

# 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]



## 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

U74999MH2018PLC308448

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAJCP8333P

(ii) (a) Name of the company

HINDUSTAN POWER EXCHANGE

(b) Registered office address

25th Floor, P. J. Towers, Dalal Street,  
Fort  
MUMBAI  
Mumbai City  
Maharashtra  
400001

(c) \* e-mail ID of the company

CS\*\*\*\*\*IA.COM

(d) \* Telephone number with STD code

01\*\*\*\*\*00

(e) Website

www.hpxindia.com

(iii) Date of Incorporation

24/04/2018

(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

L72400TG2017PLC117649

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, N  
anakramguda, Serili ngampally 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

(f) Specify the reasons for not holding the same

AGM will be held on 25th September 2024

## 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	K	Financial and insurance Service	K8	Other financial activities	100

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

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

0

Pre-fill All

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	1,000,000,000	552,500,000	552,500,000	552,500,000
Total amount of equity shares (in Rupees)	1,000,000,000	552,500,000	552,500,000	552,500,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	1,000,000,000	552,500,000	552,500,000	552,500,000
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,000,000,000	552,500,000	552,500,000	552,500,000

**(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 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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	552,500,000	552500000	552,500,000	552,500,000	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Pubic 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 <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
<b>At the end of the year</b>	0	552,500,000	552500000	552,500,000	552,500,000	
<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 <div></div>						
<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						
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)

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		21/09/2023	
Date of registration of transfer (Date Month Year)		29/03/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	4,000,000	Amount per Share/ Debenture/Unit (in Rs.)	1

Ledger Folio of Transferor		1203380000201883	
Transferor's Name	LIMITED	PRIVATE	H K SHAH AND SONS
	Surname	middle name	first name
Ledger Folio of Transferee		1203380000212266	
Transferee's Name	PATEL	DHAVAL	VAISHALI
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		29/03/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	3,000,000	Amount per Share/ Debenture/Unit (in Rs.)	1
Ledger Folio of Transferor		1203380000201883	
Transferor's Name	LIMITED	PRIVATE	H K SHAH AND SONS
	Surname	middle name	first name
Ledger Folio of Transferee		1208160068481359	
Transferee's Name	ANNAM		VENKATESH
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		29/03/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	1

Ledger Folio of Transferor		1301190300096641	
Transferor's Name	MEHTA		NAYAN
	Surname	middle name	first name
Ledger Folio of Transferee		1302080000907426	
Transferee's Name	GOEL		DEEPAK
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		29/03/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	1
Ledger Folio of Transferor		1301190300096620	
Transferor's Name			SHANKAR
	Surname	middle name	first name
Ledger Folio of Transferee		1302080000907411	
Transferee's Name	MEHTA		KAUSHAL
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		08/12/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	1

Ledger Folio of Transferor		1301190300096635	
Transferor's Name	KULSHRESTHA		NEERAJ
	Surname	middle name	first name
Ledger Folio of Transferee		1302080000906534	
Transferee's Name	KANTHARAJ		KAMALA
	Surname	middle name	first name

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		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
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



Particulars	Number of units	Nominal value per unit	Total value
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**

436,339,000

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

565,675,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	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	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)	299,949,996	54.29	0	
10.	Others	0	0	0	
	<b>Total</b>	299,950,000	54.29	0	0

**Total number of shareholders (promoters)**

7

**(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	15,000,000	2.71	0	
	(ii) Non-resident Indian (NRI)	5,000,000	0.9	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)	207,550,000	37.57	0	
10.	Others Trust	25,000,000	4.52	0	
	<b>Total</b>	252,550,000	45.7	0	0

