

# FORM NO. MGT-7

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

L34300HR2005PLC081531

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAJCS7372M

(ii) (a) Name of the company

SHIVAM AUTOTECH LIMITED

(b) Registered office address

10, 1ST FLOOR, TOWER A, EMAAR DIGITAL GREENS,  
SECTOR - 61, GOLF COURSE EXTENSION ROAD,  
GURUGRAM  
Gurgaon  
Haryana  
122102

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

cs@shivamautotech.com

(d) \*Telephone number with STD code

01244698700

(e) Website

www.shivamautotech.com

(iii) Date of Incorporation

29/07/2005

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	THE BSE LIMITED	1
2	THE NATIONAL STOCK EXCHANGE INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS  
1ST FLOOR

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

28/09/2022

(b) Due date of AGM

30/09/2022

(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, <small>metal products, etc.</small>	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	DAYANAND MUNJAL INVESTM	U67120PB1979PTC004038	Holding	74.8

## 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	125,000,000	122,222,222	122,222,222	122,222,222
Total amount of equity shares (in Rupees)	250,000,000	244,444,444	244,444,444	244,444,444

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	125,000,000	122,222,222	122,222,222	122,222,222
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	250,000,000	244,444,444	244,444,444	244,444,444

(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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
At the beginning of the year	1,420,350	98,579,650	100000000	200,000,000	200,000,000	

<b>Increase during the year</b>	0	22,222,222	22222222	44,444,444	44,444,444	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	22,222,222	22222222	44,444,444	44,444,444	
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						
<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						
<b>At the end of the year</b>	1,420,350	120,801,872	122222222	244,444,444	244,444,444	
<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						
<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						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE637H01024

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

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	00	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

**(i) Turnover**

47,338,139,851.1

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

1,353,235,732.29

**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	
3.	Foreign institutional investors	0	0	0	
3.	Mutual funds	0	0	0	
3.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	91,417,272	74.8	0	
10.	Others		0	0	
	<b>Total</b>	91,417,272	74.8	0	0

**Total number of shareholders (promoters)**

1

**(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	27,913,345	22.84	0	
	(ii) Non-resident Indian (NRI)	744,484	0.61	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	3,000	0	0	
3.	Financial institutions	0	0	0	
3.	Foreign institutional investors	0	0	0	
3.	Mutual funds	17,500	0.01	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,862,179	1.52	0	
10.	Others Cooperative Societies & Gov	264,442	0.22	0	
	<b>Total</b>	30,804,950	25.2	0	0

**Total number of shareholders (other than promoters)**

32,455

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

32,456

**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	1	1
Members (other than promoters)	27,313	32,455
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
<b>A. Promoter</b>	2	0	2	0	0	0
<b>B. Non-Promoter</b>	0	4	0	4	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	3	0	3	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
Total	2	4	2	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)
NEERAJ MUNJAL	00037792	Managing Director	0	
CHARU MUNJAL	03094545	Whole-time director	0	
BHAGWAN DASS NAR	00826573	Director	100	
ANIL KUMAR GUPTA	02643623	Director	0	
JYOTHI PRASAD	06947488	Director	0	
SUNIL CHINUBHAI VAK	02527630	Director	0	
PREETI SHARMA	EFWPS9042R	Company Secretar	0	
RAKESH GUPTA	AFYPG0718E	CFO	0	31/10/2022

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

2

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)
SAMTA BAJAJ	DBPPB8487K	Company Secretar	10/02/2020	01/10/2021
DAVENDRA UJLAYAN	AAFPU2249C	CFO	14/02/2015	08/07/2021

**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	29/09/2021	28,703	61	74.8

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/06/2021	6	6	100
2	13/08/2021	6	6	100
3	22/09/2021	6	6	100
4	12/11/2021	6	6	100
5	25/11/2021	6	6	100
6	10/12/2021	6	6	100
7	03/01/2022	6	5	83.33
8	07/02/2022	6	6	100

