

# 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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- RNS2, Nissan Supplier Park, SIPCOT Industrial park Oragadam Industrial Corridor, Sriperumbudur Taluk NA  
Kancheepuram  
Kancheepuram  
Tamil Nadu  
621105
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company   | Sub-category of the Company   |
|---------------------|---------------------------|-------------------------------|
| Private Company     | Company limited by shares | Subsidiary of Foreign Company |
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(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

## 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	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	100

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

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

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tenneco Mauritius Holdings Li		Holding	92.8

## 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	780,050,000	214,088,829	214,088,829	214,088,829
Total amount of equity shares (in Rupees)	7,800,500,000	2,140,888,290	2,140,888,290	2,140,888,290

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	780,050,000	214,088,829	214,088,829	214,088,829

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	7,800,500,000	2,140,888,290	2,140,888,290	2,140,888,290

**(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)	0	0		

**(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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	214,088,829	0	214088829	2,140,888,290	2,140,888,290	
<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>	214,088,829	0	214088829	2,140,888,2	2,140,888,	
<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 <input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

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

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

Ledger Folio of Transferee	<input type="text"/>
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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
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

**(i) Turnover**

30,652,500,000

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

3,349,900,000

**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)	214,088,829	100	0	
10.	Others	0	0	0	
	<b>Total</b>	214,088,829	100	0	0

**Total number of shareholders (promoters)**

2

**(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
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**Total number of shareholders (other than promoters)**

0

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

2

**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	2	2
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>	4	0	4	0	0	0
(i) Non-Independent	4	0	4	0	0	0
(ii) Independent	0	0	0	0	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
<b>Total</b>	4	0	4	0	0	0

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

4

**(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)
RISHI VERMA	08943606	Managing Director	0	
NADELLA PHANI KISH	08871799	Director	0	
GANGASAGAR NEMIN	03409175	Director	0	
DIGAMBAR JAGANNA	08886868	Director	0	

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

0

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)

**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 MEETI	29/09/2023	2	2	100

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2023	4	4	100
2	07/08/2023	4	4	100
3	26/09/2023	4	4	100
4	28/11/2023	4	4	100
5	11/12/2023	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	08/01/2024	4	4	100
7	07/02/2024	4	4	100
8	14/03/2024	4	4	100

### C. COMMITTEE MEETINGS

Number of meetings held

1

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	CSR Committee	26/09/2023	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	
1	RISHI VERMA	8	8	100	1	1	100	Yes
2	NADELLA PH.	8	8	100	1	1	100	Yes
3	GANGASAGA	8	8	100	0	0	0	Yes
4	DIGAMBAR J.	8	8	100	1	1	100	Yes

### 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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RISHI VERMA	Managing Director	22,000,000	0	0	0	22,000,000
	Total		22,000,000	0	0	0	22,000,000

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRIYA DEKATE	Company Secre	500,000	0	0	0	500,000
	Total		500,000	0	0	0	500,000

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GANGASAGAR NE	Director	27,200,000	0	0	0	27,200,000
2	NADELLA PHANI K	Director	10,300,000	0	0	0	10,300,000
3	DIGAMBAR JAGAN	Director	13,600,000	0	0	0	13,600,000
	Total		51,100,000	0	0	0	51,100,000

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

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

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Mohammad Sazid

Whether associate or fellow

Associate  Fellow

Certificate of practice number

25494

#### 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.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

03

dated

24/01/2023

(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

DIGAMBAR Digitally signed by  
JAGANNATH PARGHII  
H PARGHII  
Date: 2024.12.02  
16:47:52 +05'30'

DIN of the director

0\*8\*6\*6\*

#### To be digitally signed by

PRIYA Digitally signed by  
NIMJE  
Date: 2024.12.02  
17:11:31 +05'30'

Company Secretary

Company secretary in practice

Membership number

6\*3\*8

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

MGT 8- TCAIPL 23-24.pdf
List of shareholder as on March 2024.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

