

# 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

U29220KA2005PLC066051

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCK6445J

(ii) (a) Name of the company

KISANKRAFT LIMITED

(b) Registered office address

Sri Huchhanna Tower , Site # 4 , #748 7th A Cross, Maruthi  
Layout , Dasarahalli i , Hebbal NA  
Bangalore  
Bangalore  
Karnataka  
560024

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

company.secretary@kisankraft

(d) \*Telephone number with STD code

08068357800

(e) Website

www.kisankraft.com

(iii) Date of Incorporation

26/08/2005

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Subsidiary of Foreign 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

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 26/09/2023

(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 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	85.75
2	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	13.62

## 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	WASHINGTON AGROTECH LIM		Holding	80.14

## 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	15,000,000	10,401,498	10,401,498	10,401,498
Total amount of equity shares (in Rupees)	150,000,000	104,014,980	104,014,980	104,014,980

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	15,000,000	10,401,498	10,401,498	10,401,498
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	104,014,980	104,014,980	104,014,980

**(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	10,401,498	10401498	104,014,980	104,014,980	
<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				0	0	
0						
<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				0	0	
0						
<b>At the end of the year</b>	0	10,401,498	10401498	104,014,980	104,014,980	
<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				0	0	
0						
<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				0	0	
0						
<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			
	Surname	middle name	first name

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				
	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**

2,110,335,000

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

962,415,000

**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	0	0	0	
	(ii) Non-resident Indian (NRI)	336,000	3.23	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)	8,335,506	80.14	0	
10.	Others	0	0	0	
	<b>Total</b>	8,671,506	83.37	0	0

**Total number of shareholders (promoters)**

3

**(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	609,276	5.86	0	
	(ii) Non-resident Indian (NRI)	90,000	0.87	0	
	(iii) Foreign national (other than NRI)	1,030,716	9.91	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>	1,729,992	16.64	0	0
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**Total number of shareholders (other than promoters)**

17

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

20

**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	3	3
Members (other than promoters)	17	17
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	3.23	0
<b>B. Non-Promoter</b>	2	4	2	4	2.15	0.25
(i) Non-Independent	2	2	2	2	2.15	0
(ii) Independent	0	2	0	2	0	0.25
<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>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>5.38</b>	<b>0.25</b>

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

10

**(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)
RAVINDRA KUMAR AG	00195640	Whole-time director	169,716	
SARIKA AGRAWAL	01229530	Whole-time director	166,284	
ANKIT PRAKASH CHIT	06667003	Managing Director	211,593	
SUNIL PRASAD	07559715	Whole-time director	12,000	
RAMKUMAR KRISHNA	02581826	Director	0	
NEHA AGRAWAL	07925114	Director	25,500	
ANAND GARG	09127351	Director	0	
AKSHAT GULABCHAN	09284367	Director	0	
VINAY KUMAR PANDE	BGHP2790J	Company Secretary	0	
AJAY KUMAR CHALAS	AJVPC0842L	CFO	3,000	

**(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)
RAVINDRA KUMAR AG	00195640	Managing Director	05/09/2022	Change in Designation
ANKIT PRAKASH CHIT	06667003	Whole-time director	05/09/2022	Change in Designation
HULLAHALLI CHANDR	BDGPR8443C	Company Secretary	09/09/2022	Cessation
VINAY KUMAR PANDE	BGHP2790J	Company Secretary	02/01/2023	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	28/09/2022	20	10	86.95

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/06/2022	8	7	87.5
2	24/09/2022	8	7	87.5
3	28/12/2022	8	8	100
4	25/03/2023	8	6	75

**C. COMMITTEE MEETINGS**

Number of meetings held

9

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	25/06/2022	3	2	66.67
2	Audit Committee	24/09/2022	3	2	66.67
3	Audit Committee	25/03/2023	3	2	66.67
4	CSR Committee	25/06/2022	3	3	100
5	CSR Committee	24/09/2022	3	3	100
6	CSR Committee	25/03/2023	3	3	100
7	N & R Committee	24/09/2022	3	2	66.67
8	N & R Committee	28/12/2022	3	3	100
9	N & R Committee	25/03/2023	3	2	66.67

**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	26/09/2023
								(Y/N/NA)
1	RAVINDRA K	4	4	100	6	6	100	No

2	SARIKA AGRA	4	4	100	3	3	100	No
3	ANKIT PRAKA	4	4	100	0	0	0	Yes
4	SUNIL PRASA	4	4	100	0	0	0	Yes
5	RAMKUMAR K	4	2	50	6	2	33.33	Yes
6	NEHA AGRAV	4	3	75	9	8	88.89	No
7	ANAND GARC	4	4	100	3	3	100	No
8	AKSHAT GUL	4	3	75	0	0	0	No