**C. COMMITTEE MEETINGS**

Number of meetings held

12

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 Committee	09/06/2021	4	4	100
2	Audit Committee	13/08/2021	4	4	100
3	Audit Committee	22/09/2021	4	4	100
4	Audit Committee	12/11/2021	4	4	100
5	Audit Committee	07/02/2022	4	4	100
6	Stakeholders Forum	09/06/2021	5	5	100
7	Stakeholders Forum	13/08/2021	5	5	100
8	Stakeholders Forum	12/11/2021	5	5	100
9	Stakeholders Forum	07/02/2022	5	5	100
10	Nomination Re	09/06/2021	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	28/09/2022
								(Y/N/NA)
1	NEERAJ MUNJAL	8	8	100	4	4	100	Yes
2	CHARU MUNJAL	8	8	100	0	0	0	Yes
3	BHAGWAN DASHRATH	8	7	87.5	12	11	91.67	Yes
4	ANIL KUMAR	8	8	100	12	12	100	Yes
5	JYOTHI PRASAD	8	8	100	12	12	100	Yes
6	SUNIL CHINU	8	8	100	12	12	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NEERAJ MUNJAL	MANAGING DIR	9,600,000	0	0	9,158,160	18,758,160
2	CHARU MUNJAL	WHOLE TIME D	4,800,000	0	0	3,781,536	8,581,536
	Total		14,400,000	0	0	12,939,696	27,339,696

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	PREETI SHARMA	COMPANY SEC	237,210	0	0	0	237,210
2	RAKESH GUPTA	CHIEF FINANC	909,000	0	0	0	909,000
3	SAMTA BAJAJ	COMPANY SEC	245,942	0	0	0	245,942
4	DAVENDRA UJLAY	CHIEF FINANC	2,726,752.45	0	0	0	2,726,752.45
	Total		4,118,904.45	0	0	0	4,118,904.45

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BHAGWAN DASS	INDEPENDENT	570,000	0	0	0	570,000
2	JYOTHI PRASAD	INDEPENDENT	630,000	0	0	0	630,000
3	SUNIL CHINUBHAI	INDEPENDENT	630,000	0	0	0	630,000
4	ANIL KUMAR GUT	NON-INDEPENDENT	600,000	0	0	0	600,000
	Total		2,430,000	0	0	0	2,430,000

#### 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

SATYENDER KUMAR

Whether associate or fellow

Associate  Fellow

Certificate of practice number

5189

**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

NEERAJ  
MUNJAL  
Digitally signed by  
NEERAJ MUNJAL  
Date: 2022.11.26  
14:38:20 +05'30'

DIN of the director

00037792

**To be digitally signed by**

Preeti  
Sharma  
Digitally signed by  
Preeti Sharma  
Date: 2022.11.26  
14:38:47 +05'30'

Company Secretary

Company secretary in practice

Membership number

32847

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

DETAILS OF COMMITTEE MEETINGS.pdf MGT_8_2021-22.pdf
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**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

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**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**



**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 **Shivam Autotech Limited** having CIN:L34300HR2005PLC081531 ("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, 2022 (hereinafter referred to as "the financial year"). 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 the provisions of the Act & Rules made there under in respect of:-

1. Its status under the Act;

The Company is an active Public Listed Company limited by shares, Indian Non-Government Company.

2. Maintenance of registers/records & making entries therein is within the time prescribed therefor;

3. Filing of forms and returns are not stated in the Annual Return, however the company has during the year under review has filed the forms and returns with the Registrar of Companies/Investors Education and Protection Fund Authority (IEPFA), within the prescribed time *except that the Company has filed Form DIR 12 dated 8.7.2021, MGT 14 dated 10.12.2021 and Form CHG 1 dated 18.12.2021 beyond the due dates.*

3.1 During the year under review, the Company has not filed any forms and returns with the Central Government, the Tribunal, Court or other authorities under the Act.

4. Calling/ convening/ holding meetings of Board of Directors or 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 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.