### **List of Shareholders as on 31<sup>st</sup> March 2024**

Sr. No.	Name of the Shareholder	Address of Shareholder	No of Shares	Face value Per share	Percentage
1.	Tenneco Mauritius Holdings Limited	C/O IQ EQ Corporate Services (Mauritius) LTD, 33 Edith Cavell Street, Port Louis, Mauritius	198,684,964	10	92.80 %
2.	Tenneco Mauritius Limited	C/O IQ EQ Corporate Services (Mauritius) LTD, 33 Edith Cavell Street, Port Louis, Mauritius	15,403,865	10	7.20 %
<b>TOTAL</b>			<b>214,088,829</b>		<b>100</b>

CERTIFIED TRUE COPY  
For **Tenneco Clean Air India Private Limited.**



Priya Dekate  
Company Secretary  
Membership No.: A69348  
Address: Ganga Cypress Society, Wakad, Pune-411057

## 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]

We have examined the registers, records and books and papers of **TENNECO CLEAN AIR INDIA PRIVATE LIMITED** (“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 31<sup>st</sup> March, 2024. In our opinion and to the best of our 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 the provisions of the Act & Rules made there under in respect of:
  1. Its Status under the Act;

Comments/Observations:

The Company was incorporated on 21<sup>st</sup> December, 2018, under the Companies Act, 2013 as a Private Company under the category of Company Limited by Shares and under sub category of Indian Non-Government Company. The Corporate Identification Number (CIN) of the Company is U29308TN2018FTC126510 and the Registered Office of the Company is situated at RNS2, Nissan Supplier Park, SIPCOT Industrial park Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram, Kancheepuram, Tamil Nadu, India, 602105.

Presently, the Authorized Capital of the Company is Rs. 7,80,05,00,000 /- and Paid-up Capital of the Company is Rs.2,14,08,88,290 /- which consists of equity shares only.

The Extra Ordinary General Meeting of the members held on 08th June 2022, had approved to reduce the Issued, Subscribed and Paid up Equity Share Capital of the Company of INR 3,13,40,61,200/- being 31,34,06,120 equity share of INR 10/- each fully paid up to INR 2,14,08,88,290/- being 21,40,88,829 equity share of INR 10/- each fully paid up.

The application/petition was filed with Hon'ble National Company Law Tribunal, Chennai Bench. On 23rd November 2023, received order approving Reduction of Share Capital of the Company from INR 3,13,40,61,200/- to INR 2,14,08,88,290/-.

The Company being a Private Limited Company has maintained the requisite minimum number of member requirement i.e. 2 (Two) applicable to the Private Company.

The Equity Shares of the Company are not listed on any Recognized Stock Exchange in India.

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

Comments/Observations:

The Company has properly maintained all the applicable Registers as well as records in terms of the provisions of the Companies Act, 2013. The entries made therein are within time and up to date.

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;

Comments/Observations:

The Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities in compliance of the applicable provisions under Companies Act, 2013 and rules made there under during the financial year 2023-24.

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;

Comments/Observations:

The company has convened the meetings of Board/Committees/members by giving proper notices and the minutes of which have been duly recorded in the minute book.

The Company ought to have conducted the Annual General Meeting for the FY 2019-20 on or before 31<sup>st</sup> December, 2020, but it conducted the meeting on 26<sup>th</sup> February, 2021 with the delay of 57 days. Hence, the Company violated the provisions of Section 96(1) of Companies Act, 2013. Though, Company made an application before the concern Regional Director, it had been compounded on 23<sup>rd</sup> May, 2023.

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

Comments/Observations:

The Company has proposed, declared and paid interim dividend during the year in accordance with Section 123 of Companies Act, 2013 (Act) and related rules made thereunder. The Company has not proposed final dividend for the year, register of members were closed as per the procedure mentioned in the Act.

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

Comments/Observations:

As per the information provided by the Company, the Company has complied with the provisions of Section 185 in respect of grant of loans.

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

Comments/Observations:

The Company has entered into related party transactions with the parties mentioned in Note-26 of the Audited Financial Statements of the Company which is at arm's length basis and in ordinary course of business of the company under the preview of the provisions of Section 188(1) of the Companies Act, 2013 during the year under review.

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;

Comments/Observations:

As per the information provided by the management of the Company, there was no case of transfer or transmission or duplicate issue of shares during the period under review.

As per the information provided by the management of the Company, the Company has not issued any equity shares during the period under review.

Further there was no transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or conversion of shares / securities during the period under review.

