows:

Raghuram K. Shetty				
Sr. No.	Date	Type of Transaction (allotment/transfer/bonus/sweat equity etc):	No.	%
1	31.03.2024	Purchase from Open Market	17,000	0.04
Total			17,000	0.04

Indebtedness

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

(₹ in Crores)

Sr. No.	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
Indebtedness at the beginning of the financial year				
(i) Principal Amount	89.01	-	-	89.01
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	89.01	-	-	89.01
Change in Indebtedness during the financial year				
• Addition	50.48	-	-	50.48
• Reduction	-	-	-	-
Net Change	50.48	-	-	50.48
Indebtedness at the end of the financial year				
(i) Principal Amount	139.49	-	-	139.49
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	139.49	-	-	139.49

vi) Remuneration of Directors and Key Managerial Personnel:

(A) Remuneration to Executive Directors

(₹ in Crores)

Particulars of Remuneration	Name of Executive Directors				Total
	Sadashiv K. Shetty	Raghuram K. Shetty	Raunak R. Shetty	Shriraj S. Shetty	
Gross Salary					
Salary as per provisions contained in Section 17(1) of the Income Tax, Act 1961	1.56	1.38	0.3	0.3	3.54
Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
Stock Option	-	-	-	-	-
Sweat Equity	-	-	-	-	-
Commission (% of the Profit)	-	1.94	-	-	1.94
Others (retirement benefits)	-	-	-	-	-
Total (A)	1.56	3.32	0.3	0.3	5.48

(B) Remuneration to Non-Executive Independent Directors

(₹ in Crores)

Particulars of Remuneration	Name of Executive Directors				Total
	Mulky V. Shetty	Anilkumar M. Marelecha	Ganesh N. Vanmali	Reshma D. Wadkar	
Fees for attending Board/ Committee Meeting	0.02	0.02	0.02	0.02	0.08
Commission					
Others Please Specify	-	-	-	-	-
Total (B)	0.02	0.02	0.02	0.02	0.08

(C) Remuneration to Key Managerial Personnel (KMP) other than Directors

(₹ in Crores)

Particulars of Remuneration	Name of KMP other than Directors		Total Amount
	Rajkumar Bafna	Abdul Latif	
Gross Salary			
Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0.56	0.24	0.80
Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961			
Stock Option			
Sweat Equity			
Commission (% of Profit)			
Others (retirement benefits)			
Total (C)	0.56	0.24	0.80

vii) Penalties/Punishment/Compounding of offences:

There have been certain non-compliances in respect of the Company law related matter for which the Compounding application was filed by Company voluntarily with the Registrar of Companies.

Out of the aforesaid compounding applications, one application relating to the non-appointment of Internal Auditor in terms of Section 138 of the Companies Act, 2013 has been disposed off and the defaults has been compounded by paying the proper compounding fees. Further the aforesaid defaults has been made good by the Company by way of appointing the internal auditor.

One compounding application filed by the Company under Section 203 of the Companies Act for late appointment of Company Secretary [KMP] by 79 days delayed from the date of applicability. However it is appeared from the Section 203 that provides the cooling period of 6 months from the date of applicability. The Company has appointed the KMP within 3 months from the date of applicability and therefore, the Company has complied with the provisions of Section 203 of the Companies Act, 2013 and hence the said application has been withdrawn.

For Heranba Industries Limited

Place: Mumbai
Dated: May 27, 2024

Sadashiv K Shetty
Chirman
DIN: 00038681

Raghuram K. Shetty
Managing Director
DIN: 00038703