

# 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

U51909KA2008PLC045558

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AALCS7003B

(ii) (a) Name of the company

SHELL MRPL AVIATION FUELS A

(b) Registered office address

No. 102, Prestige Sigma, Richmond Town  
Vittal Mallya Road  
Bangalore  
Karnataka  
560001  
India

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

chockalingam.subbiah@shellm

(d) \*Telephone number with STD code

08042526900

(e) Website

http://shellmrpl.co.in

(iii) Date of Incorporation

11/03/2008

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

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

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

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

\*No. of Companies for which information is to

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MANGALORE REFINERY AND PE	L23209KA1988GOI008959	Joint Venture	50
2	Shell Gas B V		Joint Venture	50

## 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	30,000,000	30,000,000	30,000,000	30,000,000
Total amount of equity shares (in Rupees)	300,000,000	300,000,000	300,000,000	300,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	30,000,000	30,000,000	30,000,000	30,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	300,000,000	300,000,000	300,000,000	300,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	15,000,003	14,999,997	30000000	300,000,000	300,000,000	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<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 <input type="text"/>						
<b>At the end of the year</b>	15,000,003	14,999,997	30000000	300,000,000	300,000,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<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

(ii) Details of stock split/consolidation during the year (for each class of share)

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/Debtures 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)		28/04/2021
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debtures, 4 - Stock
Number of Shares/ Debtures/ Units Transferred	1	Amount per Share/ Debture/Unit (in Rs.) 10

Ledger Folio of Transferor		04	
Transferor's Name	KUMAR	AJAYA	K R
	Surname	middle name	first name
Ledger Folio of Transferee		09	
Transferee's Name	DESHPANDE	ARUN	ASHISH
	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

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**

6,680,450,000

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

596,680,000

**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)	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	15,000,000	50	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)	15,000,000	50	0	
10.	Others	0	0	0	
	<b>Total</b>	30,000,000	100	0	0

Total number of shareholders (promoters)

8

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

Total number of shareholders (other than promoters)

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

**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	8	8
Members (other than promoters)	0	0
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>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	0	7	0	7	0	0
(i) Non-Independent	0	4	0	4	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	0	7	0	7	0	0

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

**(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)
ASHOK REVATHY	00057539	Director	0	
BASAVARAJ NINGAPPA	00246410	Director	0	
SANJAY VARMA	05155972	Director	0	
NITIN PRASAD	05261866	Director	0	
BEE KUAN DORIS TAN	08780100	Director	0	
SAIKUMAR RAJAGOPAL	08993827	Director	0	
BAPPANADU HOIGEGU	09505851	Additional director	0	
CHOCKALINGAM SUBBI	ABOPC5325K	CFO	0	
CHOCKALINGAM SUBBI	ABOPC5325K	Company Secretary	0	
RAGHAVENDRA CHIDAMBARAM	AAZPJ1173G	CEO	0	

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

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)
SAIKUMAR RAJAGOPAL	08993827	Director	26/07/2021	Change in designation
VENKATESH MADHAVAN	07025342	Director	31/01/2022	Cessation
BAPPANADU HOIGEGU	09505851	Additional director	15/02/2022	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

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	26/07/2021	8	8	100

#### 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	28/04/2021	7	7	100
2	26/07/2021	7	7	100
3	25/10/2021	7	6	85.71
4	25/01/2022	7	7	100

#### 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	28/04/2021	5	5	100
2	Audit Committee	26/07/2021	5	4	80
3	Audit Committee	25/10/2021	5	5	100
4	Audit Committee	25/01/2022	5	5	100
5	Nomination and Remuneration Committee	28/04/2021	5	5	100
6	Nomination and Remuneration Committee	26/07/2021	5	4	80
7	Nomination and Remuneration Committee	25/01/2022	5	5	100
8	CSR Committee	28/04/2021	3	3	100
9	CSR Committee	25/10/2021	3	2	66.67

#### D. \*ATTENDANCE OF DIRECTORS

		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	ASHOK REVA	4	4	100	9	9	100	
2	BASAVARAJ N	4	4	100	7	7	100	
3	SANJAY VARMA	4	4	100	7	5	71.43	
4	NITIN PRASAD	4	4	100	2	2	100	
5	BEE KUAN DO	4	4	100	7	7	100	
6	SAIKUMAR RA	4	4	100	7	7	100	
7	BAPPANADU H	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

0

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

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHOCKALINGAM S	CFO & Company	8,110,000				8,110,000
2	RAGHAVENDRA CH	CEO	13,110,000				13,110,000
	Total		21,220,000	0			21,220,000

Number of other directors whose remuneration details to be entered

0

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

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable  Yes  No provisions of the Companies Act, 2013 during the year

B. If No, give reasons/observations

i. Company effected the transfer of shares which is not in dematerialised form;  
 ii. The format for the annual report on CSR activities annexed in the Board's Report for the financial year ending March 31, 2021 was not as per Annexure-II but it is as per Annexure-I

**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

R SRINIVASAN

Whether associate or fellow

Associate  Fellow

Certificate of practice number

5254

**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

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

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 AS ON 31ST MARCH, 2022****List of Share holders-Physical Shares**

