

# 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

L24223MH1946PLC005434

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACC1647E

(ii) (a) Name of the company

KOKUYO CAMLIN LIMITED

(b) Registered office address

48/2, HILTON HOUSE, CENTRAL ROAD M.I.D.C  
ANDHERI (EAST)  
MUMBAI  
Maharashtra  
400093

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

corporate@kokuyocamlin.com

(d) \*Telephone number with STD code

02266557000

(e) Website

www.kokuyocamlin.com

(iii) Date of Incorporation

24/12/1946

(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	The 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, Vikh  
roli (West), NA

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

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

(a) If yes, date of AGM

(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 3

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	C3	Wood and wood products, furniture, paper and paper products	20.9
2	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	54.6
3	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	24.4

## 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
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1	Kokuyo Co., Ltd		Holding	74.44
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#### 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	200,000,000	100,303,806	100,303,806	100,303,806
Total amount of equity shares (in Rupees)	200,000,000	100,303,806	100,303,806	100,303,806

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	200,000,000	100,303,806	100,303,806	100,303,806
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200,000,000	100,303,806	100,303,806	100,303,806

###### (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>						
<b>At the beginning of the year</b>	935,059	99,368,747	100303806	100,303,806	100,303,806	
<b>Increase during the year</b>	0	84,436	84436	84,436	84,436	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	
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	84,436	84436	84,436	84,436	
Dematerialisation of shares						
<b>Decrease during the year</b>	84,436	0	84436	84,436	84,436	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	
iv. Others, specify	84,436	0	84436	84,436	84,436	
Dematerialisation of shares						
<b>At the end of the year</b>	850,623	99,453,183	100303806	100,303,806	100,303,806	
<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

INE760A01029

**(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	
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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) \*Debtentures (Outstanding as at the end of financial year)**

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

**Details of debtentures**

Class of debtentures	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 debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

**(v) Securities (other than shares and debtentures)**

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**

8,158,932,621.71

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

2,963,271,245.9

**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	550,000	0.55	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 Foreign Body Corporate	74,665,950	74.44	0	
	<b>Total</b>	75,215,950	74.99	0	0

**Total number of shareholders (promoters)**

4

**(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	20,077,022	20.02	0	
	(ii) Non-resident Indian (NRI)	1,623,733	1.62	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	2,125	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	522,041	0.52	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,087,202	2.08	0	
10.	Others Unclaimed or Suspense or F + #	775,733	0.77	0	
	<b>Total</b>	25,087,856	25.01	0	0

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

30,952

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

30,956

**(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

**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	4	4
Members (other than promoters)	30,758	30,952
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>	1	1	1	1	0.25	0.2
<b>B. Non-Promoter</b>	0	4	1	8	0	0

(i) Non-Independent	0	1	1	1	0	0
(ii) Independent	0	3	0	7	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	1	5	2	9	0.25	0.2

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

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DILIP D. DANDEKAR	00846901	Director	200,000	
SHRIRAM S. DANDEKAR	01056318	Whole-time director	250,000	
MASAHARU INOUE	10154904	Director	0	
TAKEO IGUCHI	03599826	Whole-time director	0	
SHISHIR B. DESAI	01453410	Director	0	
SRIRAM VENKATARAMAN	06790179	Director	0	
NANDINI CHOPRA	07891312	Director	0	
NAHO SHIGETA	02014640	Director	0	
NILESH MODI	07365188	Director	0	
SUBRAMANIAN NAGANATHAN	10482193	Director	0	
TOMOYA OKADA	03434839	Director	0	
SATISH VEERAPPA	AKWPS2116H	CEO	0	
VIPUL BHOY	AXYPB4393G	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 10

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)
KOJI HIGASHIGUCHI	09263193	Director	12/05/2023	Cessation
MASAHARU INOUE	10154904	Director	12/05/2023	Appointment
TAKEO IGUCHI	03599826	Whole-time director	01/02/2024	Appointment
SHISHIR B. DESAI	01453410	Director	31/03/2024	Retirement
SRIRAM VENKATAI	06790179	Director	31/03/2024	Retirement
NAHO SHIGETA	02014640	Director	01/02/2024	Appointment
NILESH MODI	07365188	Director	08/02/2024	Appointment
NAGANATH SUBRA	10482193	Director	08/02/2024	Appointment
TOMOYA OKADA	03434839	Director	08/02/2024	Appointment
SHRIRAM S. DAND	01056318	Whole-time director	01/02/2024	Re-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	28/07/2023	29,076	59	76

### 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	12/05/2023	6	6	100
2	28/07/2023	6	6	100
3	31/10/2023	6	5	83.33

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	15/12/2023	6	6	100
5	25/01/2024	6	6	100
6	08/02/2024	8	8	100