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

18

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

25

**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	7	7
Members (other than promoters)	16	18
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	0	5	0	5	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	2	0	2	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	0	5	0	5	0	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)
Rajib Kumar Mishra	06836268	Nominee director	0	12/06/2024
Vishnu Kant	00204337	Nominee director	0	
Niraj Nabh Kumar	03401815	Director	0	
Shyam Dhar Dubey	07606447	Director	0	
Deepak Goel	10330715	Additional director	1	
Ashok Kumar Ojha	AAHPO4395D	CFO	0	
Rishi Vashisth	AQTPV9017D	Company Secretar	0	
Rishi Vashisth	AQTPV9017D	Manager	0	

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

8

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)
Neeraj Kulshrestha	02994647	Additional director	14/06/2023	Cessation
Nayan Chandrakant	03320139	Additional director	16/06/2023	Appointment
Kaushal Daxesh Me	AJUPM8877G	Manager	21/08/2023	Cessation
Nayan Chandrakant	03320139	Additional director	21/09/2023	Change in designation
Deepak Goel	10330715	Additional director	29/09/2023	Appointment
Vishnu Kant	00204337	Additional director	21/09/2023	Change in designation
Nayan Chandrakant	03320139	Director	28/09/2023	Cessation
Rishi Vashisth	AQTPV9017D	Manager	01/02/2024	Appointment

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	21/09/2023	23	8	63.52

**B. BOARD MEETINGS**

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2023	5	5	100
2	01/05/2023	5	5	100
3	26/06/2023	5	3	60
4	28/07/2023	5	5	100
5	21/08/2023	5	5	100
6	27/10/2023	5	5	100
7	30/01/2024	5	5	100

**C. COMMITTEE MEETINGS**

Number of meetings held

16

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 COMM	11/04/2023	3	3	100
2	AUDIT COMM	01/05/2023	3	3	100
3	AUDIT COMM	26/06/2023	3	3	100
4	AUDIT COMM	28/07/2023	3	3	100
5	AUDIT COMM	27/10/2023	3	3	100
6	AUDIT COMM	30/01/2024	3	3	100

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
7	NOMINATION	21/08/2023	4	4	100
8	NOMINATION	25/10/2023	4	4	100
9	NOMINATION	30/01/2024	4	4	100
10	SETTLEMENT	15/05/2023	7	3	42.86

**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	
								(Y/N/NA)
1	Rajib Kumar M	7	6	85.71	10	4	40	
2	Vishnu Kant	7	7	100	13	12	92.31	
3	Niraj Nabh Ku	7	7	100	13	13	100	
4	Shyam Dhar D	7	7	100	12	12	100	
5	Deepak Goel	2	2	100	5	5	100	

**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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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	Ashok Kumar Ojha	Chief Financial C	5,750,559	0	0	0	5,750,559
2	Rishi Vashisth	Company Secre	1,103,995	0	0	0	1,103,995

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		6,854,554	0	0	0	6,854,554

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Niraj Nabh Kumar	Independent Dir	0	0	0	840,000	840,000
2	Shyam Dhar Dubey	Independent Dir	0	0	0	800,000	800,000
	Total		0	0	0	1,640,000	1,640,000

#### 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

Goyal Divesh and Associates

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

13440

#### 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. ..

20

dated

27/10/2022

(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

0\*2\*4\*3\*

#### To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

4\*4\*9

Certificate of practice number



**Attachments**

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

**Attach****Attach****Attach****Attach****List of attachments**

MGT-7 Annexure - Committee Meeting D  
Shareholding Pattern as on 31-03-2024.pdf  
MGT-8\_HP\_X\_FY2023-24.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**

**ANNEXURE TO FORM MGT-7**

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

**C. Committee Meeting Details**

S. No.	Type of Meeting	Date of Meeting	Total no. of members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
11.	Market Surveillance Committee	18/04/2023	4	4	100
12.	Market Surveillance Committee	21/07/2023	4	3	75
13.	Market Surveillance Committee	25/10/2023	4	3	75
14.	Market Surveillance Committee	23/01/2024	4	3	75
15.	Risk Assessment & Management Committee	21/07/2023	4	3	75
16.	Risk Assessment & Management Committee	23/01/2024	4	3	75

