

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

ANNUAL RETURN**I. REGISTRATION AND OTHER DETAILS:**

- (i) Corporate Identification Number (CIN) of the Company
- Global Location Number (GLN) of the Company
- Permanent Account Number (PAN) of the Company
- (ii) (a) Name of the Company
- (b) Registered Office Address
- (c) e – mail ID of the Company
- (d) Telephone Number with STD Code
- (e) Website
- (iii) Date of incorporation
- (iv) Type of Company

Type of 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

CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally
Hyderabad
Rangareddi
Telangana - 500032

- (vii) Financial Year From date (DD/MM/YYYY) To date

(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

(d) If yes, the Service Request Number (SRN) of the application form filed of extension

(e) Extended due date of AGM after grant of extension

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities:

Sl 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 be given:

S. NO	NAME OF THE COMPANY	CIN/FCLN	HOLDING/ SUBSIDIARY / ASSOCIATE / JOINT VENTURE	% of shares held
1	MANGALORE REFINERY AND PETROCHEMICALS LIMITED	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	Authorized Share 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:	Authorized Share Capital	Issued Capital	Subscribed Capital	Paid up Capital
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:0

Particulars	Authorized Share Capital	Issued Capital	Subscribed Capital	Paid up Capital
Total number of Preference				

shares				
Total amount of preference shares (in Rupees)				

Number of classes:

Class of Shares:	Authorized Share 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	

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

Class of Shares	No. of shares	Total Nominal amount	Total Paid up amount	Total Premium
Equity Shares:-				
At the beginning of the year	30,000,000	300,000,000	300,000,000	
Increase during the year				
i. Public Issue	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement / Preferential Allotment				
v. ESOPs				
vi. Sweat Equity shares allotted				
vii. Conversion of Preference shares	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDR / ADR	0	0	0	
x. Others, please specify:	0	0	0	
2. Decrease during the year	0	0	0	
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
v. Others, please specify:	0	0	0	
At the end of the year	30,000,000	300,000,000	300,000,000	
Preference shares				
At the beginning of the year				
Increase during the year				
i. Issue of shares				
ii. Re-issue of forfeited shares	0	0	0	
iii. Other, specify:	0	0	0	
Decrease during the year				
i. Redemption of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify:	0	0	0	
At the end of the year				

(ii) Details of stock split / consolidation during the year (for each class of shares):- 0

Class of shares				
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) (Y/N) N

Separate sheet attached for details of transfers: (Y/N) N

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) Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			23,87,50,000.00
Deposit			0
Total			23,87,50,000.00

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 debentures: 0

Type of securities	Number of securities	Nominal value of securities	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: Rs. 252,39,80,000.00
(ii) Net worth of the Company: Rs. 50,66,00,000.00

VI. (a) SHARE HOLDING PATTERN (Promoter)

- i) Category-wise Share Holding

Sl No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/ Hindu Undivided Family			0	0
	i) Indian	0	0	0	0
	ii) Non – resident Indian (NRI)	0	0	0	0
	iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	i) Central government	0	0	0	0
	ii) State Government	0	0	0	0
	iii) Government Companies	15,000,000	50	0	0
3	Insurance Companies	0	0	0	0
4	Banks	0	0	0	0
5	Financial Institutions	0	0	0	0
6	Foreign Institutional Investors	0	0	0	0
7	Mutual Funds	0	0	0	0
8	Venture Capital	0	0	0	0
9	Body Corporate (not mentioned above)	15,000,000	50	0	0
10	Others	0	0	0	0
	Total	30,000,000	100	0	0

