

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

U24232KA1973PLC002401

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCM2131N

(ii) (a) Name of the company

MICRO LABS LIMITED

(b) Registered office address

31, RACE COURSE ROAD
Bengaluru
Bangalore
Karnataka
560001

(c) *e-mail ID of the company

info@microlabs.in

(d) *Telephone number with STD code

08022370451

(e) Website

www.microlabsltd.com

(iii) Date of Incorporation

07/09/1973

(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

U72400TG2017PLC117649

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, Nanakramguda, Serilingampally

(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	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	94.96

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	Brown & Burk UK Ltd		Subsidiary	100
2	Micro Labs GMBH		Subsidiary	100
3	Micro Labs USA Inc		Subsidiary	100
4	Micro Nova Pharmaceutical Inc		Subsidiary	100
5	Micro Labs Pty Limited		Subsidiary	100
6	Brown & Burk AB		Subsidiary	100
7	Micro Labs Holdings FZ LLC		Subsidiary	100

8	Microsynergy Pharmaceuticals		Subsidiary	51
9	Micro Animal Healthcare Pvt. L	U24100KA2021PTC155858	Subsidiary	51
10	RA Chem Pharma Ltd	U24110TG1996PLC022816	Associate	26
11	Molecule Ventures LLP		Joint Venture	26
12	Stern Chem Pharma LLP		Joint Venture	51
13	India SME Investment LLP		Joint Venture	26
14	ABCD Technologies LLP		Joint Venture	6
15	Brown & Burk IR Limited		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	170,000,000	121,802,246	121,802,246	121,802,246
Total amount of equity shares (in Rupees)	340,000,000	243,604,492	243,604,492	243,604,492

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	170,000,000	121,802,246	121,802,246	121,802,246
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	340,000,000	243,604,492	243,604,492	243,604,492

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	4,751,250	121,248,750	126000000	252,000,000	252,000,000	
Increase during the year	0	4,751,250	4751250	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	0	4,751,250	4751250			
Shares Demated						
Decrease during the year	4,751,250	4,197,754	8949004	8,395,508	8,395,508	0
i. Buy-back of shares	0	4,197,754	4197754	8,395,508	8,395,508	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	

iv. Others, specify						
Shares Demated	4,751,250	0	4751250			
At the end of the year	0	121,802,246	121802246	243,604,492	243,604,492	
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						
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						
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 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 style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" 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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

45,588,082,798

(ii) Net worth of the Company

55,425,948,045

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	121,802,246	100	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	121,802,246	100	0	0

Total number of shareholders (promoters)

9

(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)**

9

**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	9	9
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
A. Promoter	2	0	2	0	27.23	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	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	2	3	2	3	27.23	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 7

(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)
DILIP SURANA	00083030	Managing Director	9,858,369	
ANAND SURANA	00192343	Whole-time director	23,307,318	
BALAJI SESHAMOORTI	01825856	Director	0	
PINKY JAIN	03636974	Director	0	
VIJAY KANTILAL SHAH	06906784	Director	0	
BADARINATH KRISHNA	AABPI2140L	CFO	0	
GUNJAN KUMAR CHAUDHARY	AKPPC2734E	Company Secretary	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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	30/08/2021	9	8	100
Annual General Meeting	30/09/2021	9	8	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	05/04/2021	5	5	100
2	30/04/2021	5	5	100
3	19/07/2021	5	5	100
4	07/09/2021	5	5	100
5	30/09/2021	5	5	100
6	03/11/2021	5	5	100
7	17/11/2021	5	5	100
8	17/03/2022	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

11

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	05/04/2021	3	3	100
2	Audit Committee	19/07/2021	3	3	100
3	Audit Committee	07/09/2021	3	3	100
4	Audit Committee	30/09/2021	3	3	100
5	Audit Committee	03/11/2021	3	3	100
6	Audit Committee	27/01/2022	3	3	100
7	Nomination and Remuneration Committee	07/09/2021	3	3	100
8	Nomination and Remuneration Committee	17/03/2022	3	3	100
9	CSR Committee	30/04/2021	3	3	100
10	CSR Committee	07/09/2021	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	24/09/2022
								(Y/N/NA)
1	DILIP SURAN	8	8	100	3	3	100	Yes
2	ANAND SURAN	8	8	100	3	3	100	Yes
3	BALAJI SESH	8	8	100	11	11	100	Not Applicable
4	PINKY JAIN	8	8	100	8	8	100	Not Applicable
5	VIJAY KANTIL	8	8	100	8	8	100	Not Applicable

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	Dilip Surana	Managing Director	9,016,800	0	0	1,419,700	10,436,500
2	Anand Surana	Whole-time Director	9,016,800	0	0	1,419,700	10,436,500
	Total		18,033,600	0	0	2,839,400	20,873,000