### C. COMMITTEE MEETINGS

Number of meetings held

17

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	12/05/2023	4	4	100
2	Audit Committee	28/07/2023	4	4	100
3	Audit Committee	31/10/2023	4	3	75
4	Audit Committee	15/12/2023	4	4	100
5	Audit Committee	25/01/2024	4	4	100
6	Audit Committee	08/02/2024	4	4	100
7	Remuneration	03/05/2023	4	4	100
8	Remuneration	21/07/2023	4	4	100
9	Remuneration	27/10/2023	4	3	75
10	Remuneration	25/01/2024	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	
1	DILIP D. DANU	6	6	100	5	4	80	
2	SHRIRAM S. I	6	6	100	6	6	100	
3	MASAHARU I	5	5	100	12	9	75	

4	TAKEO IGUCHI	1	1	100	0	0	0	
5	SHISHIR B. D	6	5	83.33	13	12	92.31	
6	SRIRAM VEN	6	6	100	11	11	100	
7	NANDINI CHC	6	6	100	15	15	100	
8	NAHO SHIGE	1	1	100	0	0	0	
9	NILESH MOD	0	0	0	0	0	0	
10	SUBRAMANIA	0	0	0	0	0	0	
11	TOMOYA OKA	0	0	0	0	0	0	

**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	SHRIRAM S. DANDEKA	VICE CHAIRMAN	13,555,341	0	0	0	13,555,341
2	SATISH VEERAPPAN	MANAGER DESIGNATED	29,358,814	0	0	0	29,358,814
3	TAKEO IGUCHI	EXECUTIVE DIRECTOR	1,141,466	0	0	0	1,141,466
	Total		44,055,621	0	0	0	44,055,621

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHETAN BADAL	CHIEF FINANCIAL OFFICER	13,878,965	0	0	0	13,878,965
2	HINAL CHHEDA	COMPANY SECRETARY	617,208	0	0	0	617,208
3	VIPUL BHOY	COMPANY SECRETARY	1,372,748	0	0	0	1,372,748
	Total		15,868,921	0	0	0	15,868,921

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	DILIP D. DANDEKA	CHAIRMAN & NON-EXECUTIVE DIRECTOR	0	0	0	1,721,000	1,721,000
2	SHISHIR B. DESAI	INDEPENDENT NON-EXECUTIVE DIRECTOR	0	0	0	1,280,000	1,280,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	SRIRAM VENKATA	INDEPENDENT	0	0	0	1,400,000	1,400,000
4	NANDINI CHOPRA	INDEPENDENT	0	0	0	1,560,000	1,560,000
5	MASAHARU INOUE	SENIOR VICE C	0	0	0	0	0
6	NAHO SHIGETA	INDEPENDENT	0	0	0	100,000	100,000
	Total		0	0	0	6,061,000	6,061,000

#### 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

1

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)
Directors, Kokuyo	Senior Inspector of	10/11/2023	Section 18(1), 36 (1)	Customer care rela	50,000

#### 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

J. H. RANADE

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2520

**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

44964

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**

Committee meeting details - FY 2023-24.p  
Kokuyo Camlin LimitedSHH.pdf  
Kokuyo Camlin LimitedSHT.pdf  
MGT 8 KCL 31032024.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**



Continued from point no. IX (C) of the e-form MGT-7  
for the financial year ended 31<sup>st</sup> March, 2024.

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.	Remuneration & Nomination Committee meeting	06/02/2024	4	4	100
12.	Stakeholders Relationship Committee meeting	28/07/2023	3	3	100
13.	Stakeholders Relationship Committee meeting	28/03/2024	3	2	66.67
14.	Corporate Social Responsibility Committee meeting	21/07/2023	3	3	100
15.	Corporate Social Responsibility Committee meeting	28/03/2024	3	2	66.67
16.	Risk Management Committee meeting	15/09/2023	4	4	100
17.	Risk Management Committee meeting	08/03/2024	4	3	75

**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 **Kokuyo Camlin Limited** (the Company) having CIN: L24223MH1946PLC005434, 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 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 (IEPF) within/~~beyond~~ the prescribed time;
  4. Calling/ convening/ holding meetings of Board of Directors and 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 provisions of the act have been complied with in respect of resolutions passed by postal ballot, ~~if any~~, and the same 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. Advances/loans to its Directors and/or persons or firms or Companies referred in Section 185 of the Act-*Not applicable*;
7. Contracts/arrangements with related parties as specified in Section 188 of the Act;
8. ~~Issue or allotment or transfer or transmission or buy back of securities /redemption of preference shares or debenture/alteration or reduction of share capital/conversion of shares/ securities and issue of security certificates in all instances;~~
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- *Not applicable*;
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/resignation/retirement/~~filling up casual vacancies/~~ disclosures of the Directors and Key Managerial Personnel and the remuneration paid to them;
13. Appointment/ re-appointment/filling up casual vacancies of auditors as per the provisions of Section 139 of the Act- *Not applicable*;
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;
15. Acceptance/ renewal/ repayment of deposits- *Not applicable*;
16. Borrowings from its ~~Directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect;~~

17. ~~Loans and Investments or guarantees given or providing of securities to other~~ in bodies 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-*Not applicable*.

For JHR & Associates  
Company Secretaries

J. H. Ranade  
Partner (FCS: 4317;  
C.P.No: 2520)

UDIN: \_\_\_\_\_

Place: Thane  
Date: