

# Draft Annual Return for FY 2023-24

## 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
- LIBERTY BLDG SIR VITHALDASTHAKCKERSEY MARG NA  
MUMBAI  
Maharashtra  
400020  
India
- (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   |
|---------------------|---------------------------|-------------------------------|
| Public Company      | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh  
roli (West), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

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

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

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DAI-ICHI GOSEICHEMICALS (IN +)	U24100MH1991PLC059922	Subsidiary	97
2	CHAMPIONX DAI-ICHI INDIA PI +	U24110MH1990PTC055089	Joint Venture	50

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

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	10,000,000	7,451,229	7,451,229	7,451,229
Total amount of equity shares (in Rupees)	100,000,000	74,512,290	74,512,290	74,512,290

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	10,000,000	7,451,229	7,451,229	7,451,229
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	100,000,000	74,512,290	74,512,290	74,512,290

###### (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)				

###### (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						

<b>At the beginning of the year</b>	94,301	7,356,928	7451229	74,512,290	74,512,290	
<b>Increase during the year</b>	0	8,700	8700	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		8,700	8700			
Dematerialisation of Shares						
<b>Decrease during the year</b>	8,700	0	8700	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	8,700		8700			
Dematerialisation of Shares						
<b>At the end of the year</b>	85,601	7,365,628	7451229	74,512,290	74,512,290	
<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						
<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						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE928C01010

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

0

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	22/09/2023
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width:95%;" type="text"/>			
Type of transfer	<input style="width:95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" 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

Particulars	Number of units	Nominal value per unit	Total value
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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

**(i) Turnover**

1,315,826,498

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

1,608,662,458

**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	4,486,422	60.21	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)	273,400	3.67	0	
10.	Others	0	0	0	
	<b>Total</b>	4,759,822	63.88	0	0

**Total number of shareholders (promoters)**

12

**(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	2,160,676	29	0	
	(ii) Non-resident Indian (NRI)	140,292	1.88	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)	299,072	4.01	0	
10.	Others            LLP & IEPF	91,367	1.23	0	
	<b>Total</b>	2,691,407	36.12	0	0

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

5,073

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

5,085

**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	12	12
Members (other than promoters)	5,377	5,073
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>	2	1	2	1	50.59	0
<b>B. Non-Promoter</b>	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	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
Total	2	4	2	4	50.59	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

**(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)
SHERNAZ FIROZE VAKI	00002519	Whole-time director	3,624,179	
MEHER FIROZE VAKI	07778396	Managing Director	145,000	
ADI HIRJI JEHANGIR	00001752	Director	100	
ASHOK VISHWANATH	00349345	Director	0	
CYRUS ADI BAGWAD	01565989	Director	0	
BEHRAM MANECK SC	02035239	Director	0	
ANKIT PARIMAL SHAH	BQJPS9742K	Company Secretary	3	
FAROKH PHIROZ GAI	AABPG9268P	CFO	0	

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

6

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)
CYRUS ADI BAGWAD	01565989	Additional director	11/08/2023	Appointment
BEHRAM MANECK	02035239	Additional director	11/08/2023	Appointment
KEKI MANCHERSH	00003940	Director	22/09/2023	Cessation
KAVAS DARA PATEL	00002634	Director	22/09/2023	Cessation
CYRUS ADI BAGWAD	01565989	Director	22/09/2023	Change in Designation
BEHRAM MANECK	02035239	Director	22/09/2023	Change in Designation

**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
63rd Annual General Meetir	22/09/2023	5,497	65	57.08

**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	30/05/2023	6	6	100
2	11/08/2023	6	6	100
3	26/10/2023	6	5	83.33
4	09/02/2024	6	5	83.33

**C. COMMITTEE MEETINGS**

Number of meetings held

13

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	30/05/2023	3	3	100
2	Audit Committee	11/08/2023	3	3	100
3	Audit Committee	26/10/2023	3	3	100
4	Audit Committee	09/02/2024	3	2	66.67
5	NRC Committee	11/08/2023	4	4	100
6	NRC Committee	09/02/2024	4	4	100
7	Independent D	03/04/2023	3	3	100
8	SRC Meeting	11/04/2023	5	2	40
9	SRC Meeting	05/06/2023	5	2	40

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	SRC Meeting	26/06/2023	5	3	60

#### 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	SHERNAZ FIROZE	4	4	100	8	5	62.5	
2	MEHER FIROZE	4	4	100	6	6	100	
3	ADI HIRJI JETHANANI	4	3	75	6	6	100	
4	ASHOK VISHWAKARMA	4	4	100	13	8	61.54	
5	CYRUS ADI B. SHARMA	2	2	100	3	3	100	
6	BEHRAM MALHOTRA	2	1	50	3	1	33.33	

#### 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	SHERNAZ FIROZE	Whole-time Director	25,456,770	0	0	4,025,000	29,481,770
2	MEHER FIROZE VADIA	Managing Director	23,838,055	0	0	3,500,000	27,338,055
	Total		49,294,825	0	0	7,525,000	56,819,825

