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]

Name of the Registrar and Transfer Agent



Annual Return

(other than OPCs and Small Companies)

Form language	English	Hindi
Refer the instruct	ion kit for fil	ing the form.

I. REGISTRATION AND OTHER DETAILS (i) * Corporate Identification Number (CIN) of the company U93090TN1960PLC004355 Pre-fill Global Location Number (GLN) of the company * Permanent Account Number (PAN) of the company AAACH5516P (ii) (a) Name of the company HTL LIMITED (b) Registered office address G.S.T. ROAD, **GUINDY** chennai Tamil Nadu 600032 مثلم مدا (c) *e-mail ID of the company coo@htllimited.com (d) *Telephone number with STD code 04422501022 (e) Website www.htllimited.com (iii) Date of Incorporation 14/12/1960 (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 Pre-fill L72400TG2017PLC117649

[LZEINI -	TECHNOLOGI	EC LINATED								
Į		TECHNOLOGIE			f						
-	Registered office address of the Registrar and Transfer Agents										
			Plot No- 31 & 32, li ngampally NA	Financial District, N							
(vii) *	Finar	ncial year Fro	m date 01/04/2	022	DD/MM/YYY	Y) To	date	31/03/2023	(1	DD/MI	M/YYYY)
(viii) *	'Whe	ther Annual g	general meeting	(AGM) held		Yes	\bigcirc	No			
((a) If	yes, date of A	AGM 2	8/07/2023							
((b) Di	ue date of AG	3M 3	0/09/2023							
I	(c) W	hether any e	xtension for AGN	VI granted	8	○ Ye	es	No			
II. P	RIN	CIPAL BUS	SINESS ACTI	VITIES OF TH	E COMPA	NY					
	*Ni	umber of busi	iness activities	1							
S.	No	Main Activity group code	Description of M	lain Activity group	Business Activity Code	Desci	ription	of Business	Activity		% of turnover of the company
	1	С	Manuf	facturing	C9			lectronic, Cor easuring & co			79.87
(1	III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES) *No. of Companies for which information is to be given 1 Pre-fill All										
1.S	No	Name of t	the company	CIN / FCR	N F	lolding		diary/Associ /enture	ate/ %	% of sh	ares held
1		HFCL	LIMITED	L64200HP1987PL	C007466		Hol	ding			74
IV. S	SHA	RE CAPITA	AL, DEBENT	URES AND OT	HER SEC	URIT	IES O	F THE CO	MPANY		
` '		RE CAPITA									
(a) l	Equit	y share capita	al								
		Particula	ars	Authorised capital	Issuec capita			oscribed apital	Paid up c	apital	
Tota	al nur	mber of equit	y shares	2,000,000	1,500,000		1,500,0	000	1,500,000)	

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,000,000	1,500,000	1,500,000	1,500,000
Total amount of equity shares (in Rupees)	200,000,000	150,000,000	150,000,000	150,000,000

Number of classes

Class of Shares	1-A rathon wood	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,000,000	1,500,000	1,500,000	1,500,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	200,000,000	150,000,000	150,000,000	150,000,000

(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 śhares.	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	Ņū	umber of sh	ares	Total nominal amount	Total Paid-upt amount	Total .premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	390,000	1,110,000	1500000	150,000,000	150,000,00	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rìghts 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

z. 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
x. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
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						
At the end of the year	390,000	1,110,000	1500000	150,000,000		OC .
Preference shares						
Preference shares At the beginning of the year	0	0	0	0	0	
	0	0	0	0	0	0
At the beginning of the year						0
At the beginning of the year Increase during the year	0	0	0	0	0	
At the beginning of the year Increase during the year i. Issues of shares	0	0	0	0	0	0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares	0	0	0	0	0	0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify	0 0	0 0	0 0	0 0	0 0	0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify Decrease during the year i. Redemption of shares ii. Shares forfeited	0 0	0 0 0	0 0 0	0 0	0 0	0 0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify Decrease during the year i. Redemption of shares	0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0 0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify Decrease during the year i. Redemption of shares ii. Shares forfeited	0 0 0 0 0	0 0 0 0 0	0 0 0 0	0 0 0 0 0	0 0 0 0 0	0 0 0 0