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	Badarinath K Ibramji	CFO	8,928,400	0	0	50,400	8,978,800
2	Gunjan Kumar Chaudhary	Company Secretary	2,445,038	0	0	21,600	2,466,638
	Total		11,373,438	0	0	72,000	11,445,438

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

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

S N MISHRA

Whether associate or fellow

Associate Fellow

Certificate of practice number

4684

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. **BM08042019** dated **08/04/2019**

(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:

- 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.
- 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

ANAND SURANA
Digitally signed by ANAND SURANA
Date: 2022.11.23
16:29:37 +05'30'

DIN of the director

00192343

To be digitally signed by

SURJYA NARAYAN MISHRA
Digitally signed by SURJYA NARAYAN MISHRA
Date: 2022.11.23
17:01:03 +05'30'

- 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

MLL - List of Shareholders as on 310322.p
MLL - List of Committee Meetings FY 2021
MGT-8 Micro labs.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



MICRO LABS LIMITED

REGD. & CORPORATE OFFICE: # 31, RACE COURSE ROAD, BENGALURU 560 001, KARNATAKA, INDIA
Tel. : +91- 80-2237 0451- 57 Fax : +91-80-2237 0463 CIN: U24232KA1973PLC002401 Website: www.microlabsltd.com Email : info@microlabs.in

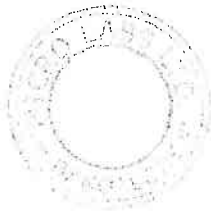
LIST OF SHAREHOLDERS AS ON 31/03/2022

Name of Shareholder	No. of Shares	% of Holding
Ghewarachand Surana - HUF - B	4,592,960	3.77
Dilip Surana	9,858,369	8.09
Dilip Surana - HUF	13,423,622	11.02
Anand Surana	23,307,318	19.14
Bhawari Bai Surana	24,081,270	19.78
Archana Surana	23,281,991	19.11
Monica Surana	23,256,616	19.09
Anita Siroya	50	0.00
Nishra Surana	50	0.00
TOTAL	121,802,246	100.00

Note: Face Value of Shares of Rs.2/- each

For Micro Labs Limited

Anand Surana
Whole-time Director
DIN: 00192343





MICRO LABS LIMITED

REGD. & CORPORATE OFFICE: # 31, RACE COURSE ROAD, BENGALURU 560 001, KARNATAKA, INDIA
Tel.: +91- 80-2237 0451- 57 Fax : +91-80-2237 0463 CIN: U24232KA1973PLC002401 Website: www.microlabsltd.com Email : info@microlabs.in

IX. Meetings of Members/Board/Committees of the Board of Directors

C. COMMITTEE MEETINGS

Number of meetings held: 11

Sl No	Type of Meeting	Date of Meeting	Total Number of directors associated as on the date of the meeting	Attendance	
				No. of Directors Present	% of attendance
1	Audit Committee	05-04-2021	3	3	100
2	Audit Committee	19-07-2021	3	3	100
3	Audit Committee	07-09-2021	3	3	100
4	Audit Committee	30-09-2021	3	3	100
5	Audit Committee	03-11-2021	3	3	100
6	Audit Committee	27-01-2022	3	3	100
7	Nomination and Remuneration Committee	07-09-2021	3	3	100
8	Nomination and Remuneration Committee	17-03-2022	3	3	100
9	CSR Committee	30-04-2021	3	3	100
10	CSR Committee	07-09-2021	3	3	100
11	CSR Committee	31-03-2022	3	3	100

For Micro Labs Limited


Anand Surana
Whole-time Director
DIN: 00192343



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

I have examined the registers, records, books and papers of Micro Labs Limited having CIN: **U24232KA1973PLC002401** (the “Company”) as required to be maintained under the Companies Act, 2013 (the “Act”) and the applicable 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.
1. The preparation and filling the contents in the MGT-7 is the responsibility of the management of the Company including the due compliance of applicable provisions of the Companies Act, 2013.
 2. The Annual Return in MGT-7 is signed by me based on the test checks carried out by me after obtaining the necessary details and explanations from Company and its officers.
 3. I have not verified the correctness and appropriateness of financial records and the books of accounts of the Company. For the financial records, I have relied on the audited financials which has been duly approved by the Board and Members and signed by the Statutory Auditors of the Company.
 4. Wherever required, I have obtained the Management representation about the Compliance of Laws, Rules and Regulations under the Companies Act and happening of various events etc., at the Company and relied on the same.



5. Obtaining the disclosures under the applicable provisions and rules under the Companies Act, 2013, maintenance of records and applicable statutory registers is the responsibility of the management of the Company.
6. The details of Key Managerial Personnel (KMP) are stated in MGT 7 as per the KMP provisions of the Act.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made thereunder in respect of:

1. Its status under the Act;

The Company is a unlisted public company incorporated as per the provisions of the erstwhile Companies Act, 1956, existing under the Companies Act, 2013. The Company bears the CIN: **U24232KA1973PLC002401**.