//Certified to be true//

**For Hindustan Power Exchange Limited**

**Sd/-**

**Rishi Vashisth**

**Company Secretary**

**Membership No.: 47439**

**Address: WTT, 8<sup>th</sup> Floor, Sector 16, Noida, UP - 201301**

# **Goyal Divesh & Associates Company Secretary**

265, H - 17, IInd Floor  
Sector-7, Rohini, Delhi-85  
Tel/Fax: 011-40856900  
Mob: 8130757966  
Email: [cs@csindia.co.in](mailto:cs@csindia.co.in)

**Ref. No.: GDA/2024/136**

**August 20, 2024**

## **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 **HINDUSTAN POWER EXCAHNGE LIMITED** (hereinafter referred as Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there-under for the financial year ended on March 31, 2024. In our opinion and to the best of my 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 & applicable Rules as detailed hereunder in respect of:
1. The Company has maintained its status under the Act.
  2. The Company has maintained registers/records & made entries therein within the prescribed time.
  3. The Company has filed forms and returns with the Registrar of Companies within the prescribed time as prescribed under the Act and the rules made there.

4. Adequate notice is given to all directors to schedule the Board Meetings, Board Committee Meetings, except for the 41st Board Meeting dated April 11, 2023 and 12th Audit Committee Meeting dated April 11, 2023 wherein consent of the directors was received for scheduling meeting at a shorter notice. The Company has called/ convened/ held 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 minute book maintained for the purpose and the same have been signed.
5. The Company was not required to close its Register of Members during the financial year ending on 31.03.2024.
6. The Company has not advanced any loan to its directors and/or persons or firms or companies referred to in Section 185 of the Act, during the financial year ending as on 31.03.2024.
7. The Company has entered into transactions with related parties as per the provisions of section 188 of the Act and rules thereto, during the financial year ending as on 31.03.2024.
8. The Company has not made any issue, allotment, transmission or buy back of securities/ redemption of Preference Shares/ alteration or reduction of share capital/ conversion of shares/ securities and issuance of security certificates but has transferred shares during the financial year ending as on 31.03.2024.
9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. The Company had not declared any dividend to and hence there was no need to transfer unpaid/ unclaimed dividend/ other amounts to the Investor Education and Protection Fund in accordance with section 125 of the Act.

11. The Company has complied with the provisions of section 134 of the Act for signing of audited financial statement and has also complied with the provisions of sub - sections (3), (4) and (5) of section 134 for report of directors.
12. The Board of Directors of the Company is duly constituted and complied with the:
  - a) appointment/ re-appointments/ retirement/ ~~filling-up casual vacancies~~ during the financial year.
  - b) disclosures by the Directors and Key Managerial Personnel pursuant to provisions of Section 184 and 189(2) of the Act and the rules made there under respectively remuneration paid to Director(s) is in compliance of the Act.
13. The Company has complied with the provisions of section 139 of the Act for appointment/re-appointment of statutory auditors of the Company.
14. The Company has not been required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, court or such other authorities under the various provisions of the Act during the financial year ending as on 31.03.2024.
15. The Company has not invited or accepted any **“Deposit” as per Companies (Acceptance of Deposit) Rules, 2014**, during the financial year ending as on 31.03.2024.
16. The company has not borrowed any funds during the year. Therefore, the provision of Section 180 of the Companies Act, 2013 is not applicable during the year.
17. The Company has not given any loan, guarantee and however, made investment to other bodies corporate or persons falling under the provisions of Section 186 of the Act and complied with section 186.

18. The Company has not altered its Memorandum of Association and Articles of Association during the financial year ending on 31.03.2024.

Date: August 20, 2024  
Place: Delhi

**For Goyal Divesh & Associates**

Sd/-  
**CS Divesh Goyal**  
Practicing Company Secretary  
M.No.: F10307  
C.P. No.: 13440  
UIN: S2014DE268500  
PR:983/2020  
UDIN: F010307F001007061