

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

L27101HR1994PLC092205

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACK7155M

(ii) (a) Name of the company

KAMDHENU LIMITED

(b) Registered office address

2nd Floor, Tower-A, Building No. 9,
DLF Cyber City, Phase-III,
Gurgaon
Gurgaon
Haryana
122002



(c) *e-mail ID of the company

cs@kamdhenulimited.com

(d) *Telephone number with STD code

01244604500

(e) Website

www.kamdhenulimited.com

(iii) Date of Incorporation

12/09/1994

(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 LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally 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

(b) Due date of AGM

(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	99.82

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	KAMDHENU JEEVANDHARA FC	U80900HR2019NPL083557	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	34,800,000	26,935,500	26,935,500	26,935,500
Total amount of equity shares (in Rupees)	348,000,000	269,355,000	269,355,000	269,355,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares having Face Value of Rs. 10 each				
Number of equity shares	34,800,000	26,935,500	26,935,500	26,935,500
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	348,000,000	269,355,000	269,355,000	269,355,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	11,500,000	0	0	0
Total amount of preference shares (in rupees)	115,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares having face value of Rs. 10 each				
Number of preference shares	11,500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	115,000,000	0	0	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	226	26,935,274	26935500	269,355,000	269,355,000	

Increase during the year	0	11	11	110	110	0
i. Public Issues	0	0	0	0	0	0
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	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	11	11	110	110	0
Shares Dematerialised						
Decrease during the year	11	0	11	110	110	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	11	0	11	110	110	
Shares Dematerialised						
At the end of the year	215	26,935,285	26935500	269,355,000	269,355,000	
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

INE390H01012

(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			
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				<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) * 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

7,247,069,207

(ii) Net worth of the Company

2,373,873,522

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	15,820,980	58.74	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)	0	0	0	
10.	Others	0	0	0	
	Total	15,820,980	58.74	0	0

Total number of shareholders (promoters)

18

(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	7,768,870	28.84	0	
	(ii) Non-resident Indian (NRI)	141,874	0.53	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	1,075,706	3.99	0	
7.	Mutual funds	50,000	0.19	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,038,327	7.57	0	
10.	Others NBFC, CLEARING MEMBERS +	39,743	0.15	0	
	Total	11,114,520	41.27	0	0

Total number of shareholders (other than promoters)

17,151

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

17,169

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DOVETAIL INDIA FUND +	4th Floor 19 Bank Street Cybercity +			670,306	2.11
SAINT CAPITAL FUND +	'C/o Tri-Pro Administrators Ltd Lev +			133,372	0.5
QUADRATURE CAPITAL +	Suite #7 Grand Pavilion Commerc +			129,738	0.48
NEXPACT LIMITED +	6th Floor Tower 1 Nexteracom Bu +			60,000	0.37
AG DYNAMIC FUNDS I +	6th Floor Tower 1 Nexteracom Bui +			27,000	0.22
SOMERVILLE TRADING +	JPMorgan Chase Bank, N.A. India S +			17,669	0.1
MINERVA EMERGING C +	4TH FLOOR 19 BANK STREET CYBE +			16,000	0.07
PERDU PETROCHEMIC +	ORBIS FINANCIAL CORPORATION I +			10,000	0.06
AMERICAN CENTURY I +	4500 MAIN STREET KANSAS CITY M +			8,578	0.04
COPTHALL MAURITIUS +	C/O CIM CORPORATE SERVICES LT +			2,569	0.03
AMERICAN CENTURY I +	HSBC SECURITIES SERVICES 11TH F +			274	0.01

**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	18	18
Members (other than promoters)	14,934	17,151
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	3	1	3	1	23.8	8.02
B. Non-Promoter	0	4	0	5	0	0.01
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	5	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	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	3	5	3	6	23.8	8.03