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

The Company has maintained all the registers/records as prescribed under the Act and rules made thereunder and all entries therein have been duly recorded within the time prescribed.

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 Annual Return (Form MGT-7) does not contain the columns to fill up the details of the forms and returns filed. The details of the forms and returns filed by the Company with the Registrar of Companies are stated in Annexure -1 to this Certificate. Further during the year the Company was not required to file forms and returns with the Regional Director, Central Government, the Tribunal, Court and other authorities.

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 minutes book/statutory registers maintained for the purpose and the same have been signed;



The Company has called / convened / held the meetings of Board of Directors and its committees and the meetings of the members of the Company within due dates as stated in the Annual Return. As confirmed by the Company, proper notices were given in respect of the Board, Committee's and shareholders' meetings convened during the year. The proceedings have been properly recorded in the minutes book/statutory registers maintained for the purpose and the same have been duly signed.

No resolution was passed by postal ballot or by way of circulation during the year under review.

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

The Company has not closed its Register of Members during the year.

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

The Company is in compliance with the provisions of Section 185 of the Act for loans/advances/guarantees provided to subsidiaries/associates/joint venture Companies in which the directors of the company are interest/deemed to be interested.

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

Contracts/arrangements with related parties during the period under review are in compliance with the provisions of Section 188 of the Companies Act,2013.

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;

There has been no issue or allotment or transfer or transmission of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities during the period under review.

During the year under review the company bought back 41,97,754 equity shares from the paid up capital after following due process as stipulated under Section 68 & 69 of the Act.



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, right shares and bonus shares pending registration of transfer of shares.

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;

The Company did not declare any dividend during the year and hence compliance under section 125 of the Act does not arise. Further there is no amount in unclaimed/unpaid dividend which is to be transferred to unpaid dividend account of the Company and Investor Education and Protection Fund.

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 Company has complied with the provisions of Section 134 of the Companies Act, 2013 to the extent applicable.

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

The Board of directors of the Company is duly constituted. The company is in compliance with Section 152 (c) of the Companies Act with respect to retirement and reappointment of Directors by rotation. There were no appointment/ resignation/filling up casual vacancies or change in designation during the period under review.

The Company has in place a whole-time Company Secretary in accordance with Section 203 of the companies Act, 2013.

The remuneration paid to directors and key managerial personnel is within the prescribed limits and in compliance with the provisions of the Companies Act, 2013.



13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

The Company has complied with the provisions of Section 139 of the Act w.r.t appointment of auditors. There was no reappointment/filling up casual vacancy of auditors during the year.

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;

During the period under review, the Company has taken approvals from the Registrar of Companies as and when required in accordance with the various provisions of the Act.

The Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Court or such other authorities.

15. Acceptance/ renewal/ repayment of deposits;

The Company has neither accepted nor renewed any deposits during the year.

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

The Company has not borrowed any money from its directors, members, or public financial Institutions during the Financial year ended 31st March 2022.

The board of the company is assigned with borrowing powers. Borrowing from bank during the year under review are in accordance with the Companies Act, 2013. The Company has made necessary filings with respect to creation, modification and satisfaction of charges as applicable 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;

Loans, investments and guarantees provided to subsidiaries, associates, JV companies, other body corporates and persons during the year under review are in compliance with the provisions of section 186 of the Act.



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

The Company has altered its Articles of Association during the year after following due process as stipulated under the provisions of the Act.

The Company has not altered its Memorandum of Association during the year under review.

Place: Bangalore
Date : 18/11/2022

Signature

Name: S.N. Mishra.

Company Secretary

C. P. No. : 4684

FCS No. : 6143

UDIN: F006143D001886087



Annexure-1

Documents filed during the Financial Year 2021-22 with the Registrar of Companies (“ROC”):

