

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

U35991TN1995PTC062444

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG1150E

(ii) (a) Name of the company

RORITO INTERNATIONAL PRIV//

(b) Registered office address

NO.2, JANAKPURI, VELACHERY BYPASS ROAD
VELACHERY
CHENNAI
Tamil Nadu
600042

(c) *e-mail ID of the company

rorito@roritoworld.com

(d) *Telephone number with STD code

04422454141

(e) Website

www.roritoworld.com

(iii) Date of Incorporation

10/02/1995

Type of the Company	Category of the Company	Sub-category of the Company
Private 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

(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	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	85.13
2	G	Trade	G1	Wholesale Trading	14.87

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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	15,000,000	5,000,000	5,000,000	5,000,000
Total amount of equity shares (in Rupees)	150,000,000	50,000,000	50,000,000	50,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital

Number of equity shares	15,000,000	5,000,000	5,000,000	5,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	50,000,000	50,000,000	50,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	500,000	350,000	350,000	350,000
Total amount of preference shares (in rupees)	50,000,000	35,000,000	35,000,000	35,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	500,000	350,000	350,000	350,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	50,000,000	35,000,000	35,000,000	35,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	5,000,000	0	5000000	50,000,000	50,000,000	
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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	5,000,000	0	5000000	50,000,000	50,000,000	
Preference shares						
At the beginning of the year	350,000	0	350000	35,000,000	35,000,000	
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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	350,000	0	350000	35,000,000	35,000,000	

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
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

1,406,526,583

(ii) Net worth of the Company

-222,782,250

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	2,500,000	50	0	0
	(ii) Non-resident Indian (NRI)	100,000	2	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	2,400,000	48	0	0
10.	Others	0	0	0	0
	Total	5,000,000	100	0	0

Total number of shareholders (promoters)

4

(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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	350,000	100
10.	Others	0	0	0	0

	Total	0	0	350,000	100
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Total number of shareholders (other than promoters)

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

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	7	7
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
A. Promoter	3	0	3	0	52	0
B. Non-Promoter	0	1	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	1	0	0	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	3	1	3	0	52	0

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

(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)
INDRAKUMAR MAHEN	00313865	Managing Director	100,000	
S ABDUL KHADER	00366736	Whole-time director	250,000	
M MOHAMED ALI	00200546	Whole-time director	2,250,000	
P VIJAYA MADHAVA	AAFPV3515Q	Company Secretary	0	

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

1

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)
N GOMATHINAYAGAM	00058605	Director	09/09/2021	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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRAORDINARY GENERAL MEETING	05/04/2021	4	4	100
ANNUAL GENERAL MEETING	22/09/2021	4	4	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	30/06/2021	4	3	75
2	09/09/2021	4	4	100
3	03/12/2021	3	3	100
4	25/03/2022	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held 2

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	LOAN COMMITTEE	31/12/2021	2	2	100
2	LOAN COMMITTEE	04/02/2022	2	2	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	INDRAKUMAR MAI	4	3	75	0	0	0	No
2	S ABDUL KHADER	4	4	100	2	2	100	Yes
3	M MOHAMED ALI	4	4	100	2	2	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 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	INDRAKUMAR MAI	MANAGING DIRECTOR	0	0	0	60,000	60,000
2	S ABDUL KHADER	WHOLETIME DIRECTOR	2,546,618	0	0	80,000	2,626,618
3	M MOHAMED ALI	WHOLETIME DIRECTOR	1,080,000	0	0	80,000	1,160,000
	Total		3,626,618	0	0	220,000	3,846,618

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	P VIJAYA MADHAVAN	COMPANY SECRETARY	2,034,120	0	0	0	2,034,120
	Total		2,034,120	0	0	0	2,034,120

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N GOMATHINAYAK	DIRECTOR	0	0	0	40,000	40,000
	Total		0	0	0	40,000	40,000

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

SOY JOSEPH

Whether associate or fellow

Associate Fellow

Certificate of practice number

5612

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. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number Certificate of practice number

Attachments

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

List of attachments

Attach	<input type="text" value="Rorito_MGT 8_Certificate_2021-2022_Final List of shareholders as on 31 03 2022 Ror"/>
Attach	
Attach	
Attach	

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

RORITO INTERNATIONAL PVT. LTD.

(formerly G.M.PENS INTERNATIONAL PVT. LTD.)

Regd. Office: No.2, Janakpuri, Velachery Bypass Road, Velachery, Chennai - 600 042. India.

Tel.: +91 44 2245 4140 / 2245 4141. CIN: U35991TN1995PTC062444.