**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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVINDRA KUMAR	Whole Time Director	8,773,032	0	0	1,095,000	9,868,032
2	SARIKA AGRAWAL	Whole Time Director	8,773,032	0	0	1,095,000	9,868,032
3	ANKIT PRAKASH CH	Managing Director	8,455,249	0	0	2,549,000	11,004,249
4	SUNIL PRASAD	Whole Time Director	4,391,798	0	0	1,374,000	5,765,798
	Total		30,393,111	0	0	6,113,000	36,506,111

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	ANKIT PRAKASH CH	CEO (also MD & Manager)	8,455,249	0	0	2,549,000	11,004,249
2	AJAY KUMAR CHA	CFO	3,340,132	0	0	670,000	4,010,132
3	VINAY KUMAR PAI	COMPANY SECRETARY	299,120	0	0	0	299,120
4	HULLAHALLI CHAN	COMPANY SECRETARY	407,563	0	0	19,391	426,954
	Total		12,502,064	0	0	3,238,391	15,740,455

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
1	RAMKUMAR KRISH	INDEPENDENT	0	0	0	50,000	50,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	NEHA AGRAWAL	INDEPENDENT	0	0	0	100,000	100,000
3	ANAND GARG	NON-EXECUTIVE	0	0	0	95,000	95,000
4	AKSHAT GULABCHAND	NON-EXECUTIVE	0	0	0	60,000	60,000
	Total		0	0	0	305,000	305,000

#### 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

KALPANA CHAUHAN

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

9893

**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

Ankit  
Prakash  
Chitalia  
Digitally signed by  
Ankit Prakash Chitalia  
Date: 2023.11.02  
17:29:53 +05'30'

DIN of the director

06667003

**To be digitally signed by**

VINAY  
KUMAR  
PANDEY  
Digitally signed by  
VINAY KUMAR  
PANDEY  
Date: 2023.11.02  
17:44:40 +05'30'

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

64170

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 Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments**

List of Shareholders as on 31-03-23.pdf  
MGT-8\_FY 2022-23\_KKL.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**



### List of Shareholders of KisanKraft Limited as on 31<sup>st</sup> March 2023:

Sl. No.	Name of Shareholders	Father's Name	No. of Equity Shares held	Face Value of Shares (in Rs.)	% of Shareholding
1.	Mr. Ajay Kumar Chalasani	Mr. Saibabu Chalasani	3,000	10	0.0288
2.	Mr. Ankit Prakash Chitalia	Mr. Prakash Shantilal Chitalia	2,11,593	10	2.0343
3.	Mr. Charles Godwin Moore	Mr. Moore Thomas Gale	10,30,716	10	9.9093
4.	Mr. D R Kumaraswamy	Mr. Dasarahalli Ramanna	1,38,012	10	1.3268
5.	Mr. Janardhana R	Mr. Dasarahalli Ramanna	12	10	0.0001
6.	Mrs. Krishna K Chitalia	Mr. Harkisandas Goradia	21,153	10	0.2034
7.	Mrs. Mamta Agrawal	Mr. Bhagwant Lal Agrawal	1,89,600	10	1.8228
8.	Mrs. Nalina R	Mr. Dasarahalli Ramanna	12	10	0.0001
9.	Mrs. Neha Agrawal	Mr. Nand Kishore Dokania	25,500	10	0.2452
10.	Mr. Pillappa A	Mr. Anjinappa	420	10	0.0040
11.	Mr. R Praburam	Mr. Rambadran	90,000	10	0.8653
12.	Mr. Ramesh Narayan	Mr. Narayana Jayaram	3,000	10	0.0288
13.	Mr. Ravindra Kumar Agrawal	Mr. Bhagwant Lal Agrawal	1,69,716	10	1.6316
14.	Mrs. Reena S	Mr. Saloman	1,950	10	0.0187
15.	Mrs. Sarika Agrawal	Mr. Mannu Lal Agrawal	1,66,284	10	1.5987
16.	Mrs. Sireesha	Mr. Krishna Reddy	3,000	10	0.0288
17.	Mr. Somashekar Ramanna	Mr. Dasarahalli Ramanna	12	10	0.0001
18.	Mr. Sunil Prasad	Mr. Manohar Prasad	12,000	10	0.1154
19.	Mr. Venugopal R	Mr. Dasarahalli Ramanna	12	10	0.0001
20.	M/s Washington Agrotech Limited	NA	83,35,506	10	80.1376
<b>TOTAL</b>			<b>1,04,01,498</b>		<b>100</b>

For KisanKraft Limited

Ankit Prakash Chitalia  
Managing Director & CEO  
DIN: 06667003  
Date: 28.07.2023







