

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

L26102DL1984PLC019542

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCA7706R

(ii) (a) Name of the company

ASAHI INDIA GLASS LIMITED

(b) Registered office address

A-2/10, 1st Floor, WHS DDA Marble Market, Kirti Nagar New De
Ihi Mansarover Garden
New Delhi
West Delhi
Delhi
110015

(c) *e-mail ID of the company

gopal.ganatra@aisglass.com

(d) *Telephone number with STD code

01244062212

(e) Website

(iii) Date of Incorporation

10/12/1984

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

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, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

18/09/2023

(b) Due date of AGM

30/09/2023

(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	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	98.91

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

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

9

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AIS Glass Solutions Limited	U26109DL2004PLC127666	Subsidiary	82.55
2	GX Glass Sales and Services Lir	U74140DL2010PLC202377	Subsidiary	93.48

3	Integrated Glass Materials Limited	U14220DL2009PLC188298	Subsidiary	100
4	Shield Autoglass Limited	U74899DL2000PLC104098	Subsidiary	99.99
5	AIS Adhesives Limited	U26101DL1996PLC301151	Associate	47.83
6	AIS Distribution Services Limited	U26101DL2000PLC300580	Associate	49.98
7	Timex Group Precision Engineering Limited	U74210DL2008PLC178234	Associate	30
8	Fourvolt Solar Private Limited	U40106DL2018PTC341911	Associate	40
9	Asahi India Flat Glass Limited	U26999DL2022PLC397610	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	500,000,000	243,089,931	243,089,931	243,089,931
Total amount of equity shares (in Rupees)	500,000,000	243,089,931	243,089,931	243,089,931

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
One Equity Share of Rs. 1 each				
Number of equity shares	500,000,000	243,089,931	243,089,931	243,089,931
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	500,000,000	243,089,931	243,089,931	243,089,931

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	9,600,000	0	0	0
Total amount of preference shares (in rupees)	150,000,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
One Preference Share of Rs. 100 each				
Number of preference shares	600,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	60,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
One Preference Share of Rs.10 each				
Number of preference shares	9,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	90,000,000	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	3,276,484	239,813,447	243,089,931	243,089,931	243,089,931	
Increase during the year	0	94,114	94,114	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		94,114	94,114			
Physical shares converted to Demat						

Decrease during the year	94,114	0	94114	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	94,114		94114			
Physical shares converted to Demat						
At the end of the year	3,182,370	239,907,561	243089931	243,089,931	243,089,931	

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	
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

INE439A01020

(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		15/09/2022	
Date of registration of transfer (Date Month Year)			
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
Date of registration of transfer (Date Month Year)			
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
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)

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	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

39,183,700,000

(ii) Net worth of the Company

21,270,100,000

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	39,527,388	16.26	0	
	(ii) Non-resident Indian (NRI)	3,276,000	1.35	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)	85,703,113	35.26	0	
10.	Others Promoters Trust	3,333,486	1.37	0	
	Total	131,839,987	54.24	0	0

Total number of shareholders (promoters)

46

(b) *SHARE HOLDING PATTERN - Public/Other than promoters



S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	63,906,774	26.29	0	
	(ii) Non-resident Indian (NRI)	2,895,236	1.19	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	750	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	6,482	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	150	0	0	
7.	Mutual funds	4,019,659	1.65	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	30,095,862	12.38	0	
10.	Others Foreign Portfolio Investor, 	10,325,031	4.25	0	
	Total	111,249,944	45.76	0	0

Total number of shareholders (other than promoters)

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

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

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MONTGOMERY INSTTI 	HONGKONG & SHANGHAI BANKIN 			150	0

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	46	46
Members (other than promoters)	51,900	58,670
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	2	3	2	2	12.02	0.3
B. Non-Promoter	0	5	0	6	0	0
(i) Non-Independent	0	0	0	1	0	0
(ii) Independent	0	5	0	5	0	0
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	2	8	2	8	12.02	0.3

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(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. Sanjay Labroo	00009629	Managing Director	29,210,761	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Masao Fukami	09811031	Whole-time director	0	
Mr. Masahiro Takeda	07058532	Director	0	
Ms. Nisheeta Labroo	10040978	Director	717,586	
Dr. Satoshi Ishizuka	07692846	Director	0	
Mr. Rahul Rana	00476406	Director	15,200	
Mr. Y. Taguchi	01892369	Director	0	
Mr. G. S. Talwar	00559460	Director	0	
Ms. Shradha Suri	00176902	Director	0	
Ms. Sheetal Kapal Mehta	06495637	Director	0	
Mr. Shailesh Agarwal	AAIPA0943J	CFO	0	
Mr. Gopal Ganatra	AGZPG9108J	Company Secretary	700	

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

4

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. B. M. Labroo	00040433	Director	07/11/2022	Cessation
Mr. Satoshi Ogata	08068218	Whole-time director	31/12/2022	Cessation
Mr. Masao Fukami	09811031	Whole-time director	01/01/2023	Appointment
Ms. Nisheeta Labroo	10040978	Director	17/02/2023	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 Meeting	15/09/2022	59,726	79	39.92

B. BOARD MEETINGS*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2022	10	7	70
2	29/07/2022	10	8	80
3	31/10/2022	10	5	50
4	27/12/2022	9	5	55.56
5	25/01/2023	9	9	100