4.1 The Company has called and convened the meetings of Board of Directors and its committees thereof and the meetings of the members of the Company on dates as stated in the annual return in respect of which meetings, proper notices were given and as per information and explanation given by the Company, the proceedings have been properly recorded in the Minute Book maintained for the purpose and the same have been signed.

4.2 The circular resolutions have been passed by the Board after due compliance of Act and were duly recorded in the minutes book. During the year under review, the Company was not required to pass any resolution through postal ballot.

5. Closure of Register of Members / Security holders, as the case may be.

During the year under review, the Company has closed its Register of Members & Share Transfer Books from September 20, 2021 to September 29, 2021 (both days inclusive) for the purpose of 16<sup>th</sup> Annual General Meeting ("AGM") of the Company held on September 29, 2021.

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.

During the year under review, the Company has not made any advances/ loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act.

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

During the year under review, the Company has entered into transactions with related parties pursuant to Section 2(76) of the Companies Act, 2013, in the ordinary course of business and at arm's length basis, therefore provision of Section 188 is not attracted.

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.

8.1 During the year under review, the Company has not made any

- buy back of securities or
- redemption of preference shares or debentures/
- alteration or reduction of share capital/
- conversion of shares/ securities
- issuance of duplicate shares.

8.2 The Board of Directors has approved the issuance and allotment of 2,22,22,222 (Two Crore Twenty Two lakhs twenty two thousand twenty two) fully paid-up equity shares having face value of Rs. 2/- (Rupees Two) per share each, on rights basis at an issue price of Rs. 18/- (Rupees Eighteen) per equity share (including a premium of Rs. 16/- per equity shares), aggregating to Rs. 40,00,00,000/- (Rupees Forty Crores) on a rights basis to the eligible shareholders of the Company in the ratio of 2 rights shares for every 9 fully paid up equity shares held by the eligible shareholders on the record date i.e. 10th December, 2021.



- 8.3 During the year under review, the Company has recorded the transmission of shares within the time limit prescribed under the Act.
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.
- 9.1 During the year under review, the company was not required to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
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.
- 10.1 The Company has not declared dividend for the Financial Year 2020-21.
- 10.2 Further, the Company has complied with all the relevant provisions of Section 124 of the Companies Act, 2013 relating to transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund.
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;
- 12.1 During the year under review, the Company was not required to make any filling up of casual vacancy of directors.
- 12.2 The Directors have disclosed their interest as per the provisions of Companies Act, 2013 in the appropriate format for the financial year 2021-22.
- 12.3 During the year under review, there were changes in composition of Board as under:
- Mr. Neeraj Munjal (DIN: 00037792), was re-appointed as Managing Director of the Company for a further term of 5 years with effect from April 01, 2021 to March 31, 2026 by the members in their Annual General Meeting held on September 29, 2021.
  - Mr. Sunil Chinubhai Vakil (DIN: 02527630) who was appointed as an Additional Director of the Company w.e.f. December 20, 2020 and his appointment as an Independent Director of the Company, not liable to retire by rotation, in order to fill the casual vacancy caused by the resignation of Mr. Sunil Kant Munjal, Independent Director to hold office for a term of 4 (four) consecutive years, from the date of appointment was approved by the members in their Annual General Meeting held on September 29, 2021.



- 12.4 During the year under review, there were changes in key managerial person as under:
- Mr. Davendra Ujlayan has retired as Chief Financial Officer w.e.f. 8.7.2021.
  - Ms. Samta Bajaj resigned as Company Secretary w.e.f. 1.10.2021.
  - Ms Preeti Sharma was appointed as Company Secretary w.e.f. 12.11.2021.
  - Mr. Rakesh Gupta was appointed as Chief Financial Officer w.e.f. 3.1.2022.
- 12.5 During the financial year 2021-22 the remuneration is paid to the following Key Managerial Personnel(s) :

S.No.	Name of Key Managerial Personnel	Designation	Remuneration per Annum (in Lakh Rupees )
1.	Mr. Neeraj Munjal	Managing Director	187.58
2.	Mrs. Charu Munjal	Whole-Time Director	85.81
3.	Mr. Davendra Ujlayan (retired w.e.f. 08.07.2021)	Chief Financial Officer	27.27
4.	Mr. Rakesh Gupta (appointed w.e.f. 03.01.2022)	Chief Financial Officer	9.09
5.	Ms. Samta Bajaj (resigned w.e.f. 01.10.2021)	Company Secretary	2.46
6.	Ms. Preeti Sharma (appointed w.e.f. 12.11.2021)	Company Secretary	2.37

13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act.

