

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 (otherthan 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

| (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

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

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, N
anakramguda, Serili ngampally NA

(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 25/07/2023

(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

1

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|----------------------------------|------------------------------|
| 1 | 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 2

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 |
|---|------------------|------------|----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 15,000,003 | 14,999,997 | 30000000 | 300,000,000 | 300,000,000 | |
| Increase during the year | 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 <div></div> | | | | | | |
| Decrease during the year | 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 <div></div> | | | | | | |
| At the end of the year | 15,000,003 | 14,999,997 | 30000000 | 300,000,000 | 300,000,000 | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 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 <div></div> | | | | | | |
| Decrease during the year | 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 <div></div> | | | | | | |
| At the end of the year | 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/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 | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | | |
|--|--|----------------------|
| Date of registration of transfer (Date Month Year) | | <input type="text"/> |
|--|--|----------------------|

| | | |
|------------------|----------------------|---|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock |
|------------------|----------------------|---|

| | | | |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

(iv) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 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

16,195,630,000

(ii) Net worth of the Company

910,700,000

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 | |
| | Total | 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 | |

| | | | | | |
|--|--------------|---|---|---|---|
| | 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 | 0 | 0 | 0 | 0 | 0 | 0 |
| B. Non-Promoter | 0 | 7 | 0 | 7 | 0 | 0 |
| (i) Non-Independent | 0 | 4 | 0 | 4 | 0 | 0 |
| (ii) Independent | 0 | 3 | 0 | 3 | 0 | 0 |
| C. Nominee Directors representing | 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 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) |
|--------------------|------------|-------------------|--------------------------------|--|
| NITIN PRASAD | 05261866 | Director | 0 | |
| SANJAY VARMA | 05155972 | Director | 0 | |
| CHOCKALINGAM SUBB | ABOPC5325K | Company Secretary | 0 | |
| CHOCKALINGAM SUBB | ABOPC5325K | CFO | 0 | |
| BASAVARAJ NINGAPPA | 00246410 | Director | 0 | |
| ASHOK REVATHY | 00057539 | Director | 0 | |
| SAIKUMAR RAJAGOPAL | 08993827 | Director | 0 | |
| BAPPANADU HOIGEGU | 09505851 | Director | 0 | |
| RAGHAVENDRA CHIDAI | AAZPJ1173G | CEO | 0 | |
| SANJAY VARKEY | 02730788 | Director | 0 | |

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

3

| 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) |
|--------------------|----------|--|---|--|
| BAPPANADU HOIGEGU | 09505851 | Director | 26/07/2022 | Change in designation |
| BEE KUAN DORIS TAN | 08780100 | Director | 31/12/2022 | Cessation |
| SANJAY VARKEY | 02730788 | Additional director | 01/01/2023 | 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 |
| AGM | 26/07/2022 | 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 | 28/04/2022 | 7 | 7 | 100 |
| 2 | 26/07/2022 | 7 | 7 | 100 |
| 3 | 20/10/2022 | 7 | 7 | 100 |
| 4 | 20/01/2023 | 7 | 6 | 85.71 |

C. COMMITTEE MEETINGS

Number of meetings held

10

| 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 | 28/04/2022 | 5 | 5 | 100 |
| 2 | Audit Committee | 26/07/2022 | 5 | 5 | 100 |
| 3 | Audit Committee | 20/10/2022 | 5 | 5 | 100 |
| 4 | Audit Committee | 20/01/2023 | 5 | 5 | 100 |
| 5 | Nomination and Remuneration Committee | 28/04/2022 | 5 | 5 | 100 |
| 6 | Nomination and Remuneration Committee | 26/07/2022 | 5 | 5 | 100 |
| 7 | Nomination and Remuneration Committee | 20/01/2023 | 5 | 5 | 100 |
| 8 | CSR Committee | 28/04/2022 | 3 | 3 | 100 |
| 9 | CSR Committee | 26/07/2022 | 3 | 3 | 100 |
| 10 | CSR Committee | 20/10/2022 | 3 | 3 | 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 | |
| | | | | | | | | 25/07/2023 (Y/N/NA) |
| 1 | NITIN PRASAD | 4 | 3 | 75 | 3 | 3 | 100 | No |