C. COMMITTEE MEETINGSNumber of meetings held

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 & Risk M +	24/05/2022	3	3	100
2	Audit & Risk M +	28/07/2022	3	2	66.67
3	Audit & Risk M +	28/10/2022	3	3	100
4	Audit & Risk M +	24/01/2023	3	2	66.67
5	Nomination an +	24/05/2022	3	2	66.67
6	Nomination an +	26/12/2022	3	2	66.67
7	Nomination an +	16/02/2023	3	2	66.67
8	Corporate Soc +	24/05/2022	3	2	66.67
9	Stakeholders'F +	10/05/2022	4	4	100
10	Stakeholders'F +	20/05/2022	4	4	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	18/09/2023
								(Y/N/NA)
1	Mr. Sanjay Lal	5	5	100	18	18	100	Yes
2	Mr. Masao Ful	1	1	100	2	2	100	Yes
3	Mr. Masahiro	5	5	100	0	0	0	Yes
4	Ms. Nisheeta I	0	0	0	2	2	100	Yes
5	Dr. Satoshi Ish	5	3	60	0	0	0	Yes
6	Mr. Rahul Rar	5	3	60	7	5	71.43	No
7	Mr. Y. Taguch	5	3	60	0	0	0	Yes
8	Mr. G. S. Talw	5	2	40	3	1	33.33	No
9	Ms. Shradha S	5	4	80	24	22	91.67	Yes
10	Ms. Sheetal K	5	4	80	4	4	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sanjay Labroo	Chairman & Man +	31,322,267	25,350,000	0	0	56,672,267
2	Mr. Satoshi Ogata	Dy. M.D. & C.T. +	17,406,024	0	0	0	17,406,024
3	Mr. Masao Fukami	Dy. Managing D +	5,296,951	900,000	0	0	6,196,951
	Total		54,025,242	26,250,000	0	0	80,275,242

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. B.M. Labroo	Non-Executive [+]	0	0	0	20,000	20,000
2	Mr. M. Takeda	Non-Executive [+]	0	900,000	0	100,000	1,000,000
3	Ms. Nisheeta Labroo	Non-Executive [+]	0	900,000	0	0	900,000
4	Dr. S. Ishizuka	Non-Executive [+]	0	900,000	0	60,000	960,000
5	Mr. Y. Taguchi	Independent Dir [+]	0	900,000	0	60,000	960,000
6	Mr. R. Rana	Independent Dir [+]	0	900,000	0	160,000	1,060,000
7	Ms. S. Suri	Independent Dir [+]	0	900,000	0	180,000	1,080,000
8	Mr. G.S. Talwar	Independent Dir [+]	0	900,000	0	60,000	960,000
9	Ms. S. Mehta	Independent Dir [+]	0	900,000	0	160,000	1,060,000
	Total		0	7,200,000	0	800,000	8,000,000

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

Suchitta Koley

Whether associate or fellow

Associate Fellow

Certificate of practice number

714

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

00009629

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

1647

Certificate of practice number

714

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

MGT-8 Asahi 2022-2023 Signed.pdf Particulars of Committee Meetings.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

Particulars of Committee Meetings

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
11	Stakeholders' Relationship Committee	03/06/2022	4	4	100
12	Stakeholders' Relationship Committee	10/06/2022	4	4	100
13	Stakeholders' Relationship Committee	14/06/2022	4	4	100
14	Stakeholders' Relationship Committee	01/07/2022	4	3	75
15	Stakeholders' Relationship Committee	25/07/2022	4	3	75
16	Stakeholders' Relationship Committee	01/08/2022	4	3	75
17	Stakeholders' Relationship Committee	20/08/2022	4	3	75
18	Stakeholders' Relationship Committee	30/08/2022	4	3	75
19	Stakeholders' Relationship Committee	26/09/2022	4	3	75
20	Stakeholders' Relationship Committee	26/10/2022	4	3	75
21	Stakeholders' Relationship Committee	07/11/2022	4	3	75

22	Stakeholders' Relationship Committee	06/12/2022	3	3	100
23	Stakeholders' Relationship Committee	27/12/2022	3	3	100
24	Stakeholders' Relationship Committee	28/02/2023	4	4	100
25	Stakeholders' Relationship Committee	28/03/2023	4	4	100



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 Asahi India Glass Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2023. In our opinion and to the best of my 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 therefore.
 3. Filing of forms and returns as stated in the MGT 7, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities were generally within/beyond the prescribed time,.
 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, 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 holders, as the case may be.
 6. There are no instances of advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the year.
 7. Contracts/arrangements with related parties, are on arms length basis, as specified in section 188 of the Act.
 8. Transfer or transmission in all instances have been done in accordance with the provisions of the law. There are no instances of Issue or allotment or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion shares / securities and issue of security certificates during the year.
 9. There are no instances that required 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 year.
 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.
 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.
 13. Appointment/ reappointment/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, however there are no such instances during the year under review.
 15. There are no instances of acceptance/ renewal/ repayment of deposits.





16. Borrowings from public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
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.
18. There are no instances of Alteration of the provisions of the Memorandum and/or Articles of Association of the Company.

Suchitta Koley
Company Secretary
FCS 1647; CP 714

FRN - I1984UT012100

UDIN - F001647E001798739



Place: Gurgaon

Date: November 10, 2023