**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, documents and papers of **M/s. KISANKRAFT LIMITED** (the Company) (CIN: **U29220KA2005PLC066051**) 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 2023. In my 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, I certify that:

**A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.**

*Clause XII of the Form – Penalties and Punishment –Only Penalties and Punishments applicable under Companies Act, 2013 are considered for the scope of this Clause.*

**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;

*The Company is a Public Limited Company and its Corporate Identification Number (CIN) is U29220KA2005PLC066051.*

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

*The Company has maintained all the registers and records as prescribed under the Act and rules made thereunder and all entries therein have been duly recorded within the prescribed time.*

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

*The Company has filed the necessary forms and returns with the Registrar of Companies.*

*We are not commenting on the documents/forms / returns which have been filed with or without additional fees and accepted and registered by the Ministry of Corporate affairs.*

*Further during the year, the Company was not required to file any forms and returns with the Regional Director, Central Government, the Tribunal or Court.*

4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

*The Company has called / Convened / held the meetings of the Board of Directors, its committees and 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 resolution have been properly recorded in the Minute books/ registers maintained for the purpose and the same has been signed accordingly. There were no resolutions passed by the way of the postal ballot.*

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

*The Company has not closed its register of members during the year.*

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

*The Company has not given loans/guarantees to related parties having common directors which fall under Section 185 of the Companies Act, 2013.*

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

*The Company has entered into contracts/arrangements and other transactions with related parties falling under section 188 of the Act on arms-length basis. Further that the transactions were entered into after proper and applicable compliances under the section.*

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

*During the Financial Year ended 31<sup>st</sup> March 2023 there were no allotment or issue 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.*

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.

*There were no transaction necessitating the company 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;

*The Company did not declare any dividend during the year and hence compliance under section 125 of the Act does not arise. Further there is no amount in the unclaimed/unpaid dividend which is to be transferred to unpaid dividend account of the Company and 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;

*The Company has complied with the provisions of Section 134 of the Act to the extent applicable and practically possible.*

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

*The Board is duly constituted.*

*The details of Board of Directors as on 31<sup>st</sup> March 2023 are provided below:-*

Sl. No.	Name of the Person	Designation	Changes during the FY 2022-23
1.	Mr. Ravindra Kumar Agrawal	Chairman and Whole time Director	Designation changed from MD to Chairman and WTD w.e.f. 05/09/2022
2.	Mrs. Sarika Agrawal	Whole time Director	NA
3.	Mr. Ankit Prakash Chitalia	Managing Director & CEO	Designation changed from WTD to MD w.e.f. 05/09/2022
4.	Mr. Sunil Prasad	Whole time Director & COO	NA
5.	Mrs. Neha Agrawal	Independent Director	NA
6.	Anand Garg	Director (Non-Executive)	NA
7.	Ramkumar Krishnamachari	Independent Director	NA
8.	Akshat Gulabchand Raika	Director (Non-Executive)	NA

Othe KMP's :

1.	Hullahalli Chandrashekar Ramya	Company Secretary	Resignation w.e.f. 09/09/2022
2.	Ajay Kumar Chalasani	Chief Financial Officer	



		(CFO)	NA
3.	Vinay Kumar Pandey	Company Secretary	Appointment w.e.f. 02/01/2023

*As confirmed by the management, the directors have given proper disclosure as and when applicable and remuneration as detailed in the financials was paid to the directors of the Company in compliance with relevant provisions of the Companies Act, 2013.*

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

*The Company has re-appointed the statutory auditor of the Company for a period of 5 years i.e to hold office from the conclusion of Fourteenth (14<sup>th</sup>) Annual General Meeting till the conclusion of Nineteenth (19<sup>th</sup>) Annual General Meeting of the Company and there was no casual vacancy during the year.*

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;

*As informed by the management, the Company is not required to take any approval from the authorities stated above and has not filed any application before 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;

*The Company has neither accepted nor renewed 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;

*Proper compliances under the Act, including creation/modification/satisfaction of charge with the ministry were done by the Company as per applicability.*

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;

*No transactions under Section 186 during the year.*

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

*The Company has altered its Memorandum of Association of the Company with respect to alteration in the Object Clause by way of special resolution passed by the members in the Annual General Meeting dated 28<sup>th</sup> September 2022 during the Financial Year 2022-23.*

*The Company has not altered its Articles of Association of the Company during the reporting period.*

Date: 02/11/2023  
Place: Bengaluru



A handwritten signature in blue ink, appearing to read "Kalpna", with a long horizontal stroke extending to the right.

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**KALPANA CHAUHAN**  
**Practising Company Secretary**  
**FCS No: 9870, C.P. No.: 9893**  
**UDIN: F009870E001589580**