

# 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]



## 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

U72400MH2004PLC147094

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCN0053F

(ii) (a) Name of the company

NSDL DATABASE MANAGEMENT

(b) Registered office address

4th Floor, Tower 3, One International Center Senapati Bapat  
Marg, Prabhadevi, Mumbai - 400 013 Delisle Road  
Mumbai  
Mumbai  
Maharashtra  
400013

(c) \*e-mail ID of the company

CS\*\*\*\*\*ML.IN

(d) \*Telephone number with STD code

02\*\*\*\*\*26

(e) Website

www.ndml.in

(iii) Date of Incorporation

22/06/2004

(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

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (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

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J7	Data processing, hosting and related activities; web portal	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NATIONAL SECURITIES DEPOSIT	U74120MH2012PLC230380	Holding	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	80,000,000	61,050,000	61,050,000	61,050,000
Total amount of equity shares (in Rupees)	800,000,000	610,500,000	610,500,000	610,500,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	80,000,000	61,050,000	61,050,000	61,050,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	800,000,000	610,500,000	610,500,000	610,500,000

**(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)				

**(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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	0	61,050,000	61050000	610,500,000	610,500,000	
<b>Increase during the year</b>	0	0	0	0	0	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 <div></div>						
<b>Decrease during the year</b>	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 <div></div>						
<b>At the end of the year</b>	0	61,050,000	61050000	610,500,000	610,500,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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 <div></div>						
<b>Decrease during the year</b>	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 <div></div>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

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

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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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
<b>Total</b>			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**

765,183,636

**(ii) Net worth of the Company**

2,741,318,918

**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	0	0	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)	61,050,000	100	0	
10.	Others	0	0	0	
	<b>Total</b>	61,050,000	100	0	0

**Total number of shareholders (promoters)**

11

**(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	0	0	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	



	<b>Total</b>	0	0	0	0
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**Total number of shareholders (other than promoters)**

0

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

11

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

<b>Details</b>	<b>At the beginning of the year</b>	<b>At the end of the year</b>
Promoters	11	11
Members (other than promoters)	0	0
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

<b>Category</b>	<b>Number of directors at the beginning of the year</b>		<b>Number of directors at the end of the year</b>		<b>Percentage of shares held by directors as at the end of year</b>	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	2	0	0
<b>B. Non-Promoter</b>	1	2	1	2	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	1	4	1	4	0	0

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

8

**(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)
MR. CHANDER MOHA	00143885	Director	0	
MR. RAVINDRA PAND	07188637	Director	0	
MS. PADMAJA CHUNI	08058663	Director	0	30/08/2024
MR. GOPALAN SRINI	01307378	Director	0	
MR. SAMEER SUHAS	09693508	Managing Director	0	
MR. SAMEER SUHAS	AEPPG8776G	CEO	0	
MR. TRISANU RAY CH	AHZPC7725J	CFO	0	
MR. PRATIK ROHIT T	AFBPT3665A	Company Secretar	0	

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

6

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)
MR. SAMAR BANW.	07521003	Director	17/11/2023	RESIGNATION
MR. GOPALAN SRII	01307378	Additional director	28/12/2023	APPOINTMENT
MR. NIKHIL ARYA	AJHPA2231M	Company Secretary	26/04/2023	RESIGNATION
MR. PRATIK ROHIT	AFBPT3665A	Company Secretary	26/04/2023	APPOINTMENT
MS. VAISHALI ABHI	ABDPV6972E	CFO	30/06/2023	RESIGNATION
MR. TRISANU RAY	AHZPC7725J	CFO	27/10/2023	APPOINTMENT

**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

1

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	29/08/2023	11	10	99.99

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2023	5	5	100
2	02/06/2023	5	5	100
3	15/06/2023	5	5	100
4	25/07/2023	5	5	100
5	27/10/2023	5	5	100
6	25/01/2024	5	5	100

**C. COMMITTEE MEETINGS**

Number of meetings held

7

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	26/04/2023	3	3	100
2	AUDIT COMM	15/06/2023	3	3	100
3	AUDIT COMM	25/07/2023	3	3	100
4	AUDIT COMM	27/10/2023	3	3	100
5	AUDIT COMM	25/01/2024	3	3	100
6	NOMINATION	26/04/2023	3	3	100
7	CORPORATE	26/04/2023	3	3	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	26/08/2024
								(Y/N/NA)
1	MR. CHANDE	5	5	100	3	3	100	Not Applicable

2	MR. RAVINDR	5	5	100	3	3	100	Yes
3	MS. PADMAJA	5	5	100	3	3	100	Yes
4	MR. GOPALA	1	1	100	0	0	0	Yes
5	MR. SAMEER	5	5	100	1	1	100	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. SAMEER SUH	MANAGING DIR	11,960,945	0	0	0	11,960,945
	Total		11,960,945	0	0	0	11,960,945

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MS. VAISHALI ABH	CFO	458,601	0	0	0	458,601
2	MR. NIKHIL ARYA	COMPANY SEC	0	0	0	0	0
3	MR. TRISANU RAY	CFO	1,457,440	0	0	0	1,457,440
4	MR. PRATIK ROHI	COMPANY SEC	910,746	0	0	0	910,746
	Total		2,826,787	0	0	0	2,826,787

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. CHANDER MO	INDEPENDENT	0	0	0	1,280,000	1,280,000
2	MR. RAVINDRA PA	INDEPENDENT	0	0	0	1,580,000	1,580,000
	Total		0	0	0	2,860,000	2,860,000

**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

**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

Mr. Ashish Garg

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4423

**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

Digitally signed by  
SAMEER  
SUHAS  
GUPTE  
Date: 2024.11.12  
15:38:49 +05'30'

DIN of the director

0\*6\*3\*0\*

To be digitally signed by

Digitally signed by  
PRATIK  
ROHIT  
TOPRANI  
Date: 2024.11.12  
15:53:11 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

4\*0\*1

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

Attach

Attach

Attach

Attach

### List of attachments

List of shareholders 31032024.pdf  
MGT-8.pdf  
CTC Beneficial Interest.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**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 92<sup>ND</sup> BOARD MEETING OF NSDL DATABASE MANAGEMENT LIMITED HELD ON THURSDAY, JANUARY 25, 2024 AT 05:00 P.M. AT BOARD ROOM OF NDML, 4<sup>TH</sup> FLOOR, TOWER 3, ONE INTERNATIONAL CENTRE, SENAPATI BAPAT MARG, PRABHADEVI, MUMBAI 400013**

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**Designating Company Secretary for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer wrt beneficial interest in shares of the Company**

“**RESOLVED THAT** pursuant to the provisions of section 89 of Companies Act, 2013 read with rule 9 of Companies (Management and Administration) Rules, 2014 and such other provisions (including any statutory modifications or re-enactment thereof) as case maybe applicable from time to time, the consent of Board be and is hereby accorded for designating Mr. Pratik Toprani, Company Secretary of the Company for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the Company.

**RESOLVED FURTHER THAT** Managing Director & CEO, Compliance Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby authorized severally to do all such acts and deeds as may be deemed necessary for implementation of this resolution.”

**For NSDL Database Management Limited**

PRATIK  
ROHIT  
TOPRANI

Digitally signed by  
PRATIK ROHIT  
TOPRANI  
Date: 2024.11.12  
12:11:58 +05'30'

