

# 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

L15421WB1975PLC030118

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACB9373Q

(ii) (a) Name of the company

BALRAMPUR CHINI MILLS LTD

(b) Registered office address

234/3A A J C BOSE ROAD FMC FORTUNA 2ND FLOOR NA  
KOLKATA  
West Bengal  
700020  
India



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

secretarial@bcml.in

(d) \*Telephone number with STD code

03322874749

(e) Website

www.chini.com

(iii) Date of Incorporation

14/07/1975

(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

4

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	C1	Food, beverages and tobacco products	64.35
2	C	Manufacturing	C5	Coke and refined petroleum products	28.91
3	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	2.89
4	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	3.85

## 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	AUXILO FINSERVE PRIVATE LIM	U65990MH2016PTC286516	Associate	33.72

#### 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	400,000,000	201,749,245	201,749,245	201,749,245
Total amount of equity shares (in Rupees)	400,000,000	201,749,245	201,749,245	201,749,245

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	400,000,000	201,749,245	201,749,245	201,749,245
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	400,000,000	201,749,245	201,749,245	201,749,245

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,500,000	0	0	0
Total amount of preference shares (in rupees)	250,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	2,500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	250,000,000	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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	684,442	201,064,803 +	201749245	201,749,245 +	201,749,245 +	
<b>Increase during the year</b>	0	246,320	246320	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 DEMATERIALIZATION OF SHARES	0	246,320	246320	0	0	
<b>Decrease during the year</b>	246,320	0	246320	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	246,320	0	246320	0	0	
<b>At the end of the year</b>	438,122	201,311,123	201749245	201,749,245	201,749,245	
<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

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

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="19/08/2023"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	14,000	100000	1,400,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			1,400,000,000

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	1,400,000,000	0	0	1,400,000,000
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

55,937,401,429.73

(ii) Net worth of the Company

32,265,147,293.34

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	70,820,643	35.1	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)	15,725,110	7.79	0	
10.	Others	0	0	0	
	<b>Total</b>	86,545,753	42.89	0	0

**Total number of shareholders (promoters)**

8

**(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	43,973,271	21.8	0	
	(ii) Non-resident Indian (NRI)	1,703,910	0.84	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	3,719,246	1.84	0	



4.	Banks	5,609	0	0	
5.	Financial institutions	13,808	0.01	0	
6.	Foreign institutional investors	10	0	0	
7.	Mutual funds	37,941,709	18.81	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,064,771	2.01	0	
10.	Others AIF,FPI,CLEARING MEMBER: +	23,781,158	11.79	0	
	<b>Total</b>	115,203,492	57.1	0	0

Total number of shareholders (other than promoters)

239,965

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

239,973

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

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ST HELEN S NOMINEES +	STANDARD CHARTERED BANK D.N +			10	

**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	8	8
Members (other than promoters)	187,241	239,965
Debenture holders	1	1

**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	1	0	2	0	32.39	0
B. Non-Promoter	1	5	1	6	0	0

(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	4	0	5	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	5	3	6	32.39	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

**(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)
VIVEK SARAOGI	00221419	Managing Director	62,109,536	
AVANTIKA SARAOGI	03149784	Whole-time director	3,187,007	
PRAVEEN GUPTA	09651564	Whole-time director	0	
DINESH KUMAR MITT 	00040000	Director	3,400	01/04/2024
KRISHNAVA SATYAKI 	02792753	Director	0	01/04/2024
NARESH DAYAL	03059141	Director	0	01/04/2024
VEENA HINGARH	00885567	Director	0	
MAMTA BINANI	00462925	Director	0	
DR.INDU BHUSHAN	09302960	Director	0	
PRAMOD KUMAR PATIL 	AFNPP5361D	CFO	0	
MANOJ AGARWAL	ACYPA8893M	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 3