The Company had taken necessary actions for Reduction of Equity Shares Capital and NCLT Chennai also approved the reduction vide order dated 1<sup>st</sup> February 2023, but the proposed treatment was based on unaudited financial statement of Company dated 31<sup>st</sup> March 2022, further the Company made an application before the NCLT explaining the fact to utilize the reduced amount. After submission heard, order is reserved.

The Extra Ordinary General Meeting of the members held on 08th June 2022, had approved to reduce the Issued, Subscribed and Paid up Equity Share Capital of the Company of INR 3,13,40,61,200/- being 31,34,06,120 equity share of INR 10/- each fully paid up to INR 2,14,08,88,290/- being 21,40,88,829 equity share of INR 10/- each fully paid up.

The application/petition was filed with Hon'ble National Company Law Tribunal, Chennai Bench. On 23rd November 2023, received order approving Reduction of Share Capital of the Company from INR 3,13,40,61,200/- to INR 2,14,08,88,290/-

9. Keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

Comments/Observations:

There was no transaction necessitating Company to keep in abeyance right to dividend, right shares and bonus shares pending registration of transfer of shares during the period under review.

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

Comments/Observations:

The Board declared interim Dividend of Rs. 6.91/- per equity share on 313,406,120 equity shares of Rs. 10/- each, fully paid-up based on the unaudited quarterly financial statement ended 30<sup>th</sup> September 2023 and audited financial statement of year ending on 31st March 2023.

Further the Board declared interim Dividend of Rs. 2.053/- per equity share on 214,088,829 equity shares of Rs. 10/- each, fully paid-up based on the unaudited quarterly financial statement ended 31st December 2023 and audited financial statement of year ending on 31st March 2023 in accordance with Section 123 of Companies Act, 2013 (Act) and related rules made thereunder. The Company has not proposed final dividend for the year. There was no such requirement of transfer of unpaid/unclaimed dividend/other amounts to the Investor Education and Protection Fund in accordance with 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-section (3), (4) and (5) thereof;

Comments/Observations:

The Audited Financial Statements for the Financial Year 2023-24 and Board's Report has been duly signed as per the requirements of Section 134 of the Companies Act, 2013.

Further, as per the information provided by the management, the Board's Report for the financial year 2023-24 contains all the details required under sub section (3) of Section 134 of the Companies Act, 2013.

Further, as per the information provided by the management, there were no qualifications, reservation or adverse remark made by the auditor in his report.

Further, as per the information provided by the management, the Directors Report also states Directors Responsibility Statement as prescribed under sub section (5) of Section 134 of the Companies Act, 2013.

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

Comments/Observations:

The Board of Directors including appointment, resignation and changes in the Designation in the Board, were duly complied and constituted as per applicable provisions of the Act and Articles of Association.

13. Appointment / re-appointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act

Comments/Observations:

The shareholders in its Annual General Meeting held on 29th September 2023 had appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W100018), as Statutory Auditors to hold office as the statutory auditors of the Company till the conclusion of Annual General Meeting of the Company to be held in the year 2028.

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

Comments/Observations:

As per information given by the Company, there is a requirement to obtain an approval from Hon'ble National Company Law Tribunal (NCLT) for reduction of Share Capital, and the approval for same is received on 23<sup>rd</sup> November 2023.

15. Acceptance / renewal / repayment of deposits

Comments/Observations:

As per the information provided by the management and the Audited Balance Sheet as on 31.03.2024, the Company has not accepted/renewed/repaid any deposits during the period under review.

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

Comments/Observations:

The Company has complied with filings of various returns and reports, pursuant to the provisions of the Companies Act, 2013 in this regard to borrowing from various Banks and financial institutions during the year under review.

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

Comments/Observations:

The company has complied with the provisions of section 186 of the Companies Act with respect to loan and investment.

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

Comments/Observations:

There were no alterations in the Memorandum of Association of the Company and Articles of Association of the Company during the year under review.

**Date: 25-11-2024**

**Place: Delhi**

**For M/s Sazid & Associates  
Company Secretaries**

**MOHAMMAD SAZID** Digitally signed by  
MOHAMMAD SAZID  
Date: 2024.11.25  
14:50:47 +05'30'

**(Mohammad Sazid)**

**M. No.: A53666**

**CP. No.: COP 25494**

**Peer Review Certificate No. : 2886/2023**

**UDIN - A053666F002665242**