<b>Types of Shares : Equity</b>				
<b>Amount per share Rs. 10/-</b>				
<b>F No.</b>	<b>Name of the Share holder</b>	<b>Father's Name / Husband's Name</b>	<b>No. of shares</b>	<b>Address</b>
02	Shell Gas B V	Not applicable	1,49,99,997	Carel Van Bylandtlaan, 30, The Hague, The Netherland
03	Devendra Nath Soral J1 : Mangalore Refineries and Petrochemicals Limited	V.N.Soral	01	Kuthethoor P.O., Via Katipalla, Mangalore-575 030
05	Venkata Krishna J1 : Mangalore Refineries and Petrochemicals Limited	Narasimhaiah	01	Kuthethoor P.O., Via Katipalla, Mangalore-575 030
06	B.V Doodtsche Petroleum Maatschappij	Not applicable	01	Carel Van Bylandtlaan, 30, The Hague, The Netherland
07	Shell Overseas Investments B.V	Not applicable	01	Carel Van Bylandtlaan, 30, The Hague, The Netherland
08	The Asiatic Petroleum Company Ltd,	Not applicable	01	Shell Centre, London SE17 NA, UK.
09	Ashish Arun Deshpande J1 : Mangalore Refineries and Petrochemicals Limited	Arun Narahar Deshpande	01	Kuthethoor P.O., Via Katipalla, Mangalore-575 030
		<b>Total</b>	<b>1,50,00,003</b>	

**List of Share holders-Demat**

First name	Middle name	Last name	Folio number	DP ID/Client ID account no	Number of shares held	Class of shares
		Mangalore Refinery and Petrochemicals Limited	-	IN301330/ 22184256	1,49,99,997	Equity
				<b>Total</b>	<b>1,49,99,997</b>	
				<b>G Total</b>	<b>3,00,00,000</b>	

**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 M/s Shell MRPL Aviation Fuels and Services Limited (CIN: U51909KA2008PLC045558) and hereinafter referred to as '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 March 31, 2022 (i.e., April 1, 2021 to March 31, 2022 and hereinafter referred to as the 'year under review'). 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:**

the Company is a Public Limited Company and has complied with the applicable provisions of the Act & Rules made there under to the extent applicable to Public Limited Companies.

2. **maintenance of registers/records & making entries therein within the time prescribed there for:**

the Company has kept and maintained all registers as per the provisions of the Act and the Rules made there-under and all entries therein have been duly recorded.

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 duly filed the forms/ returns with the Registrar of Companies, under the provisions of the Act and the Rules made there-under. In case of delay necessary additional fees were duly paid.

the Company has not filed any forms with Regional Director, Central Government, Tribunal, Court or other authorities.



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 Board of Directors or its Committees and the meetings of the members of the company had met as per details mentioned in the Annual Return, in respect of which meetings proper notices were given and the proceedings including circular resolutions, were properly recorded and signed in accordance with the provisions of the Companies Act, 2013 and Rules made there under.

during the year under review the meetings of Board/Committees and general meetings were held through video conferencing (VC) or other audio visual means (OAVM). As represented, the company has kept the recordings of these meetings as per provisions of Companies Act, 2013

during the year under review no resolutions were passed by postal ballot.

5. **closure of Register of Members / Security holders, as the case may be:**

the Company did not opt to close its Register of Members and as the Company did not issue any debentures, closure of Register of Debenture holders during the year under review does not arise.

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 advanced any loans to its directors falling within the purview of Section 185 of the Act.

7. **contracts/arrangements with related parties as specified in section 188 of the Act:**

As informed to us, all transactions entered with related parties for the year under review were on arm's length basis and in the ordinary course of business.

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 year under review, the Company has not issued or effected allotment or transmission of shares. ***However, the Company has effected transfer of shares which is not in dematerialised form***

during the year under review the Company has not effected buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and has not issued any security certificates with regard to the aforementioned 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:**

there were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial 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:**

during the year under review the Company has declared and paid the dividend.

the Company was not required to transfer any amount to Investor Education and Protection Fund as there is no unpaid dividend / unclaimed dividend/other amounts.

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 audited financial statements are signed as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof. *However the format for the annual report on CSR activities annexed in the Board's Report for the financial year ending March 31, 2021 was not as per Annexure-II but it is as per Annexure-I*

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

during the year under review the changes in the composition of Board of Directors of the Company as reflected in the Annual Return are in compliance with the provisions of the Act and rules made there under.

13. **appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act:**

M/s ASA & Associates LLP (FRN 009571N/500006), Chartered Accountants continues to be auditor of the company till conclusion of the Annual general meeting to be held in the year 2023.

there are no instances of any filling up casual vacancies of auditors during the year under review.

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:**

the Company was not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the year under review.

15. **acceptance/ renewal/ repayment of deposits:**

during the year, the Company has not accepted from the public any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Instances of renewal/repayment of deposits do not arise.

16. **borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable:**

during the year under review, the company has not borrowed from its directors, members, public financial institutions and no charges were created / modified or satisfied, however the company has availed unsecured borrowings from banks/financial institutions.

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 not carried out any transactions falling under the provisions of section 186 of the Act with regard to loans and investments or guarantees given or providing of securities to other bodies corporate or persons.

18. **alteration of the provisions of the Memorandum and/ or Articles of Association of the Company:**

the Company has not altered the provisions of the Memorandum of Association and Articles of Association during the year under review.

For **RSVH & Associates LLP**  
*Practising Company Secretaries*  
L2020KR006800

R Srinivasan  
Partner  
Membership No.FCS-6066/CP No.5254

Place : Bangalore

Date :