E-mail: ho@roritoworld.com www.roritoworld.com

ANNEXURE TO FORM NO. MGT -7

LIST OF EQUITY SHAREHOLDERS AS ON 31.03.2022

Name & address of shareholders	Folio No.	DP ID - Client Id Account No.	No. of Shares held	Class of Shares
Mr. S. Abdul Khader S/o Mr. Seyed Ahamed No.5/ 8A, Kathiravan Salai, Neelangarai, Chennai - 600 041, Tamil Nadu	02	N.A	2,50,000	Equity - Face Value Rs.10/- each
Mr. Indrakumar Mahendran S/o. Mr. Arumugam Mahendran Post Box No. 52474, DUBAI, U.A.E.	03	N.A.	1,00,000	Equity - Face Value Rs.10/- each
M/s. Isada Holdings Limited Post Box No. 52474, DUBAI, U.A.E.	06	N.A.	24,00,000	Equity - Face Value Rs.10/- each
Mr. M. Mohamed Ali S/o. Mr. K. Mohamed Meeran No.4/494, South 3rd Main Road, Kapaleeswarar Nagar, Neelangarai, Chennai - 600 041, Tamil Nadu	07	N.A	22,50,000	Equity - Face Value Rs.10/- each
		Total No. of Equity Shares	50,00,000	

for Rorito International Private Limited



P. Vijaya Madhava
P. Vijaya Madhava
Company Secretary
PAN:AAFV3515Q

Indrakumar Mahendran
Indrakumar Mahendran
Managing Director
DIN : 00313865

RORITO INTERNATIONAL PVT. LTD.

(formerly G.M.PENS INTERNATIONAL PVT. LTD.)

Regd. Office: No.2, Janakpuri, Velachery Bypass Road, Velachery, Chennai - 600 042. India.

Tel.: +91 44 2245 4140 / 2245 4141. CIN: U35991TN1995PTC062444.

E-mail: ho@roritoworld.com www.roritoworld.com

LIST OF 2.5% NON- CUMULATIVE REDEEMABLE PREFERENCE SHAREHOLDERS AS ON 31.03.2022

Name & address of shareholders	Folio No.	DP ID - Client Id Account No.	No. of Shares held	Class of Shares
Ahlan Agro Farms Private Limited No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 01	N.A	1,26,000	Preference - Face Value Rs.100 each
A.J. Agro Farms Private Limited No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 02	N.A	8,000	Preference - Face Value Rs.100 each
Agro Wonder Agri Farms Private Ltd. No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 03	N.A	68,000	Preference - Face Value Rs.100 each
Blossoms Agro Farms Private Ltd. No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 04	N.A	43,000	Preference - Face Value Rs.100 each
Vallanad Estates Private Limited No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 05	N.A	18,000	Preference - Face Value Rs.100 each
Wellworth Agro Farms Private Ltd No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 06	N.A	8,000	Preference - Face Value Rs.100 each
Wonderland Estates Private Ltd. No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 07	N.A	79,000	Preference - Face Value Rs.100 each
Total Number of 2.5% Non-Cumulative Redeemable Preference Shares			3,50,000	

for Rorito International Private Limited



P. Vijaya Madhava
P. Vijaya Madhava
Company Secretary
PAN:AAFPV3515Q

Indrakumar Mahendran
Indrakumar Mahendran
Managing Director
DIN : 00313865



JM & Associates

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. RORITO INTERNATIONAL PRIVATE LIMITED (Formerly known as G.M. Pens International Private Limited)** (the 'Company') as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the year ended on 31st March 2022. 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 year correctly and adequately.
- B. During the aforesaid period:
1. The Company has complied with provisions of the Act & Rules made there under in respect of its status under the Act.
 2. The Company has complied with provisions of the Act & Rules made there under in respect of maintenance of registers/records & making entries therein within the time prescribed there for.
 3. The Company has complied with provisions of the Act & Rules made there under in respect of filing of forms and returns with the Registrar of Companies within the prescribed time and such other additional time as provided under Section 403 of the Companies Act, 2013.
 4. The Company has complied with the provisions of the Act & Rules made there under in respect of calling / convening / holding meetings of Board of Directors or its committees 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 have been properly recorded in the minutes book / registers maintained for the purpose and the same have been signed. During the year under the review the Company has not passed any resolution by postal ballot.

JM & Associates

Company Secretaries

No.16, 3rd Floor, RMS Apartment, 12, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai - 600 017, INDIA.

Ph : 044 - 2815 2673, 2815 2674 E-mail : mail@jaspartners.com



JM & Associates

5. During the year under review, the Company has not closed its register of members.
6. During the year under review, the Company has not given any advances/loans to its Directors and/or persons or firms or companies referred in Section 185 of the Act.
7. The Company has complied with the provisions of the Act and the rules made there under in respect of the contracts/ arrangements with related parties as specified in Section 188.
8. The Company has issued and allotted 3,50,000 number of 7.5% of Cumulative Redeemable Preference Shares of INR.100/- each on 30th March, 2013,. During the year under review, in the Extra-Ordinary General Meeting held on 05th April 2021, approval from shareholders were sought for variation in terms/ rights of preference shares as follows:
 - i. To re-classify the 7.5% Cumulative Redeemable Preference Shares INR 100/- each issued as 2.5% Non- Cumulative Redeemable Preference Shares INR 100/- each with effect from 01st April, 2021
 - ii. To extend the redemption period of Preference Shares by 5 years i.e. from 30th March, 2023 to 30th March 2028.

