

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24231MH1994PLC334457

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACD9887D

(ii) (a) Name of the company

TRUCAP FINANCE LIMITED

(b) Registered office address

3rd Floor, A – Wing
D.J. House, Old Nagardas Road, Andheri East
MUMBAI
Mumbai City
Maharashtra
400060

(c) *e-mail ID of the company

corpsec@trucapfinance.com

(d) *Telephone number with STD code

02268457200

(e) Website

www.trucapfinance.com

(iii) Date of Incorporation

09/11/1994

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

(v) Whether company is having share capital

☒ Yes

☐ No

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

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

The Annual General Meeting of the Company shall be held on Thursday, September 29, 2022 at 3.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

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	K	Financial and insurance Service	K8	Other financial activities	100

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

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	WILSON HOLDINGS PRIVATE L	U65100MH2014PTC260223	Holding	65.14
2	DFL TECHNOLOGIES PRIVATE L	U67190MH2019PTC331368	Subsidiary	100

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	250,000,000	88,838,939	88,838,939	88,838,939
Total amount of equity shares (in Rupees)	500,000,000	177,677,878	177,677,878	177,677,878

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	250,000,000	88,838,939	88,838,939	88,838,939
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	500,000,000	177,677,878	177,677,878	177,677,878

(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	1,998,500	74,463,645	76462145	152,924,290	152,924,290	
Increase during the year	0	12,877,294	12877294	25,754,588	25,754,588	243,386,354
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	522,769	522769	1,045,538	1,045,538	3,223,808
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	10,955,555	10955555	21,911,110	21,911,110	221,959,544
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify allotment of 8,98,470 equity shares upon conversion of 8,98,470 preference shares		1,398,970	1398970	2,797,940	2,797,940	18,203,002.1
Decrease during the year	500,500	0	500500	1,001,000	1,001,000	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 Conversion into Demat	500,500		500500	1,001,000	1,001,000	
At the end of the year	1,498,000	87,340,939	88838939	177,677,878	177,677,878	
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				0	0	
0						
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				0	0	
0						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE615R01029

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

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	15,332,912		
	Face value per share	10		
After split / Consolidation	Number of shares	76,664,560		
	Face value per share	2		

(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				<input type="text"/>			
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	

Ledger Folio of Transferor			
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	150,200	1000000/1000/1000000	373,903,959
Partly convertible debentures	0	0	0
Fully convertible debentures	3,497,738	111.30/400	864,418,468.7
Total			1,238,322,427.7

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	50,000,000	323,903,959	0	373,903,959
Partly convertible debentures	0	0	0	0
Fully convertible debentures	449,999,923	658,289,200	243,870,654.3	864,418,468.7

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Convertible Warrants	1,796,944	111.3	199,999,867.2	111.3	199,999,867.2
Total	1,796,944		199,999,867.2		199,999,867.2

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

698,158,000

(ii) Net worth of the Company

1,702,768,000

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	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)	57,869,685	65.14	0	
10.	Others	0	0	0	
	Total	57,869,685	65.14	0	0

Total number of shareholders (promoters)

1

(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	19,888,170	22.39	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	2,512,058	2.83	0	
7.	Mutual funds	80,000	0.09	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8,489,026	9.56	0	
10.	Others including body corporates	0	0	0	
	Total	30,969,254	34.87	0	0

Total number of shareholders (other than promoters)

5,548

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

5,549

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NOMURA SINGAPORE	11TH FLR, BLDG NO.3, NESCO - IT F			1,475,000	1.66
CITRUS GLOBAL ARBIT	8TH FLOOR EBENE TOWER , 52 CYE			521,658	0.59
CALYPSO GLOBAL INV	8TH FLOOR EBENE TOWER , 52 CYE			375,000	0.42
AVIATOR EMERGING M	SMS DEPT 1ST FLOOR EMPIRE COM			140,400	0.16

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	1	1
Members (other than promoters)	1,190	5,548
Debenture holders	3	1,870

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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	5	2	7	0.26	0
(i) Non-Independent	2	0	2	3	0.26	0
(ii) Independent	0	5	0	4	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	2	5	2	7	0.26	0

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

11

(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)
Mr. Rakesh Sethi	02420709	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Krishipal Raghuvaran	07529826	Director	0	
Mr. Nirmal Vinod Moma	01641934	Director	0	
Ms. Abha Kapoor	01277168	Additional director	0	
Mr. Rajiv Kapoor	08204049	Director	0	
Mrs. Minaxi Kishore Mehta	03050609	Director	0	17/06/2022
Mr. Atwood Porter Collings	09239511	Director	0	
Mr. Rohanjeet Singh Jull	08342094	Managing Director	50,000	
Mr. Karan Neale Desai	05285546	Whole-time director	181,475	30/06/2022
Mr. Sanjay Kukreja	ADXP7005P	CFO	1,100	
Mr. Lalit Chendvankar	AHMPC6583D	Company Secretary	5	

(ii) Particulars of change in director(s) 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)
Mrs. Minaxi Mehta	AAJPM2912L	Director	10/06/2021	Appointment
Mr. Atwood Porter Collings	09239511	Director	31/07/2021	Appointment
Mr. Fredrick Pinto	AOVPP7977G	Company Secretary	30/09/2021	Cessation
Mr. Lalit Chendvankar	AHMPC6583D	Company Secretary	01/10/2021	Appointment
Mrs. Manjari Kacker	AICPK9269P	Director	30/10/2021	Cessation
Mr. Rohanjeet Singh Jull	ADEPJ4305L	Managing Director	12/03/2022	Change in Designation from Joint Ma
Mr. Karan Neale Desai	AGFPD6601B	Managing Director	12/03/2022	Change in Designation from Joint Ma
Ms. Abha Kapoor	AAHPK5564G	Director	30/03/2022	Appointment
Mr. Rajiv Kapoor	AAFPK9152L	Director	30/03/2022	Change in Designation from Non-Exe