During the year under review, the Company was not required to make any filling up of 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.
- 14.1 During the year under review, the Company was not required to take approvals from the Central Government, Tribunal, Registrar, Court or such other authorities under the various provisions of the Act.

15. Acceptance/ renewal/ repayment of deposits.

During the year under review, the Company has not accepted/renewed/repaid any deposits.

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
- 16.1 During the year under review, the Company has not borrowed any money from its directors, members.



16.2 During the year under review, the Company has borrowed money from public financial institutions, banks and others and following charges were created/modified.

S. No.	Form No.	Particulars of Charge Creation/Modification
1.	CHG 1 filed on 24.11.2021 vide SRN T59975151	Creation of charge created vide Hypothecation Deed dated 29.10.2021 in favour of Hero Fincorp Limited for securing Financial Facilities of Rs. 27,50,00,000/- (Charge ID 100501224) registered on 24.11.2021.
2.	CHG 1 filed on 25.8.2021 vide SRN T37297983	Creation of charge created vide Unattested Deed of Hypothecation dated 28.7.2021 in favour of IDFC First Bank Limited for securing Financial Facilities of Rs. 10,00,00,000/- (Charge ID 100470128) registered on 25.8.2021.
3.	CHG 1 filed on 30.8.2021 vide SRN T38954848	Modification of charge created vide Second Supplemental Entry dated 30.7.2021 in favour of IDFC First Bank Limited for securing Financial Facilities of Rs. 10,00,00,000/- (Charge ID 100470128) registered on 30.8.2021.
4.	CHG 1 filed on 10.8.2021 vide SRN T34932095	Creation of charge created vide Deed of Hypothecation dated 29.6.2021 in favour of Yes Bank Limited for securing Financial Facilities of Rs. 35,00,00,000/- (Charge ID 100466112) registered on 10.8.2021.
5.	CHG 1 filed on 4.6.2021 vide SRN T21381686	Creation of charge created vide Deed of Hypothecation dated 19.5.2021 in favour of Yes Bank Limited for securing Financial Facilities of Rs. 41,00,00,000/- (Charge ID 100447266) registered on 4.6.2021.
6.	CHG 1 filed on 28.7.2021 vide SRN T32777054	Modification of charge created vide First Supplemental Entry dated 13.7.2021 in favour of IDFC First Bank Limited for securing Financial Facilities of Rs. 16,40,00,000/- (Charge ID 100426653) registered on 28.7.2021.
7.	CHG 1 filed on 16.2.2022 vide SRN T81465643	Modification of charge created vide Hypothecation Deed dated 17.1.2022 in favour of Hero Fincorp Limited for securing Financial Facilities of Rs. 11,09,00,000/- (Charge ID 100427810) registered on 16.2.2022.
8.	CHG 1 filed on 31.1.2022 vide SRN T75164277 with additional fees.	Modification of charge created vide Memorandum of Entry dated 18.12.2021 in favour of HDFC Bank Limited for securing Financial Facilities of Rs. 55,00,00,000/- (Charge ID 100313824) registered on 2.3.2022.
9.	CHG 1 filed on 7.6.2021 vide SRN T21710041	Modification of charge created vide Supplemental Deed of Hypothecation dated 19.5.2021 in favour of Yes Bank Limited for securing Financial Facilities of Rs. 50,00,00,000/- (Charge ID 100173635) registered on 8.6.2021.
10.	CHG 1 filed on 29.6.2021 vide SRN T27925502	Modification of charge created vide Confirmatory Letter dated 19.5.2021 in favour of Yes Bank Limited for securing Financial Facilities of Rs. 50,00,00,000/- (Charge ID 100173635) registered on 30.6.2021.
11.	CHG 1 filed on 7.6.2021 vide SRN T27105710	Modification of charge created vide Supplemental Deed of Hypothecation dated 19.5.2021 in favour of Yes Bank Limited for securing Financial Facilities of Rs. 50,00,00,000/- (Charge ID 100173636) registered on 7.6.2021.
12.	CHG 1 filed on 29.6.2021 vide SRN T27925445	Modification of charge created vide Confirmatory Letter dated 19.5.2021 in favour of Yes Bank Limited for securing Financial Facilities of Rs. 50,00,00,000/- (Charge ID 100173636) registered on 30.6.2021.
13.	CHG 1 filed on 16.2.2022 vide SRN T81390544	Modification of charge created vide Hypothecation Deed dated 17.1.2022 in favour of Hero Fincorp Limited for securing Financial Facilities of Rs. 7,50,00,000/- (Charge ID 100188250) registered on 16.2.2022.
14.	CHG 1 filed on 10.8.2021 vide SRN T34931170	Modification of charge created vide Supplemental Deed of Hypothecation dated 29.6.2021 in favour of Yes Bank Limited for securing Financial Facilities of Rs. 35,00,00,000/- (Charge ID 100036612) registered on 11.8.2021.
15.	CHG 1 filed on 30.8.2021 vide SRN T38957957	Modification of charge created vide Second Supplemental Entry dated 30.7.2021 in favour of IDFC First Bank Limited for securing Financial Facilities of Rs. 30,00,00,000/- (Charge ID 10601503) registered on 30.8.2021.
16.	CHG 1 filed on 10.8.2021 vide SRN T34931188	Modification of charge created vide Supplemental Deed of Hypothecation dated 29.6.2021 in favour of Yes Bank Limited for securing Financial Facilities of Rs. 10,00,00,000/- (Charge ID 100177003) registered on 10.8.2021.
17.	CHG 1 filed on 25.8.2021 vide SRN T37329083	Modification of charge created vide Supplemental Deed of Hypothecation dated 28.7.2021 in favour of IDFC First Bank Limited for securing Financial Facilities of Rs. 30,00,00,000/- (Charge ID 10601503) registered on 25.8.2021.



- 16.3 During the year under review, the Company has repaid money borrowed from public financial institutions, banks and others and following charges were satisfied.

S. No.	Form No.	Particulars of Charge Creation/Modification / Satisfaction
1.	CHG 4 filed on 14.2.2022 vide SRN T80561954	Satisfaction of charge amount of Rs 40,00,00,000/- of Kotak Mahindra Bank Limited on 10.2.2022 (Charge ID 10547163) registered on 16.2.2022
2.	CHG 4 filed on 14.2.2022 vide SRN T80560923	Satisfaction of charge amount of Rs 43,00,00,000/- of Kotak Mahindra Bank Limited on 10.2.2022 (Charge ID 10375703) registered on 17.2.2022
3.	CHG 4 filed on 13.7.2021 vide SRN T30712020	Satisfaction of charge amount of Rs 26,00,00,000/- of RBL Bank Limited on 12.7.2021 (Charge ID 100320400) registered on 14.7.2021.
4.	CHG 4 filed on 12.5.2021 vide SRN T18673053	Satisfaction of charge amount of Rs. 5,00,00,000/- of IDFC Bank Limited on 4.5.2021 (Charge ID 100205269) registered on 12.5.2021

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 year under review, the Company has neither given any loan or guarantee nor provided any security or made investments covered under the provision of Section 186 of the Companies Act, 2013.

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

During the year under review, the Company has not altered the provisions of Memorandum or Articles of Association of the Company.

For SATYENDER KUMAR & ASSOCIATES  
Company Secretaries



*Satyender Kumar*  
Satyender Kumar  
(Proprietor)  
C.P. No. 5189  
FCS 4087

Place: Gurugram  
Date : November 25, 2022

UDIN-F004087D002239738  
Peer Reviewed Unit