Total Number of shareholders (promoters): 8

(b) SHARE HOLDING PATTERN – Public/ Other than promoters

Sl No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/ Hindu Undivided Family				
	i) Indian				
	ii) Non – resident Indian (NRI)	0	0	0	0
	iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	i) Central government	0	0	0	0
	ii) State Government	0	0	0	0
	iii) Government Companies	0	0	0	0
3	Insurance Companies	0	0	0	0
4	Banks	0	0	0	0
5	Financial Institutions	0	0	0	0
6	Foreign Institutional Investors	0	0	0	0
7	Mutual Funds	0	0	0	0
8	Venture Capital	0	0	0	0
9	Body Corporate (not mentioned above)				
10	Others:				
	Total	0	0	0	0

Total number of shareholders (Other than promoters): 0

Total number of shareholders (Promoters + Public/Other than promoters): 8

**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 the year	
	Executive	Non-Executive	Executive	Non-Executive	Executive	Non-Executive
A. Promoter						
B. Non – Promoter	0	6	0	7	0	0
(i) Non-Independent	0	4	0	4	0	0
(ii) Independent	0	2	0	3	0	0
C. Nominee Directors Representing	0	0	0	0	0	0
(i) Banks & FI's	0	0	0	0	0	0
(ii) Investing	0	0	0	0	0	0

institutions						
(iii) Government	0	0	0	0	0	0
(iv) Small Shareholders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	0	7	0	0

Number of Directors and Key Managerial personnel (who is not a Director) as on 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 shares held	Date of cessation (after closure of financial year: if any)
ASHOK REVATHY	00057539	Director	0	
BASAVARAJ NINGAPPA BANKAPUR	00246410	Director	0	
VENKATESH MADHAVARAO	07025342	Director	0	
BEE KUAN DORIS TAN	08780100	Director	0	
NITIN PRASAD	05261866	Director	0	
SANJAY VARMA	05155972	Director	0	
SAIKUMAR RAJAGOPALAN KALPATHY	08993827	Director	0	
CHOCKALINGAM SUBBIAH	ABOPC5325K	CFO	0	
CHOCKALINGAM SUBBIAH	ABOPC5325K	Company Secretary	0	
RAGHAVENDRA CHIDANANDA JOSHI	AAZPJ1173G	CEO	0	

(ii) Particulars of change in Directors and Key Managerial personnel during the year: 9

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)
MUNDANAT VINAYAKUMAR	08225553	Director	31/05/2020	Cessation
RICHARD JAMES PEREIRA	08169966	Director	13/06/2020	Cessation
KODURI LAKSHMINARAYANA	AAOPL5093L	CEO	31/07/2020	Cessation
SANJAY VARMA	05155972	Additional Director	11/06/2020	Appointment
BEE KUAN DORIS TAN	08780100	Additional Director	04/07/2020	Appointment
RAGHAVENDRA CHIDANANDA JOSHI	AAZPJ1173G	CEO	01/08/2020	Appointment
SANJAY VARMA	05155972	Director	07/08/2020	Change in designation
SAIKUMAR RAJAGOPALAN KALPATHY	08993827	Additional Director	29/12/2020	Appointment
BEE KUAN DORIS TAN	08780100	Director	07/08/2020	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETING:

Number of meetings held: 2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number	% of total shareholding
AGM	07/08/2020	8	8	100
EGM	25/03/2021	8	7	99.99

B. BOARD MEETINGS:

Number of Meetings held: 4

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	Attendance	
			No. of Directors attended	% of Attendance
1.	28.05.2020	6	6	100
2	07.08.2020	6	6	100
3	26.10.2020	6	6	100
4	27.01.2021	7	7	100

C. COMMITTEE MEETINGS: 8

Number of Committee meetings held:

Sl. No.	Type of Meeting	Date of meeting	Total No. of Members as on the Date of Meeting	Attendance	
				No. of Members attended	% of Attendance
1	Audit Committee	28.05.2020	3	3	100
2	Audit Committee	07.08.2020	3	3	100
3	Audit Committee	26.10.2020	3	3	100
4	Audit Committee	27.01.2021	5	5	100
5	Nomination and Remuneration Committee	28.05.2020	4	4	100
6	Nomination and Remuneration Committee	26.10.2020	4	4	100
7	Nomination and Remuneration Committee	27.01.2021	5	5	100
8	CSR Committee	28.05.2020	3	3	100