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	20/09/2021	1,797	20	64.44

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/06/2021	7	7	100
2	13/08/2021	9	9	100
3	30/09/2021	9	9	100
4	01/11/2021	8	8	100
5	14/02/2022	8	8	100
6	11/03/2022	8	7	87.5

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	10/06/2021	4	4	100
2	Audit Committee	13/08/2021	4	4	100
3	Audit Committee	01/11/2021	3	3	100
4	Audit Committee	14/02/2022	3	3	100
5	Nomination & Remuneration Committee	10/06/2021	3	3	100
6	Nomination & Remuneration Committee	30/09/2021	3	3	100
7	Nomination & Remuneration Committee	11/03/2022	3	3	100
8	Stakeholders Forum	15/05/2021	3	3	100
9	Risk Management Committee	11/06/2021	5	5	100

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
10	Risk Manager	14/02/2022	5	5	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	
								(Y/N/NA)
1	Mr. Rakesh S	6	6	100	5	5	100	
2	Mr. Krishipal F	6	6	100	2	2	100	
3	Mr. Nirmal Vin	6	6	100	9	9	100	
4	Ms. Abha Kap	0	0	0	0	0	0	
5	Mr. Rajiv Kap	6	6	100	8	8	100	
6	Mrs. Minaxi Ki	6	6	100	5	5	100	
7	Mr. Atwood Pc	6	5	83.33	0	0	0	
8	Mr. Rohanjeet	6	6	100	2	2	100	
9	Mr. Karan Nea	6	6	100	1	1	100	

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rohanjeet Singl	Managing Direct	6,483,996	0	3,325,000		9,808,996
2	Mr. Karan Neale De	Whole-Time Dire	6,657,600	0	3,193,255		9,850,855
	Total		13,141,596	0	6,518,255		19,659,851

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

3

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sanjay Kukreja	Chief Financial C	4,900,000				4,900,000
2	Mr. Fredrick Pinto	Company Secre	1,197,000			295,615	1,492,615
3	Mr. Lalit Chendvank	Company Secre	4,392,000				4,392,000
	Total		10,489,000			295,615	10,784,615

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rakesh Sethi	Independent Dir	0	130,306	0	875,000	1,005,306
2	Mr. Krishipal Raghu	Independent Dir	0	130,306	0	775,000	905,306
3	Mr. Nirmal Vinod M	Independent Dir	0	130,306	0	1,025,000	1,155,306
4	Ms. Abha Kapoor	Independent Dir	0	130,306	0	0	130,306
5	Mr. Rajiv Kapoor	Non-Executive M	0	130,306	0	975,000	1,105,306
6	Mrs. Minaxi Kishore	Non-Executive M	0	130,306	0	700,000	830,306
7	Mr. Atwood Porter C	Non-Executive M	0	130,306	0	400,000	530,306
8	Mrs. Manjari Kacker	Independent Dir	0	130,306	0	50,000	180,306
	Total		0	1,042,448	0	4,800,000	5,842,448

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

1

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
Dhanvarsha Finve	Securities and Exc	25/11/2021	Regulation 7(4) of S	Rs.25,00,000/-	The default was committed on

(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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

U.HEGDE & ASSOCIATES

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

11161

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. ...

NIL

dated

10/08/2022

(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

08342094

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

MGT-8.pdf
DFL_Shareholders-MGT_7.pdf
DFL_Debentures-MGT_7.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

U. HEGDE & ASSOCIATES

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]

I, have examined the registers, records and books and papers of **TRUCAP FINANCE LIMITED** ("Formerly known as **"Dhanvarsha Finvest Limited"**) (**"the Company"**) (CIN-**L24231MH1994PLC334457**) as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on March 31, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me, 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.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of :
 1. It's status under the Act - The Company is a Listed Non-Government Public Limited Company limited by shares ;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond~~ the prescribed time ;
 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 ;
 5. Closure of Register of Members/ Security holders, as the case may be;
 6. Advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act;
 7. Contracts/arrangements with related parties as specified in Section 188 of the Act;
 8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

U. HEGDE & ASSOCIATES
COMPANY SECRETARIES

9. The Company has not kept 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;
10. Declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with the Section 125 of the Act;
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. The constitution/appointment /re-appointments /retirement /filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. The appointment/reappointment/filling up casual vacancies of auditors, during the financial year was as per the provisions of Section 139 of the Act;
14. During the financial year, no approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; ,
15. During the financial year, the Company did not accept any deposit nor it has renewed any deposits and further there was no requirement to repay deposits;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. Loans and Investments or guarantees given or providing of securities to other bodies corporate or persons failing under the provisions of Section 186 of the Act;
18. There were no alterations to the Memorandum & Articles of Association of the Company during the financial year except for the below:

The Shareholders of the Company had approved the sub-division of the nominal value of equity shares of the Company from the existing nominal value of Rs. 10/- each to nominal value of Rs. 2/- each, vide Resolution passed at the Twenty Seventh Annual General Meeting held on September 20, 2021.

For U. HEGDE & ASSOCIATES
COMPANY SECRETARIES

Sd/-

(UMASHANKAR K. HEGDE)
PROPRIETOR
M.NO- A22133 # COP- 11161

ICSI UDIN: