FORM NO. MGT-7

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

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

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	L28910PB1979PLC004008
Global Location Number (GLN) of the company	
* Permanent Account Number (PAN) of the company	AAACH4369J
(ii) (a) Name of the company	HAPPY FORGINGS LIMITED

Pre-fill

(b) Registered office address

BXXIX, 2254/1, KANGANWAL ROAD P.O. JUGIANA, LUDHIANA Sanehwa
l
Ludhiana
Ludhiana
Punjab
141120

(c) *e-mail ID of the company	CS*****************CO.IN
(d) *Telephone number with STD code	16******62
(e) Website	www.happyforgingsltd.com
(iii) Date of Incorporation	02/07/1979

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE	1
2	NSE	1,024

(b) CIN of the Registrar and Transfer Agent U67190MH1999PTC118368 Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 29/07/2024

(b) Due date of AGM 30/09/2024

(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	C7	Metal and metal products	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	HFL TECHNOLOGIES PRIVATE L	U28220PB2024PTC061063	Subsidiary	100

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	150,000,000	94,204,882	94,204,882	94,204,882
Total amount of equity shares (in Rupees)	300,000,000	188,409,764	188,409,764	188,409,764

Number of classes: 1

Class of Shares EQUITY SHARES	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	150,000,000	94,204,882	94,204,882	94,204,882
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	300,000,000	188,409,764	188,409,764	188,409,764

(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)	0			

(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	Physical	DEMAT	Total			
At the beginning of the year	0	89,499,000	89499000	178,998,000	178,998,00	

Increase during the year	0	4,705,882	4705882	9,411,764	9,411,764	3,990,587,93
i. Pubic Issues	0	4,705,882	4705882	9,411,764	9,411,764	3,990,587,93
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify 0				0		
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 0				0	0	
At the end of the year	0	94,204,882	94204882	188,409,764	188,409,76	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company: INE330T01021

(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: 08/08/2023

Date of registration of transfer (Date Month Year):

Type of transfer: 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred:

Amount per Share/ Debenture/Unit (in Rs.):

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *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

Particulars	Number of units	Nominal value per unit	Total value
Total			0

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 13,582,358,440

(ii) Net worth of the Company 16,124,940,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	25,255,455	26.81	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)	10,745,100	11.41	0	
10.	Others TRUST	38,047,000	40.39	0	
	Total	74,047,555	78.61	0	0

Total number of shareholders (promoters) 7

(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	2,803,003	2.98	0	
	(ii) Non-resident Indian (NRI)	25,772	0.03	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	663,168	0.7	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,056,236	1.12	0	
7.	Mutual funds	6,991,553	7.42	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	107,715	0.11	0	
10.	Others includes AIF	8,509,880	9.03	0	
	Total	20,157,327	21.39	0	0

Total number of shareholders (other than promoters) 93,580

Total number of shareholders (Promoters+Public/ Other than promoters) 93,587

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 19

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MORGAN STANLEY IN	CITIBANK N.A.CUSTODY SERVICES			180,472	0.19
ASHOKA WHITEOAK IC	HSBC SECURITIES SERVICES GOREG			90,472	0.09
ALPS/KOTAK INDIA ES	HSBC SECURITIES SERVICES GOREG			89,189	0.09
BOFA SECURITIES EUR	CITIBANK N.A. CUSTODY SERVICES			84,465	0.09
MORGAN STANLEY INV	JP Morgan Chase Bank N.A,Wester			74,416	0.08
SOCIETE GENERALE - O	SBI-SG GLOBAL SECURITIES SERVIC			63,712	0.07
BNP PARIBAS FINANCI	BNP PARIBAS HOUSE MUMBAI			56,278	0.06
EAST BRIDGE CAPITAL	KOTAK MAHINDRA BANK LIMITED			45,638	0.05
MAKRANA SINGAPORE	CITIBANK N.A. CUSTODY SERVICES			43,140	0.05
MORGAN STANLEY AS	CITIBANK N.A. CUSTODY SERVICES			36,077	0.04
OPTIMIX WHOLESALE	JP Morgan Chase Bank N.A,Wester			35,714	0.04
GOLDMAN SACHS (SIN	STANDARD CHARTERED BANK FOR			34,500	0.04
INTEGRATED CORE ST	CITIBANK N.A. CUSTODY SERVICES			31,474	0.03
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A,Wester			31,215	0.03
MARSHALL WACE INV	CITIBANK N.A. CUSTODY SERVICES			17,898	0.02
FIDELITY INDIA FUND	JP Morgan Chase Bank N.A,Wester			361	0
FIDELITY KOREA - IND	HSBC SECURITIES SERVICESGOREG			200	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DOVETAIL GLOBAL FU	ICICI BANK LTD MUMBAI MAHARA			17	0
JANCHOR PARTNERS P	KOTAK MAHINDRA BANK LIMITED			140,998	0.15

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	8	7
Members (other than promoters)	8	93,580
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**	4	0	3	0	25.81	0
B. Non-Promoter	1	4	1	5	0	0
(i) Non-Independent	1	1	1	0	0	0
(ii) Independent	0	3	0	5	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	0	1	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	5	5	4	6	25.81	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