Sl. No.	Form	Reason for filing	Date of filing
1	MSME Form I	Form for furnishing half yearly return with the registrar in respect of outstanding payments to Micro or Small Enterprises -Period of reporting- Oct to March 2021 (Total outstanding amount- 4,914,523)	27/04/2021
2	Form CHG-1	Modification of Charge with Charge ID: 100156721	07/05/2021
3	Form PAS-6	Reconciliation of Share Capital Audit Report (Half-yearly)	25/05/2021
4	FORM CFSS-2020	Documents filed under the Companies Fresh Start Scheme, 2020	19/06/2021
5	Form DPT-3	Particulars of transactions by a company not considered as deposit as per rule 2 (1) (c) of the Companies (Acceptance of Deposit) Rules, 2014	29/06/2021
6	Form MGT-14	Re-appointment of Internal Auditor and Secretarial Auditor	30/07/2021
7	Form CRA-2	Appointment of cost auditor	30/07/2021
8	Form MGT-14	Alteration of Articles of Association of the Company	20/09/2021
9	Form AOC-4 XBRL	Financial for FY20-21	06/10/2021
10	Form CHG-4	Satisfaction of charge with Charge ID :100347239	25/10/2021
11	Form CHG-4	Satisfaction of charge with Charge ID :100081918	26/10/2021
12	Form CHG-4	Satisfaction of charge with Charge ID :100156721	26/10/2021
13	MSME Form I	Form for furnishing half yearly return with the registrar in respect of outstanding payments to Micro or Small Enterprises Period of reporting- Apr to September 2021(Total outstanding amount-7,325,229)	30/10/2021
14	SH-9	Declaration of Solvency (Buyback of 41,97,756 shares)	06/10/2021
15	MGT-14	Approval of Accounts and Directors Report	06/10/2021
16	MGT-14	Buy Back of Shares	06/10/2021
17	SH-11	Return in respect of Buyback securities	18/11/2021
18	Form MGT-7	Annual return for FY 20-21	19/11/2021
19	Form PAS-6	Reconciliation of Share Capital Audit Report (Half-yearly)	29/11/2021
20	Form CHG-4	Satisfaction of charge with Charge ID :90193339	30/11/2021
21	Form CHG-4	Satisfaction of charge with Charge ID :90190551	30/11/2021
22	Form CHG-4	Satisfaction of charge with Charge ID :90189363	30/11/2021
23	Form CHG-4	Satisfaction of charge with Charge ID :90192532	30/11/2021



24	Form CHG-4	Satisfaction of charge with Charge ID :90190867	30/11/2021
25	Form CHG-4	Satisfaction of charge with Charge ID :90189496	30/11/2021
26	Form CHG-4	Satisfaction of charge with Charge ID :90193078	30/11/2021
27	Form CHG-4	Satisfaction of charge with Charge ID :90190220	30/11/2021
28	Form CHG-4	Satisfaction of charge with Charge ID :90189872	30/11/2021
29	Form CHG-4	Satisfaction of charge with Charge ID :90192017	30/11/2021
30	Form CHG-4	Satisfaction of charge with Charge ID :90189235	30/11/2021
31	Form CHG-4	Satisfaction of charge with Charge ID :90193182	30/11/2021
32	Form CHG-4	Satisfaction of charge with Charge ID :90191791	30/11/2021
33	Form CHG-4	Satisfaction of charge with Charge ID :90189738	30/11/2021
34	Form CHG-4	Satisfaction of charge with Charge ID :90189691	30/11/2021
35	Form CHG-4	Satisfaction of charge with Charge ID :90193068	30/11/2021
36	Form CHG-4	Satisfaction of charge with Charge ID :90189792	30/11/2021
37	Form CHG-4	Satisfaction of charge with Charge ID :90189692	30/11/2021
38	Form CHG-4	Satisfaction of charge with Charge ID :90191298	30/11/2021
39	Form CHG-4	Satisfaction of charge with Charge ID :90193186	30/11/2021
40	Form CHG-4	Satisfaction of charge with Charge ID :90191055	30/11/2021
41	Form CHG-4	Satisfaction of charge with Charge ID :90191650	30/11/2021
42	Form CHG-4	Satisfaction of charge with Charge ID :90190083	30/11/2021
43	Form CHG-4	Satisfaction of charge with Charge ID :90189783	30/11/2021
44	Form CHG-4	Satisfaction of charge with Charge ID :90189737	30/11/2021
45	Form CHG-4	Satisfaction of charge with Charge ID :90193067	30/11/2021
46	Form CHG-4	Satisfaction of charge with Charge ID :90190948	30/11/2021
47	Form CHG-4	Satisfaction of charge with Charge ID :90193143	30/11/2021
48	Form CHG-4	Satisfaction of charge with Charge ID :90193127	30/11/2021
49	Form CHG-4	Satisfaction of charge with Charge ID :90189327	30/11/2021
50	Form CHG-4	Satisfaction of charge with Charge ID :90191247	30/11/2021
51	Form CHG-4	Satisfaction of charge with Charge ID :90189784	30/11/2021
52	Form CHG-4	Satisfaction of charge with Charge ID :90189326	30/11/2021
53	Form PAS-6	Reconciliation of Share Capital Audit Report (Half-yearly) Period of reporting- April'20 to Sept' 2020 (with late fee)	09/12/2021
54	Form CHG-4	Satisfaction of charge with Charge ID :10329490	10/12/2021
55	CRA-4	Filing of Cost Audit Report 2020-21	21/01/2022