		_		
SIN of the equity shares of the company				

(ii) Details of stock spl	it/consolidation during the y	ear (for each cla	ass of shares)		0
Class o	f shares	(i)		(ii)	(iii)
Before split /	Number of shares			· · · · · · · · · · · · · · · · · · ·	
Consolidation	Face value per share				
After split /	Number of shares	10		 -	
Consolidation	Face value per share				
of the first return a	res/Debentures Transfe at any time since the in ovided in a CD/Digital Media	rs since clos corporation o	ure date of of the comp	Flast financoany) *	ial year (or in the case
Separate sheet at	tached for details of transfer	S	O Yes	○ No	
Note: In case list of tran Media may be shown.	nsfer exceeds 10, option for s	ubmission as a se	eparate sheet	attachment o	r submission in a CD/Digital
Date of the previou	s annual general meeting				
Date of registration	of transfer (Date Month Y	ear)			
Type of transi	fer 1	- Equity, 2- Pr	eference Sh	ares,3 - Deb	entures, 4 - Stock
Number of Shares/ Units Transferred	/ Debentures/		nount per Sha benture/Unit		
Ledger Folio of Tra	nsferor				
Transferor's Name					
	Surname	n	niddle name		first name
Ledger Folio of Tra	ansferee				

Transferee's Name							
	Surname	middle name	first name				
Date of registration of transfer (Date Month Year)							
Type of transfer	Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock						
Number of Shares/ D Units Transferred	Debentures/	Amount per Share/ Debenture/Unit (in Rs.)					
Ledger Folio of Trans	sferor						
Transferor's Name							
	Surname	middle name	first name				
Ledger Folio of Trans	sferee						
Transferee's Name							
	Surname	middle name	first name				

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	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		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)

	•		<u>.</u>			
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						
Total	l l				1	

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

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12,644,106,322

(ii) Net worth of the Company

1,445,466,775

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	3	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)	1,109,997	74	0	
10.	Others	0	0	0	
	Total	1,110,000	74	0	0

Total	number	of s	hareho!	lders	(promoters)
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1	1			
ļ				

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	₂ Equi	ty	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	4	0	0		
	(ii) Non-resident Indian (NRI)	0	0	0		
	(iii) Foreign national (other than NRI)	0	0	0		
2.	Government					
	(i) Central Government	389,996	26	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	390,000	26	0	0
Total nur	nber of shareholders (other than prom	oters) 4			
	ber of shareholders (Promoters+Publi n promoters)	c/ 8			

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)	4	4
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			ectors at the end	Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0
B. Non-Promoter	0	1	0	3	0	0
(i) Non-Independent	0	0	0	2	0	0
(ii) Independent	0	1	0	1	0	0
C. Nominee Directors representing	0	2	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	5	0	6	0	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)
Mahendra Nahata	00052898	Director	0	
R. M. Kastia	00053059	Director	0	
K. C. Jani	02535299	Director	0	
Tamali Sengupta	00358658	Director	0	
Rajeev Sabherwal	08420761	Additional director	0	
B. K. Nath	10110868	Nominee director	0	
G. S. Naidu	ABRPN4626P	Manager	0	
C. D. Ponnappa	ACZPP1337Q	CFO	0	
S. Narayanan	AAAPN2220K	Company Secretar	0	

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

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)
Tamali Sengupta	00358658	Additional director	25/04/2022	Appointment
Tamali Sengupta	00358658	Director	05/08/2022	Change in Designation
Rajeev Sabherwal	08420761	Additional director	29/08/2022	Appointment
Amit Katoch	09349281	Nominee director	20/01/2023	Cessation
Sharad Trivedi	08977689	Nominee director	01/03/2023	Cessation
B. K. Nath	10110868	Nominee director	23/03/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number o	of meetings held	1

Type of meeting	Date of meeting	Total Number of Members entitled to	Attendance		
			Number of members attended	% of total shareholding	
Annual General Meeting	29/07/2022	8	5	99.99	

B. BOARD MEETINGS

*Number of meetings held 4

S. No.	Date of meeting	Total Number of directors associated as on the date	Attendance		
		of meeting	Number of directors attended	% of attendance	
1	25/04/2022	5	5	100	
2	15/07/2022	6	6	100	
3	14/10/2022	7	6	85.71	
4	20/01/2023	7	6	85.71	

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting		Total Number of Members as	Attendance		
		Date of meeting	on the date of	Number of members attended	% of attendance	
1	Audit Committe	25/04/2022	3	3	100	
2	Audit Committe	15/07/2022	3	3	100	
3	Audit Committe	14/10/2022	3	2	66.67	
4	Audit Committe	15/12/2022	4	3	75	
5	Audit Committe	20/01/2023	4	3	75	
6	Nomination &	25/04/2022	3	3	100	
7	Nomination &	14/10/2022	3	3	100	
8	Nomination &	20/01/2023	4	4	100	
9	Corporate So	17/03/2023	4	3	75	

