

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

L61000MH1978PLC020435

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT1426A

(ii) (a) Name of the company

ITD CEMENTATION INDIA LIM

(b) Registered office address

9th Floor, Prima Bay, Tower - B,
Gate No. 5, Saki Vihar Road, Powai
Mumbai
Mumbai City
Maharashtra
400072

(c) *e-mail ID of the company

rahul.neogi@itdcem.co.in

(d) *Telephone number with STD code

02227680600

(e) Website

(iii) Date of Incorporation

24/06/1978

| (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 | BSE Limited | 1 |
| 2 | National Stock Exchange of India Limited | 1,024 |

(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

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 | F | Construction | F2 | Roads, railways, Utility projects | 100 |

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

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|--------------------------------|-----------------------|--|------------------|
| 1 | ITD Cementation Projects India | U45205MH2007PLC171896 | Subsidiary | 100 |

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 | 3,000,000,000 | 171,812,844 | 171,787,584 | 171,787,584 |
| Total amount of equity shares (in Rupees) | 3,000,000,000 | 171,812,844 | 171,787,584 | 171,787,584 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of equity shares | 3,000,000,000 | 171,812,844 | 171,787,584 | 171,787,584 |
| Nominal value per share (in rupees) | 1 | 1 | 1 | 1 |
| Total amount of equity shares (in rupees) | 3,000,000,000 | 171,812,844 | 171,787,584 | 171,787,584 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 45,000,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 450,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | 45,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 450,000,000 | 0 | 0 | 0 |

(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 | 523,500 | 171,264,084 | 171787584 | | | |

| | | | | | | |
|--|---------|-------------|-----------|---|---|---|
| Increase during the year | 0 | 54,150 | 54150 | 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 Shares dematted during the year | | 54,150 | 54150 | | | |
| Decrease during the year | 54,150 | 0 | 54150 | 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 Shares dematted during the year | 54,150 | | 54150 | | | |
| At the end of the year | 469,350 | 171,318,234 | 171787584 | 0 | 0 | |
| | | | | | | |
| 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

INE686A01026

(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 | | 28/08/2023 | |
| 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 | | 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 |

| | | | |
|--|---------|--|------------|
| 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 |
| Partly convertible debentures | 0 | | 0 |
| Fully convertible debentures | 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

75,016,107,925.48

(ii) Net worth of the Company

14,937,322,946.84

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 | 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) | 80,113,180 | 46.64 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 80,113,180 | 46.64 | 0 | 0 |

Total number of shareholders (promoters)

1

(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 | 48,393,163 | 28.17 | 0 | |
| | (ii) Non-resident Indian (NRI) | 2,152,604 | 1.25 | 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 | 2,500 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 29,327,960 | 17.07 | 0 | |
| 7. | Mutual funds | 2,068,477 | 1.2 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 8,270,359 | 4.81 | 0 | |
| 10. | Others (Alternate Investment Fund) | 1,459,341 | 0.85 | 0 | |
| | Total | 91,674,404 | 53.35 | 0 | 0 |

Total number of shareholders (other than promoters)

78,346

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

78,347

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

148

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---------------------|-----------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| MASSACHUSETTS INS | 77 MASSACHUSETTS AVENUE CAM | | | 9,138,000 | |
| 238 PLAN ASSOCIATE | ONE BROADWAY 9TH FLOOR SUI | | | 2,374,000 | |
| ACADIAN EMERGING I | 260 FRANKLIN STREET BOSTON MA | | | 1,981,687 | |
| GOLDMAN SACHS FUI | 49 AVENUE J F KENNEDY LUXEMBO | | | 959,366 | |
| MORGAN STANLEY AS | 23 Church Street 16-01 Capital Sc | | | 942,589 | |
| CITY OF NEW YORK GF | ONE CENTRE STREET NEW YORK N | | | 863,849 | |
| EMERGING MARKETS C | 6300 Bee Cave Road Building One | | | 668,465 | |
| GOLDMAN SACHS TRU | 200 WEST STREET NEW YORK NY, | | | 662,381 | |
| SOCIETE GENERALE SE | APIANSTRASSE 5 UNTERFOEHRINC | | | 501,187 | |
| PUBLIC EMPLOYEES RI | 277 EAST TOWN STREET COLUMBU | | | 410,927 | |
| AMERICAN CENTURY I | 4500 MAIN STREET KANSAS CITY M | | | 398,407 | |
| TEACHERS' RETIREMEN | 2815 WEST WASHINGTON STREET | | | 377,120 | |
| COPTHALL MAURITIUS | C/O CIM CORPORATE SERVICES LT | | | 348,999 | |
| ABU DHABI INVESTME | 211 CORNICHE STREET PO BOX 36 | | | 342,689 | |
| ROBECO CAPITAL GRO | 11-13 BOULEVARD DE LA FOIRE 15 | | | 329,338 | |
| STICHTING DEPOSITAI | OUDE LINDESTRAT 70, NETHERL | | | 327,236 | |
| VIRGINIA RETIREMENT | 1200 EAST MAIN STREET RICHMON | | | 291,041 | |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---------------------|---------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| DIMENSIONAL EMERG | 6300 Bee Cave Road Building One | | | 283,266 | |
| RUSSELL INVESTMENT | 78 SIR JOHN ROGERSON'S QUAY D | | | 268,949 | |
| NVIT GS EMERGING M | ONE NATIONWIDE PLAZA 5-02-21 | | | 249,696 | |
| INTERNATIONAL BANK | WORLD BANK 1818 H STREET N W | | | 248,899 | |
| THE EMERGING MARK | 6300 Bee Cave Road Building One | | | 240,706 | |
| QUADRATURE CAPITAL | Suite #7 Grand Pavilion Commerc | | | 238,534 | |
| EMERGING MARKETS S | 400 HOWARD STREET SAN FRANC | | | 238,483 | |
| NBI DIVERSIFIED EME | 1155 METCALFE STREET 5TH FLOC | | | 228,133 | |