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	ANKIT PARIMAL SHARMA	Company Secretary	2,762,648	0	0	0	2,762,648
2	FAROKH PHIROZ CHAND	CFO	7,269,393	0	0	0	7,269,393
	Total		10,032,041	0	0	0	10,032,041

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ADI HIRJI JEHANG	Director	0	0	0	150,000	150,000
2	ASHOK VISHWAN	Director	0	0	0	320,000	320,000
3	CYRUS ADI BAGW	Director	0	0	0	160,000	160,000
4	BEHRAM MANECK	Director	0	0	0	75,000	75,000
5	KAVAS DARA PATI	Director	0	0	0	160,000	160,000
6	KEKI MANCHERSH	Director	0	0	0	160,000	160,000
	Total		0	0	0	1,025,000	1,025,000

**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

Ms. Vinita Nair

Whether associate or fellow

Associate  Fellow

Certificate of practice number

11902

#### 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. ...  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

00002519

#### To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

35008

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

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

**List of attachments**

List of Shareholders.pdf List of transfers.pdf Details of Committee Meetings.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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**

**Dai-ichi Karkaria Limited**

**IX. (C) Committee Meetings**

**Number of meetings held: 12 (Continuation)**

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
11	SRC Committee	24/08/2023	5	3	60
12	SRC Committee	11/09/2023	5	3	60
13	SRC Committee	09/10/2023	4	3	60



# VINOD KOTHARI & COMPANY

Practising Company Secretaries  
403 – 406, Shreyas Chambers, 175, Dr. D. N. Road  
Fort, Mumbai – 400 001, India  
Phone: 022 – 2261 4021 | 022 – 6237 0959  
Email: [corplaw@vinodkothari.com](mailto:corplaw@vinodkothari.com)  
Web: [www.vinodkothari.com](http://www.vinodkothari.com)  
Unique Code – P1996WB042300

## 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 **Dai-ichi Karkaria Limited** ('the Company') as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on March 31, 2024 ('period under review'). 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 period under review, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed therefore;
  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 the prescribed time:
    - The Company was not required to file any form or return with the Regional Director, Central Government, the Tribunal, Court or other authorities.
  4. calling/convening/holding meetings of board of directors, 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 including the circular resolutions and resolutions passed by postal ballot have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed:
    - There were no instances of passing resolution by circulation and postal ballot during the period under review.

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**Kolkata:** 1006 – 1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata – 700 017  
**Delhi:** Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017  
**Bengaluru:** 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001

5. closure of Register of Members / Security holders, as the case may be:
  - Register of Members of the Company was closed from September 16, 2023 to September 22, 2023 for the purpose of payment of dividend and 63<sup>rd</sup> Annual General Meeting of the Company.
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:
  - The Company has not extended any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the period under review.
7. contracts/arrangements with related parties as specified in section 188 of the Act:
  - All the related party transactions were in the ordinary course of business and on an arm's length basis.
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 were no instances of issue, allotment, transmission, buy-back or redemption, alteration or reduction of capital, conversion of shares during the period under review.
9. keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer in compliance with the provisions of the Act:
  - There was no such instance.
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 transferred the unclaimed interim dividend for the Financial Year 2015-16 to Investor Education and Protection Fund.
  - The Company transferred equity shares on which interim dividend remain unclaimed for then Financial Year 2015-16 to the 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;
12. constitution/ appointment/ re-appointments/ retirement/filing up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. During the period under review:
  - Mr. Kavas Patel (DIN: 00002634) and Mr. Keki Elavia (DIN: 00003940) ceased to be Independent Directors of the Company upon completion of their second consecutive term as Independent Directors.
  - Mr. Cyrus Bagwadia (DIN: 01565989) and Mr. Behram Sorabji (DIN: 02035239) were appointed as Additional Directors in the capacity of Independent Directors of the Company.

- Change in designation of Mrs. Shernaz Vakil (DIN: 00002519) from Chairperson and Managing Director to Chairperson and Whole-time Director and Ms. Meher Vakil (DIN: 07778396) from Whole-time Director to Managing Director of the Company and revision in terms of remuneration.
  - There were no instance of re-appointment/filling up casual vacancies during the period under review.
13. appointment/re-appointment/filing up casual vacancies of auditors as per the provisions of section 139 of the Act:
- There was no instance of appointment/ re-appointment/filling up of casual vacancy of auditor during the period under review.
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:
- There were no instances during the period under review.
15. acceptance/ renewal/ repayment of deposits:
- The Company has not accepted, renewed, or repaid any deposits.
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable:
- There were no instances of borrowings, creation, modification and satisfaction during the period under review;
  - The Company has outstanding borrowings from the director Mrs. Shernaz Vakil.
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:
- There were no instances during the period under review.
  - The Company has outstanding investments in its subsidiary and joint venture company.
18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company:
- There were no such instances during the period under review.

**For M/s Vinod Kothari & Company  
Practicing Company Secretaries**

**Vinita Nair  
Senior Partner  
CP. No. 11902  
UDIN:**

**Place: Mumbai  
Date: July \*\*, 2023**