D. *ATTENDANCE OF DIRECTORS

	Board Meetings			Co	Whether attended AGM		
of the director	Meetings which		% of			% of	held on
			attendance	entitled to attend	attended	attendance	28/07/2023
							(Y/N/NA)
Mahendra Nah	4	4	100	3	3	100	No
R. M. Kastia	4	4	100	9	9	100	Yes
K. C. Jani	4	4	100	6	6	100	Yes
Tamali Sengu	3	3	100	4	4	100	Yes
Rajeev Sabhe	2	2	100	0	0	0	Yes
B. K. Nath	0	0	0	0	0	0	Yes
	Mahendra Nah R. M. Kastia K. C. Jani Tamali Sengu	Name of the director Meetings which director was entitled to attend Mahendra Nat 4 R. M. Kastia 4 K. C. Jani 4 Tamali Sengu 3 Rajeev Sabhe 2	Number of Meetings which director was entitled to attend Mahendra Nat 4 4 R. M. Kastia 4 4 K. C. Jani 4 4 Tamali Sengul 3 3 Rajeev Sabhe 2 2	Number of Meetings which director was entitled to attend Mahendra Nat 4 4 100 R. M. Kastia 4 4 100 K. C. Jani 4 4 100 Tamali Sengul 3 3 100 Rajeev Sabhe 2 2 100	Number of Meetings which director was entitled to attend 4 4 100 3 R. M. Kastia 4 4 100 9 K. C. Jani 4 4 100 6 Tamali Sengul 3 3 100 4 Rajeev Sabhe 2 2 100 0	Name of the director Reetings which director was entitled to attend Mahendra Nat	Name of the director director was entitled to attend Number of Meetings which director was entitled to attend Number of Meetings attended Number of Number of Meetings attended Number of Numb

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1 1 1811	

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

		4	
		1	1
		'	

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	G, S, Naidu	Manager	6,914,195	0	0	2,690,987	9,605,182
	Total		6,914,195	0	0	2,690,987	9,605,182

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	Amount
1	C. D. Ponnappa	CFO	6,323,244	0	0	386,244	6,709,488
2	S. Narayanan	Company Secre	2,521,863	0	0	0	2,521,863
	Total		8,845,107	0	0	386,244	9,231,351

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R. M. Kastia	Director	0	0	0	82,500	82,500
2	K. C. Jani	Director	0	0	0	62,500	62,500
3	Tamali Sengupta	Director	0	0	0	67,500	67,500

S. No.	Name	De	signation	Gross Sala	ary Commission	Stock Option Sweat equity		Total Amount	
4 F	Rajeev Sabher	wal Addit	ional direct	0	0	0	17,500	17,500	
Т	otal			0	0	0	230,000	230,000	
* A. Whet		y has made	compliances	and disclos	CES AND DISCLOSE ures in respect of app		No		
B. If No.	, give reasons/o	bservations							
Reas	son / Observation	on as stated	d in MGT-8.		w				
II. PENAL	TY AND PUNIS	HMENT - I	DETAILS TH	EREOF					
A) DETAIL:	S OF PENALTIE	ES / PUNIS	HMENT IMPO	OSED ON C	OMPANY/DIRECTO	RS /OFFICERS 🔀	Nil		
	Name of the court/ concerned Authority Name of the court/ concerned Authority Name of the Act and section under which penalised / punished Name of the Act and section under which penalised / punished Details of penalty/ punishment Details of appeal (if any) including present status								
(B) DETA	ILS OF COMPO	DUNDING O	F OFFENCE	s 🖂 Ni	ı				
	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)								
	• Yes) No			ders has been encl		ment		
In case of more, det	f a listed compa tails of company	ny or a com secretary i	ipany having n whole time	paid up shar practice cert	re capital of Ten Cror ifying the annual retu	e rupees or more our in Form MGT-8.	or turnover of Fifty Cr	ore rupees or	
Name	Name R. Balasubramanian								

Associate Fellow

11979

Whether associate or fellow

Certificate of practice number

I/We ce	rtify	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.

Decla	aration
-------	---------

I am Authorised by the Board of Directors of the company vide resolution no. ... 21

(DD/MM/YYYY) to sign this form and do in respect of the subject matter of this f								
	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 h	. All the required attachments have been completely and legibly attached to this form.							
Note: Attention is also drawn to the punishment for fraud, punishment for	provisions of Section 447, or false statement and pun	section 448 and 449 of t ishment for false eviden	he Companies Act, 2013 which provide for ce respectively.					
To be digitally signed by								
Director	ANJEET Dogsty speed by RAVEET DAY OF STANDARD BY SEED AND							
DIN of the director	0053059							
To be digitally signed by	Digitally signed by ARAYANA S NARAYANAN Date: 2023.08,23 D9:18-47-405-30							
Company Secretary								
Ocmpany secretary in practice								
Membership number 5772	Certificate	of practice number						
Attachments			List of attachments					
1. List of share holders, debe	enture holders	Attach	HTL_List of Shareholders as on 31032023					
2. Approval letter for extensi	on of AGM;	Attach	MGT 8_HTL-22-23.pdf					
3. Copy of MGT-8;		Attach						
4. Optional Attachement(s),	if any	Attach						
			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

28/04/2023



Registered Office: No. 57, GST Road, Guindy, Chennal - 600 032, INDIA.