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

11

(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)
SATISH KUMAR AGARWAL	00005981	Managing Director	1,779,817	
SUNIL KUMAR AGARWAL	00005973	Whole-time director	2,679,490	
SACHIN AGARWAL	01188710	Whole-time director	1,950,144	
SAURABH AGARWAL	00005970	Director	2,160,314	
PRAVIN TRIPATHI	06913463	Director	0	
MADHUSUDAN AGARWAL	00338537	Director	0	
BALDEV RAJ SACHDEV	00016325	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VIVEK JINDAL	02714354	Director	0	
RAMESH CHAND SUF	00089854	Director	1,000	01/04/2024
HARISH KUMAR AGA	ABQPA6821J	CFO	75,000	
KHEM CHAND	AJVPC8453H	Company Secretar	0	

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

5

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)
RAMESH CHANDR/	00038529	Director	02/05/2023	CESSATION
BALDEV RAJ SACH	00016325	Additional director	02/05/2023	APPOINTMENT
BALDEV RAJ SACH	00016325	Director	28/06/2023	CHANGE IN DESIGNATION
VIVEK JINDAL	02714354	Additional director	13/01/2024	APPOINTMENT
VIVEK JINDAL	02714354	Director	08/02/2024	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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	23/08/2023	16,886	75	52.05
EXTRA-ORDINARY GENE	08/02/2024	16,806	60	69.6

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	18/05/2023	8	8	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	31/07/2023	8	8	100
3	08/11/2023	8	8	100
4	13/01/2024	8	8	100
5	29/01/2024	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

21

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 COMM	18/05/2023	3	3	100
2	AUDIT COMM	31/07/2023	4	4	100
3	AUDIT COMM	08/11/2023	4	4	100
4	AUDIT COMM	29/01/2024	4	4	100
5	NOMINATION	18/05/2023	3	3	100
6	NOMINATION	13/01/2024	4	4	100
7	STAKEHOLDER	18/05/2023	3	3	100
8	STAKEHOLDER	31/07/2023	4	4	100
9	STAKEHOLDER	08/11/2023	4	4	100
10	STAKEHOLDER	29/01/2024	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		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	
1	SATISH KUMAR	5	5	100	10	10	100	
2	SUNIL KUMAR	5	5	100	15	15	100	

3	SACHIN AGARWAL	5	5	100	7	7	100	
4	SAURABH AGARWAL	5	4	80	4	3	75	
5	PRAVIN TRIPATHI	5	5	100	8	8	100	
6	MADHUSUDAN AGARWAL	5	5	100	7	7	100	
7	BALDEV RAJ SACHIN	5	5	100	8	8	100	
8	VIVEK JINDAL	1	1	100	0	0	0	
9	RAMESH CHAND	5	5	100	12	12	100	

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SATISH KUMAR AGARWAL	CHAIRMAN & MANAGING DIRECTOR	28,800,000	0	0	79,200	28,879,200
2	SUNIL KUMAR AGARWAL	WHOLE-TIME DIRECTOR	28,740,000	0	0	79,200	28,819,200
3	SACHIN AGARWAL	WHOLE-TIME DIRECTOR	28,740,000	0	0	79,200	28,819,200
	Total		86,280,000	0	0	237,600	86,517,600

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	HARISH KUMAR AGARWAL	CHIEF FINANCIAL OFFICER	5,735,400	0	0	0	5,735,400
2	KHEM CHAND	COMPANY SECRETARY	1,808,400	0	0	0	1,808,400
	Total		7,543,800	0	0	0	7,543,800

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MADHUSUDAN AGARWAL	INDEPENDENT DIRECTOR	0	0	0	580,000	580,000
2	RAMESH CHAND	INDEPENDENT DIRECTOR	0	0	0	640,000	640,000
3	PRAVIN TRIPATHI	INDEPENDENT DIRECTOR	0	0	0	440,000	440,000
4	BALDEV RAJ SACHIN	INDEPENDENT DIRECTOR	0	0	0	560,000	560,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	VIVEK JINDAL	INDEPENDENT +	0	0	0	120,000	120,000
6	SAURABH AGARWAL +	NON-EXECUTIVE +	0	0	0	270,000	270,000
	Total		0	0	0	2,610,000	2,610,000

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

SHASHIKANT TIWARI

Whether associate or fellow

Associate Fellow

Certificate of practice number

13050

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

DIN of the director

To be digitally signed by

- 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

List of attachments

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

(Continued)

COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2023-24

Sr 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
11	Risk Management Committee	18/05/2023	5	5	100
12	Risk Management Committee	08/11/2023	5	5	100
13	Corporate Social Responsibility Committee	18/05/2023	3	3	100
14	Corporate Social Responsibility Committee	29/01/2024	3	3	100
15	Management Committee	01/04/2023	3	3	100
16	Management Committee	29/05/2023	3	3	100
17	Management Committee	28/07/2023	3	3	100
18	Management Committee	29/09/2023	3	3	100
19	Management Committee	02/11/2023	3	3	100
20	Management Committee	15/03/2024	3	3	100
21	Loan and Investment Committee	18/04/2023	3	3	100

FOR KAMDHENU LIMITED

**KHEM CHAND
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: F10065
ADDRESS: H.NO. 1026/A, SHIV COLONY,
OLD FARIDABAD – 121002, HARYANA**

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 Kamdhenu Limited ("**the Company**") CIN: L27101HR1994PLC092205 having its Registered Office situated at 2nd Floor, Tower-A, Building No. 9, DLF Cyber City, Phase-III, Gurgaon HR 122002 IN, as required to be maintained under the Companies Act, 2013 ("**the Act**") and the rules made thereunder for the financial year ended on March 31, 2024 ("**Period**"). 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, Regional Director, Central Government, the Tribunal, Court or other authorities within/ beyond the prescribed time;

During the Period under review, the Company was not required to file any forms and returns to the Regional Director, Central Government, the Tribunal, Court or other authorities except to Investor Education and Protection Fund Authority.

4. Calling/ convening/ holding meetings of Board of Directors or its committees, ~~if any~~, 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 and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;
5. closure of Register of Members / Security holder as the case may be;

During the period under review, the Company was not required to close its Register of Members / Security holder as the case may be.

6. advances/ loans to its Directors and/ or persons or firms or companies referred in Section 185 of the Act;

During the period under review, the company has given advances to its employees against the salary of employees

7. contracts/ arrangements with related parties as specified in Section 188 of the Act;

During the Period under review, the Company has entered into transactions with related parties pursuant to Section 2(76) read with Section 188 of the Act in the ordinary course of business and at arm's length basis.

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

During the Period under review, the Company has not made any-

- transfer or transmission
- buy back of securities;
- Redemption of debentures/preference shares
- reduction of share capital;
- conversion of shares/ securities.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

During the Period under review, the Company was not required to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

During the period under review, the company has transferred 2,801 equity shares as well as the amount of dividend on such shares, to the demat account of the IEPF Authority.

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. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the period under review, there was no re-appointment/retirement /filing up of casual vacancies of the Directors and there was no appointment/re-appointment/retirement/ filling up casual vacancies of Key Managerial Personnel.

13. Appointment/ re-appointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;

During the Period under review, the Company has not made any appointment/re-appointment/filling up the casual vacancies of Auditors as per the provisions of section 139 of the Act.

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

During the period under review, the Company was not required to take any approvals from the Central Government, Tribunal, Regional Director and Court under the provisions of the Act.

15. acceptance/ renewal/ repayment of deposits;

During the Period under review, the Company has not made any acceptance/ renewal/ repayment of deposits.

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

During the Period under review, the Company has not made any borrowings from its directors, members, public financial institutions, banks and others and creation and modification of charges in that respect.

However, during the period under review the company has satisfied the charges and necessary filings have been complied with.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;

During the period under review, the Company has not given any guarantee or provide any security to other body corporate or persons falling under the provisions of Section 186 of the Act.

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

During the Period under review, the Company has not made any alteration to the Memorandum of Association and Articles of Association of the Company.

For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 5715/2024

Shashikant Tiwari
(Partner)
Membership No. F11919
Certificate of Practice No. 13050
UDIN:

Date:
Place: Delhi

Note:- We are issuing this report after examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. This report is limited to the Statutory Compliances on laws/regulations/guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2024 pertaining to Financial Year 2023-24.