D. ATTENDANCE OF DIRECTORS

Sl. No.	Name of the Director	Board of Meetings			Committee Meetings (Taking all the Committee Meetings together of which a Director is a member)			Whether attended last AGM held on (Y/N)
		No of Meeting which the director was entitled to attend	Number of meetings attended	% of attendance	No of Meeting which the director was entitled to attend	Number of meetings attended	% of attendance	
1.	ASHOK REVATHY	4	4	100	8	8	100	
2.	BASAVARAJ NINGAPPA BANKAPUR	4	4	100	7	7	100	
3.	VENKATESH MADHAVA	4	4	100	1	1	100	

	RAO							
4.	BEE KUAN DORIS TAN	3	3	100	3	3	100	
5.	NITIN PRASAD	4	4	100	1	1	100	
6.	SANJAY VARMA	3	3	100	5	5	100	
7.	SAIKUMAR RAJAGOPALAN KALPATHY	1	1	100	2	2	100	

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

Number of Managing Director, Whole-Time Director and/or Manager whose remuneration details to be entered:

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

Number of CEO, CFO, and Company Secretary whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross Salary (Rs.)	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1	CHOCKALINGAM SUBBIAH	CFO & Company Secretary	81,10,000.00				81,10,000.00
2	RAGHAVENDRA CHIDANANDA JOSHI	CEO	1,02,80,000.00				1,02,80,000.00
3	KODURI LAKSHMINARAYANA	CEO	46,60,000.00				46,60,000.00
	Total		2,30,50,000.00				2,30,50,000.00

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
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURE

A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year(Y/N):

B. If No, Give reasons / observations

XII. PENALTIES AND PUNISHMENT DETAILS THEREOF: NIL

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY / DIRECTORS / OFFICERS:

Name of the Company/Directors/	Name of the court or	Date of order	Name of the Act and section	Details of penalty /	Details of appeal (if any) including
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Officers	concerned		under which penalized / punished	punishment	present status

(B) DETAILS OF COMPOUNDING OF OFFENCES: NIL

Name of the Company/Directors/Officers	Name of the court or concerned	Date of order	Name of the Act and section under which penalized / punished	Details of penalty punishment	Details of appeal (if any) including present status

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:

Whether Fellow or Associate: Associate Fellow

Certificate of practice number:

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 authorized 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

LIST OF SHAREHOLDERS AS ON 31ST MARCH, 2021**List of Share holders-Physical Shares**

Types of Shares : Equity				
Amount per share Rs. 10/-				
F No.	Name of the Share holder	Father's Name / Husband's Name	No. of shares	Address
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
04	K.R.Ajaya Kumar J1 : Mangalore Refineries and Petrochemicals Limited	A.P.Raghava Pankcker	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.
		Total	1,50,00,003	

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
				Total	1,49,99,997	
				G Total	3,00,00,000	

RSVH & Associates LLP
Company Secretaries

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, 2021 (i.e., April 1, 2020 to March 31, 2021 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.

No 35 & 36, Ground Floor, 8th Cross, 8th Main, 2nd Block, Jayanagar, Bangalore 560 011

Tel: 080 2656 5655 Email : info@rsvassociates.in

LLPIN : AAS-2232

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 transfer or transmission of shares.

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.

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.

during the year under review, Mr Lakshminarayana Konduri ceased to be the CEO with effect from 31st July 2020. The company has appointed Mr Raghavendra Chidananda Joshi as Chief Executive Officer (CEO) with effect from 1st August 2020 pursuant to Section 203 read with Section 2(51) of the Act on full time basis. From the perusal of records and secondment agreement entered between the Company and Shell India Markets Private Limited (an affiliate of Joint Venture Shareholder), we observed that he still continues to be an employee of Shell India Markets Private Limited, and therefore he is not in whole time employment of the Company

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 :