List of Shareholders as on 31.3.2023

SI. No.	Name of the Shareholder	No. of	Status
1 2 3	HFCL Limited *Manoj Baid *Baburaj Eradath	Shares 11,09,997	Holding Company Individual
4	*Tarun Kalra	1	Individual Individual
	SUB – TOTAL (Holding in Demat Form)	11,10.000	
	Government of India		
5	President of India	3,89.996	Government of India
6	Shri Shambhu Kumar Mahto, DDG (PHP. DoT.	2	GOI Nominee
7	Shri R. M. Agarwal, DDG (SU), DoT.	1	GOI Nominee
8	Shri Rajeev Kumar Srivastava, Director (TPF), DoT. SUB – TOTAL (Holding in Physical Form)	3,90,000	GOI Nominee
	Total Number of Shares	15,00,000	

^{*}The Beneficial interest is held by HFCL Limited, Holding Company.

Percentage of Holding

HFCL Ltd.

74%

GOI

26%

For HTL Limited

S. NARAYANAN

COMPANY SECRETARY & GM (LEGAL)

GUINDY, CHENNAI - 600 032

(S.NARAYANAN)

Company Secretary& GM (Legal)

Membership No. ACS 5772

Telephone: 91-44-22501020 / 21

Email: coo@htllimited.com

Fax: 91-44-22500341

Website: www.htlilmited.com

CIN: U93090TN1960PLC004355

R. Balasubramanian & Co.,

Company Secretaries

No. 1, I Flooor, Abdul Farook Sahib Street Pallavaram, Chennai - 600043



Email bala@csrb.co.in / team@csrb.co.in Web: www.csrb.co.in Ph; +91 - 99411 80826 / 98409 80826

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. HTL 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 31st March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. Its status under the Act;
 - Maintenance of registers/records & making entries therein within the time prescribed therefor;
 - 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies and Central Government within the prescribed time and after the prescribed time in certain cases along with the requisite additional fee. There were no forms required to be filed with Regional Director, Tribunal, Court or other authorities;
 - 4. Calling/ convening/ holding meetings of Board of Directors and 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; There were no resolutions passed by postal ballot.
 - 5. The Company did not close its Register of Members / other Securities holders and hence, compliance under the Act for closure of Register of Members / Security holders is not applicable.
 - The Company has not advanced any loans to its Directors and/or persons or firms or Companies referred in Section 185 of the Act and hence compliance on the said Section of the Act is not applicable.



R. Balasubramanian & Co.,

Company Secretaries

No. 1, I Flooor, Abdul Farook Sahib Street Pallavaram, Chennai - 600043



Email: bala@csrb.co.in / leam@csrb.co.in Web: www.csrb.co.in Ph: +91 - 99411 80826 / 98409 80826

- 7. The Company has complied with the provisions of the Act with respect to contracts/arrangements with related parties as specified in Section 188 of the Act;
- 8. There were no issue, allotment, transfer, transmission, buy back of shares or redemption of preference shares, alteration or reduction of share capital, conversion of shares or issue of share certificates made during the financial year.
- 9. The Company did not keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares and hence compliance on the applicable provisions of the Act is not applicable.
- 10. The Company did not declare dividend during the financial year under review. There were no unpaid/ unclaimed dividend/other amounts required to be transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
- 11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub Sections (3), (4) and (5) thereof;
- 12. The Company has complied the provisions with regard to Constitution/ appointment/ reappointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. Further, the Company is required to appoint 2 (Independent Directors) pursuant to Section 149(4) of the Companies Act, 2013, of which, the Company has already appointed 1 (One) Independent Director and further in the process of identification and appointment of another Independent Director.
- 13. Re-appointment/appointment/filling of casual vacancy of appointment auditors as per the provisions of Section 139 of the Act, is not applicable during the aforesaid financial year since the existing Auditors holds office of statutory auditors upto 64th Annual General Meeting to be held in 2025;
- 14. There were no approvals required to be taken from the Tribunal, Regional Director, Registrar, Court, Central Government or such other authorities under the various provisions of the Act;
- 15. The Company did not accept deposits during the year under review.
- 16. The Company has complied with the provisions of the Act with respect to borrowings from its directors, members, public financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable;
- 17. The Company has complied with the provisions of the Act with respect to investments in Equity shares of other Company. There were no other loans nor guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act during the financial year under review;



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18. There was no alteration of the provisions of the Memorandum or Articles of Association of the Company during the financial year under review.

CHENNAL

For R. Balasubramanian & Co.

R. Balasubramanian

Practising Company Secretary

FCS 10011 CP 11979

Place: Chennai Date: 22.08.2023

UDIN: F010011E000840478