(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)
PARITOSH KUMAR	00393387	Managing Director	8,949,900	
ASHISH GARG	01829082	Managing Director	12,946,200	
MEGHA GARG	07352042	Whole-time directo	2,419,900	
NARINDER JUNEJA S	00393525	Whole-time directo	0	
VIKAS GIYA	01399764	Director	0	
PRAKASH BAGLA	03043874	Nominee director	0	24/05/2024
SATISH SEKHRI	00211478	Director	0	
RAVINDRA PISHAROD	01875848	Director	0	
RAJESWARI KARTHIG	10051618	Director	0	
ATUL BEHARI LALL	00781436	Director	0	
BINDU GARG	AENPG7117H	Company Secretar	0	
PANKAJ KUMAR GOY	AHOPG8978J	CFO	0	
NARINDER JUNEJA S	00393525	CEO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 7

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)
RAJESWARI KARTH	10051618	Additional director	30/05/2023	APPOINTMENT
ATUL BEHARI LALL	00781436	Additional director	31/07/2023	APPOINTMENT
NARINDER JUNEJA	00393525	Whole-time director	01/08/2023	APPOINTMENT AS CEO
NITIN AGGARWAL	01876908	Director	26/07/2023	CESSATION
SUMAN GARG	00393312	Whole-time director	31/07/2023	CESSATION
RAJESWARI KARHI	10051618	Director	08/08/2023	CHANGE IN DESIGNATION
ATUL BEHARI LALL	00781436	Director	08/08/2023	CHANGE IN DESIGNATION

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: 3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meet	31/07/2023	8	5	81.44
Annual General Meeting	08/08/2023	8	6	76.22
Extraordinary General Meet	02/12/2023	8	7	88.23

B. BOARD MEETINGS

*Number of meetings held: 10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2023	11	9	81.82
2	31/07/2023	10	9	90
3	08/08/2023	10	10	100
4	14/08/2023	10	10	100
5	14/09/2023	10	9	90
6	02/12/2023	10	10	100
7	05/12/2023	10	9	90
8	09/12/2023	10	10	100
9	21/12/2023	10	10	100
10	09/02/2024	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held: 20

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

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 Committe	30/05/2023	5	5	100
2	Audit Committe	08/08/2023	6	6	100
3	Audit Committe	14/08/2023	6	6	100
4	Audit Committe	14/09/2023	6	6	100
5	Audit Committe	02/12/2023	6	6	100
6	Audit Committe	05/12/2023	6	5	83.33
7	Audit Committe	09/12/2023	6	6	100
8	Audit Committe	09/02/2024	6	6	100
9	Nomination & R	30/05/2023	5	4	80
10	Nomination & R	31/07/2023	5	5	100

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	29/07/2024 (Y/N/NA)
1	PARITOSH KU	10	10	100	5	5	100	Yes
2	ASHISH GARG	10	10	100	16	16	100	Yes
3	MEGHA GARG	10	10	100	3	3	100	Yes
4	NARINDER JU	10	10	100	0	0	0	Yes
5	VIKAS GIYA	10	10	100	13	13	100	No
6	PRAKASH BA	10	10	100	18	18	100	Not Applicable
7	SATISH SEKH	10	10	100	14	14	100	Yes
8	RAVINDRA PI	10	10	100	14	13	92.86	Yes
9	RAJESWARI K	10	9	90	12	11	91.67	Yes
10	ATUL BEHAR	9	7	77.78	0	0	0	Yes

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: 4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Paritosh Kumar	Chairman & Man	41,247,000	0	0	0	41,247,000
2	Ashish Garg	Managing Direct	36,404,000	0	0	0	36,404,000
3	Megha Garg	Whole-Time Dire	8,464,000	0	0	0	8,464,000
4	Narinder Singh June	CEO & Whole-T	9,704,000	0	0	0	9,704,000
	Total		95,819,000	0	0	0	95,819,000

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	Bindu Garg	Company Secre	3,310,000	0	0	0	3,310,000
2	Pankaj Kumar Goya	Chief Financial O	4,468,000	0	0	0	4,468,000
	Total		7,778,000	0	0	0	7,778,000

Number of other directors whose remuneration details to be entered: 5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vikas Giya	Independent Dir	0	0	0	100,000	100,000
2	Satish Sekhri	Independent Dir	0	500,000	0	1,000,000	1,500,000
3	Ravindra Pisharody	Independent Dir	0	500,000	0	1,000,000	1,500,000
4	Rajeswari Karthigey	Independent Dir	0	500,000	0	900,000	1,400,000
5	Atul Behari Lall	Independent Dir	0	425,000	0	700,000	1,125,000
	Total		0	1,925,000	0	3,700,000	5,625,000

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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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: PARMINDER SINGH BATHLA

Whether associate or fellow: ○ Associate ◉ Fellow

Certificate of practice number: 2585

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. .. 09 dated 04/05/2020 (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 compiled 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: Paritosh Kumar (Digitally signed by Paritosh Kumar Date: 2024.09.18 12:25:05 +05'30')

DIN of the director: 0*3*3*8*

To be digitally signed by: BINDU GARG (Digitally signed by BINDU GARG Date: 2024.09.18 12:25:41 +05'30')

◉ Company Secretary

○ Company secretary in practice

Membership number: 6*9*

Certificate of practice number:

Attachments

1. List of share holders, debenture holders — Attach
2. Approval letter for extension of AGM; — Attach
3. Copy of MGT-8; — Attach
4. Optional Attachement(s), if any — Attach

List of attachments

AnnexuresMGT-7.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