**Pratik R. Toprani**

**Company Secretary**

**Membership No. A48011**

**Address:** 23/820, Tilak Nagar,  
Chembur, Mumbai - 400089

**Date:** November 12, 2024

**Place:** Mumbai

**List of Shareholders as on March 31, 2024**

Sr No.	Name of Shareholder	No. of Equity Shares	Face Value of Share (in Rupees)	% of total no. of shares
1.	National Securities Depository Limited (NSDL)	61,049,900	10	99.99%
2.	Mr. Amit Jindal (Nominee of NSDL) jointly with NSDL	10	10	Negligible
3.	Mr. Sunil Batra (Nominee of NSDL) jointly with NSDL	10	10	Negligible
4.	Mr. Manoj Sarangi (Nominee of NSDL) jointly with NSDL	10	10	Negligible
5.	Ms. Harshada Chavan (Nominee of NSDL) jointly with NSDL	10	10	Negligible
6.	Mr. Prashant Vagal (Nominee of NSDL) jointly with NSDL	10	10	Negligible
7.	Mr. Samar Banwat (Nominee of NSDL) jointly with NSDL	10	10	Negligible
8.	Mr. Rakesh Mehta (Nominee of NSDL) jointly with NSDL	10	10	Negligible
9.	Mr. Chandresh Shah (Nominee of NSDL) jointly with NSDL	10	10	Negligible
10.	Mr. Vijay Gupta (Nominee of NSDL) jointly with NSDL	10	10	Negligible
11.	Mr. Balkrishna Shankwalker (Nominee of NSDL) jointly with NSDL	10	10	Negligible
<b>Total :-</b>		<b>61,050,000</b>		<b>100%</b>

**For NSDL DATABASE MANAGEMENT LIMITED**

PRATIK  
ROHIT  
TOPRANI

Digitally signed by  
PRATIK ROHIT  
TOPRANI  
Date: 2024.11.12  
11:48:48 +05'30'

**Pratik R. Toprani**  
**Company Secretary**  
**Membership No. A48011**

**Address:** 23/820, Tilak Nagar,  
Chembur, Mumbai - 400089

**Date:** November 12, 2024

**Place:** Mumbai



**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**

I have examined the registers, records and books and papers of **NSDL Database Management Limited** (CIN - U72400MH2004PLC147094) {the Company} as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I 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 the provisions of the Act & Rules made there under, in respect of:
  - 1. its status under the Act i.e. Public Limited Company, Limited by shares;
  - 2. maintenance of registers / records & making entries therein within the time prescribed therefor;
  - 3. filing of forms and returns are not stated in the annual return, however the Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time, wherever required;
  - 4. calling, convening and holding meetings of Board of Directors and its committees 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 have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed, further the Company has passed resolution through Circular resolution, however Company has not passed any resolution by postal ballot;



5. the Company was not required to close its Register of Members;
6. the Company has not given any advance or loan to its directors and/or persons or firms or companies referred in Section 185 of the Act;
7. contracts and arrangements with related parties during the year were in the ordinary course of business and on the arm's length basis and the Company has not entered into any material transaction with any of its related parties, as specified in the provisions of Section 188 of the Act;
8. there was no issue or allotment or buy back of securities, and there were no preference shares or debentures in the company and there was no alteration or reduction of share capital or conversion of shares/securities. Further, there were no transfer/transmission of shares, hence there was no requirement to issue security certificates in any instances;
9. there were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares;
10. the Company has declared and paid the dividend. However, there was no requirement to transfer any unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
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, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, however the Company was not required to fill any casual vacancies;
13. Re-appointment / ratification of auditor was required as per the provisions of Section 139 of the Act.
14. the Company was not required to take any approvals from the Central government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. the Company has not accepted/ renewed/ repaid any deposits;





16. the Company has not borrowed from its directors, members, public financial institutions, banks and others, hence not required to create, modify and satisfy charges in that respect;
17. the Company has not made any loans or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act, however the Company has made investments in other bodies corporate in compliance with the provisions of the Act;
18. the Company has not altered the provisions of the Memorandum of Association Article of Association of the Company during the financial year.



Signature: 

**Ashish Garg**

Practicing Company Secretary

FCS No: 5181, CP No: 4423

PR: 3684/2023

UDIN: F005181F001933899

ICSI Unique No.I2001MP269100

**Place:** Indore

**Date:** 07<sup>th</sup> November 2024