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 | 1 | 1 |
| Members (other than promoters) | 50,853 | 78,346 |
| 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 | 0 | 1 | 0 | 1 | 0 | 0 |
| B. Non-Promoter | 2 | 3 | 2 | 3 | 0 | 0 |
| (i) Non-Independent | 2 | 0 | 2 | 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 | 4 | 2 | 4 | 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) |
|------------------------|------------|---------------------|--------------------------------|--|
| Mr. Piyachai Karnasuta | 07247974 | Director | 0 | |
| Mr. Santi Jongkongka | 08441312 | Whole-time director | 0 | |
| Mr. Jayanta Basu | 08291114 | Managing Director | 0 | |
| Mr. Sunil Shah Singh | 00233918 | Director | 0 | |
| Mr. Pankaj I. C. Jain | 00173513 | Director | 0 | |
| Ms. Jana Chatra | 07149281 | Director | 0 | |
| Mr. Prasad Patwardhar | AAEPP4144N | CFO | 0 | |
| Mr. Rahul Neogi | ABFPN1919B | 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

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 | 28/08/2023 | 64,611 | 48 | 46.71 |

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 | 05/05/2023 | 6 | 6 | 100 |
| 2 | 25/05/2023 | 6 | 6 | 100 |
| 3 | 05/07/2023 | 6 | 6 | 100 |
| 4 | 07/08/2023 | 6 | 6 | 100 |
| 5 | 08/11/2023 | 6 | 6 | 100 |
| 6 | 08/02/2024 | 6 | 6 | 100 |
| 7 | 20/03/2024 | 6 | 6 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

18

| 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 | 25/05/2023 | 3 | 3 | 100 |
| 2 | Audit Committee | 07/08/2023 | 3 | 3 | 100 |
| 3 | Audit Committee | 04/10/2023 | 4 | 2 | 50 |
| 4 | Audit Committee | 08/11/2023 | 4 | 4 | 100 |
| 5 | Audit Committee | 08/02/2024 | 4 | 4 | 100 |
| 6 | Nomination and Remuneration Committee | 25/05/2023 | 3 | 3 | 100 |
| 7 | Nomination and Remuneration Committee | 07/08/2023 | 3 | 3 | 100 |
| 8 | Nomination and Remuneration Committee | 08/11/2023 | 3 | 3 | 100 |
| 9 | Nomination and Remuneration Committee | 08/02/2024 | 3 | 3 | 100 |
| 10 | Stakeholders Forum | 07/08/2023 | 4 | 4 | 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 | |
| | | | | | | | | (Y/N/NA) |
| 1 | Mr. Piyachai K | 7 | 7 | 100 | 14 | 13 | 92.86 | |
| 2 | Mr. Santi Jong | 7 | 7 | 100 | 8 | 8 | 100 | |
| 3 | Mr. Jayanta B | 7 | 7 | 100 | 8 | 8 | 100 | |
| 4 | Mr. Sunil Shah | 7 | 7 | 100 | 13 | 12 | 92.31 | |
| 5 | Mr. Pankaj I. C | 7 | 7 | 100 | 11 | 11 | 100 | |
| 6 | Ms. Jana Chat | 7 | 7 | 100 | 8 | 8 | 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

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------------|------------------|--------------|------------|-------------------------------|-----------|--------------|
| 1 | Mr. Santi Jongkongl | Executive Vice C | 22,499,436 | 14,250,000 | 0 | 4,794,132 | 41,543,568 |
| 2 | Mr. Jayanta Basu | Managing Direct | 20,003,964 | 10,925,000 | 0 | 3,505,654 | 34,434,618 |
| | Total | | 42,503,400 | 25,175,000 | 0 | 8,299,786 | 75,978,186 |

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 | Mr. Prasad Patward | CFO | 11,545,884 | 0 | 0 | 4,846,919 | 16,392,803 |
| 2 | Mr. Rahul Neogi | Company Secre | 6,049,896 | 0 | 0 | 2,187,723 | 8,237,619 |
| | Total | | 17,595,780 | 0 | 0 | 7,034,642 | 24,630,422 |

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 | Mr. Piyachai Karnas | Director | 0 | 900,000 | 0 | 1,050,000 | 1,950,000 |
| 2 | Mr. Sunil Shah Sing | Director | 0 | 900,000 | 0 | 1,040,000 | 1,940,000 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-------------|--------------|------------|-------------------------------|-----------|-----------------|
| 3 | Mr. Pankaj Jain | Director | 0 | 900,000 | 0 | 910,000 | 1,810,000 |
| 4 | Ms. Jana Chatra | Director | 0 | 900,000 | 0 | 960,000 | 1,860,000 |
| | Total | | 0 | 3,600,000 | 0 | 3,960,000 | 7,560,000 |

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

Mr. P. N. Parikh

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

1228

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

08291114

To be digitally signed by

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

10653

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

List of attachments

| | |
|--------|---|
| Attach | MGT_7_shareholders list_2024.pdf |
| Attach | MGT 7_list of foreign shareholders_2024.p |
| Attach | MGT 7_SHARE TRF details_2024.pdf |
| Attach | MGT 7_Committee details _2024.pdf |
| Attach | MGT-8.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