Further, in the board meeting held on 25th March, 2022, approval from the board was sought for the below:

- i. Proposal to Increase in Authorised Share Capital of the Company:

Present Capital Structure				Revised Capital Structure			
Number of Shares	Face Value of Shares (in INR)	Class of Shares	Amount (in Lakhs)	Number of Shares	Face Value of Shares (in INR)	Class of Shares	Amount (in Lakhs)
1,50,00,000	10	Equity Shares	1500	1,50,00,000	10	Equity Shares	1500
5,00,000	100	Non-Cumulative Redeemable Preference Shares	500	20,00,000	100	Non-Cumulative Redeemable Preference Shares	2000

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- ii. Proposal to Issue of 16,50,000 number of 7.5% Non-Cumulative Redeemable Preference Shares of INR 100/- each.

Consequently, the approval from the shareholders for the above was obtained in the Extra-Ordinary general meeting held on 04th July 2022.

Apart from this, there was no transfer or allotment 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.

9. There was no requirement for the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the period under review.
10. Since the Company has not declared any dividend during the year, the company does not have any requirement to transfer any unpaid/ unclaimed dividend/other amounts to unpaid dividend account. Further, the Company does not have any unclaimed amount in the unpaid dividend account and therefore there is no requirement to transfer any amount to Investor Education and Protection Fund in accordance with section 125 of the Act.
11. The Company has complied with provisions of the Act & Rules made there under in respect of 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 Board is duly constituted. The Company has duly complied with all the relevant provisions of the Act & Rules made there under in respect of disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

During the year under review, the following was the change in the composition of the Board of Directors of the Company:

S No	Name of Director	Designation	Change during the year	Date of change
1	Gomathinayagam Natarajan	Director	Cessation	09.09.2021

13. The Company has complied with provisions of the Act & Rules made there under in respect of reappointment of auditors as per the provisions of section 139 of the Act.

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14. During the year under report, there was no requirement for the Company to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act
15. During the year under review, the Company has not accepted any deposits covered under Chapter – V of the Companies Act, 2013.
16. The Company has not borrowed any funds from its Directors and members. However the Company has availed credit facilities from Banks and Financial Institutions and has complied with the provisions of the Acts & Rules made there under, in that respect of creation/modification/satisfaction of charges in that respect wherever applicable.

Charge ID	Date of Event	Charge Favouring	Nature of Change	Particulars of Charge
100081534	23-06-2021	IndusInd Bank Limited	Modification of Charge	Memorandum of Deposit of Title Deeds - Extension of Equitable Mortgage
10195483	06-12-2021	State Bank of India	Modification of Charge	Supplemental Agreement of Loan-Cum Hypothecation dated 6.12.2021 for GECL 1.0 (Extension)
10195483	03-01-2022	State Bank of India	Modification of Charge	Confirmation Letters for Extension of Equitable Mortgage on Specific Immovable Properties on PariPassu Basis - 3 Nos.
90005557	03-01-2022	Indian Overseas Bank	Modification of Charge	Letter of Hypothecation of goods / book debts /machinery etc.,executed in favor of Indian Overseas Bank to secure the Working Capital Term Loan (WCTL) of Rs.94 Lakhs sanctioned under GECL Scheme. Supplemental Confirmation Letters evidencing extension of Equitable Mortgage over specific immovable properties as collateral security for WCTL of Rs.94 Lakhs sanctioned.

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100421519	18-02-2022	HDFC Bank Limited	Modification of Charge	Supplemental Facility cum Hypothecation Agreement
100141596	03-03-2022	HDFC Bank Limited	Modification of Charge	Deed of Simple Mortgage

Further, the Company has continuing ECB which obtained from the Foreign Equity Shareholder during the financial year 2020-2021 as allowed under ECB Guidelines with the approval of RBI.

17. The Company has not given any loans or guarantees or provided any securities to other body corporate or persons falling under the provisions of section 186 of the Act.
18. During the year under review, the following were the amendments made to the Memorandum of Association ('MOA) and Articles of Association ('AOA) of the Company.

S.No.	Date of passing the resolution	Particulars of Amendment
1.	05.04.2021	Alteration to Clause V of MOA for changing the capital clause from 500,000 (Five Lakhs) Cumulative Redeemable Preference Shares of INR. 100/- each to 500,000 (Five Lakhs) Non-Cumulative Redeemable Preference Shares of INR 100/- each
2.	05.04.2021	Alteration to AOA for changing the capital clause from 500,000 (Five Lakhs) Cumulative Redeemable Preference Shares of INR 100/- each to 500,000 (Five Lakhs) Non-Cumulative Redeemable Preference Shares of INR 100/- each
3.	05.04.2021	Alteration to AOA for change in the voting rights of the Preference Shares and re-numbering the existing clauses of Articles from Article 6.1 to 6.10 as Article 6A.1 to 6A.10

For JM& Associates
Company Secretaries

SOY JOSEPH
Digitally signed by
SOY JOSEPH
Date: 2022.11.23
16:33:08 +05'30'

SOY JOSEPH

Partner

(ACS-13852, COP-5612)

UDIN: A013852D002073791

Place : Chennai

Date : 23/11/2022

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