| | | | | | | | | |
|---|---------------|---|---|-----|----|----|-----|----|
| 2 | SANJAY VARMA | 4 | 4 | 100 | 7 | 7 | 100 | No |
| 3 | BASAVARAJ N | 4 | 4 | 100 | 7 | 7 | 100 | No |
| 4 | ASHOK REVATHI | 4 | 4 | 100 | 10 | 10 | 100 | No |
| 5 | SAIKUMAR RAJ | 4 | 4 | 100 | 7 | 7 | 100 | No |
| 6 | BAPPANADU H | 4 | 4 | 100 | 3 | 3 | 100 | No |
| 7 | SANJAY VARK | 1 | 1 | 100 | 2 | 2 | 100 | 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

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 | 9,610,000 | | | | 9,610,000 |
| 2 | RAGHAVENDRA CH | CEO | 14,220,000 | | | | 14,220,000 |
| | Total | | 23,830,000 | | | | 23,830,000 |

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 provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

Company has effected transfer of shares which is not in dematerialised form.

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. ...

65.9.1

dated

25/04/2023

(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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders.pdf

List of Share Transfers.pdf

MGT 8 Shellmrpl 2023 signed.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



Shell MRPL Aviation Fuels and Services Limited

102, Prestige Sigma
Vittal Mallya Road
Bengaluru - 560 001, Karnataka
Phone : 080-42526900
Fax : 080-42526999
<http://shellmrpl.co.in/>

LIST OF SHAREHOLDERS AS ON 31ST MARCH, 2023

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 |
| 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. |
| 10 | Devendra Nath Soral | V.N.Soral | 01 | Mangalore Refinery Petro Chemicals Limited Plot A-1; Opp KSSIDC, A O Building, Industrial Estate, Rajajinagar, Bengaluru-560010 |
| 11 | Venkata Krishna | Narasimhaiah | 01 | Mangalore Refinery Petro Chemicals Limited Plot A-1; Opp KSSIDC, A O Building, Industrial Estate, Rajajinagar, Bengaluru-560010 |
| 12 | Ashish Arun Deshpande | Arun Narahar Deshpande | 01 | Mangalore Refinery Petro Chemicals Limited Plot A-1; Opp KSSIDC, A O Building, Industrial Estate, Rajajinagar, Bengaluru-560010 |
| | | 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 | |

Subbiah
Chockalingam

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Chockalingam Subbiah
Company Secretary

A Joint venture between Shell Gas B. V. and Mangalore Refinery and Petrochemicals Limited

Registered Office : # 102, Prestige Sigma, Vittal Mallya Road, Bengaluru - 560 001, KARNATAKA

CIN : U51909KA2008PLC045558 Email : SMRPL-Admin@shellmrpl.com Former Name : Shell MRPL Aviation Fuels and Services Private Limited.

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, 2023 (i.e., April 1, 2022 to March 31, 2023 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.

Regd. Ofc: No. 35 & 36, 8th Cross, 8th Main, Jayanagar 2nd Block, Bangalore 560 011

Tel : 080 26 56 56 55 info@rsvassociates.in

ICSI Registration No: L2020KR006800 ICSI; Peer Review No: 1524/2021

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Company Secretaries

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***

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Company Secretaries

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.

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 were re-appointed as the Statutory auditor of the at the 15th Annual general Meeting for a second term of five years to hold the office till the conclusion of the 20th Annual general meeting of the Company.

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

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Company Secretaries

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

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.

Place : Bangalore
Date : 04.09.2023

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

RAMARAO
SRINIVASAN

Digitally signed by
RAMARAO SRINIVASAN
Date: 2023.09.04 19:01:58
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R Srinivasan
Partner
Membership No.FCS-6066/CP No.5254
UDIN: F006066E000937031