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)
DR.INDU BHUSHAN	09302960	Additional director	17/07/2023	APPOINTMENT
DR.INDU BHUSHAN	09302960	Director	19/08/2023	CHANGE IN DESIGNATION
AVANTIKA SARAOC	03149784	Whole-time director	01/01/2024	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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
POSTAL BALLOT MEETING	23/04/2023	190,582	504	71.68
ANNUAL GENERAL MEETING	19/08/2023	181,624	50	35.81
POSTAL BALLOT MEETING	27/12/2023	186,356	699	75.18

### B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2023	7	7	100
2	15/07/2023	7	7	100
3	05/08/2023	8	8	100
4	05/10/2023	8	7	87.5
5	07/11/2023	8	8	100
6	08/02/2024	9	9	100
7	18/02/2024	9	9	100
8	29/03/2024	9	8	88.89

### C. COMMITTEE MEETINGS

Number of meetings held

50

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 +	11/05/2023	4	4	100
2	AUDIT COMM +	15/07/2023	4	4	100
3	AUDIT COMM +	05/08/2023	4	4	100
4	AUDIT COMM +	05/10/2023	4	3	75
5	AUDIT COMM +	07/11/2023	4	4	100
6	AUDIT COMM +	08/02/2024	4	4	100
7	NOMINATION +	08/05/2023	3	3	100
8	NOMINATION +	15/05/2023	3	3	100
9	NOMINATION +	15/07/2023	3	3	100
10	NOMINATION +	05/10/2023	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	VIVEK SARAO	8	8	100	27	26	96.3	
2	AVANTIKA SAHAY	3	2	66.67	0	0	0	
3	PRAVEEN GUPTA	8	8	100	22	12	54.55	
4	DINESH KUMAR	8	8	100	16	16	100	
5	KRISHNAVA SINGH	8	7	87.5	10	9	90	
6	NARESH DAYAL	8	8	100	18	18	100	
7	VEENA HINGRAJ	8	8	100	15	15	100	
8	MAMTA BINA	8	8	100	27	26	96.3	
9	DR.INDU BHUSHAN	6	6	100	0	0	0	

**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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIVEK SARAOGI	MANAGING DIF +	39,600,000	0	0	48,709,870	88,309,870
2	AVANTIKA SARAO	WHOLE TIME D +	1,240,800	0	0	79,200	1,320,000
3	PRAVEEN GUPTA	WHOLE TIME D +	7,510,317	0	0	2,107,034	9,617,351
	Total		48,351,117	0	0	50,896,104	99,247,221

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	PRAMOD KUMAR I	CHIEF FINANCI +	23,736,822	0	0	0	23,736,822
2	MANOJ AGARWAL	COMPANY SEC +	6,242,167	0	0	0	6,242,167
	Total		29,978,989	0	0	0	29,978,989

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	DINESH KUMAR M	INDEPENDENT +	0	3,253,000	0	1,110,000	4,363,000
2	KRISHNAVA SATY	INDEPENDENT +	0	2,053,000	0	810,000	2,863,000
3	NARESH DAYAL	INDEPENDENT +	0	2,173,000	0	1,140,000	3,313,000
4	VEENA HINGARH	INDEPENDENT +	0	1,693,000	0	950,000	2,643,000
5	MAMTA BINANI	INDEPENDENT +	0	1,693,000	0	1,310,000	3,003,000
6	DR.INDU BHUSHAI	INDEPENDENT +	0	1,135,000	0	360,000	1,495,000
	Total		0	12,000,000	0	5,680,000	17,680,000

**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

(In case of 'No', submit the details separately through the method specified in instruction kit)

**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

AMBER AHMAD

Whether associate or fellow

Associate  Fellow

Certificate of practice number

8581

**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

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

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

#### List of attachments

Draft MGT-8\_2023-24.pdf  
List of Committee Meetings.pdf

**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**

**Form No. MGT-8**

*[Pursuant to Section 92(2) of the Companies Act, 2013 (as amended) and Rule 11(2) of the Companies (Management and Administration) Rules, 2014 (as amended)]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records, books and papers of **BALRAMPUR CHINI MILLS LIMITED** (the “Company”) having CIN: L15421WB1975PLC030118, as required to be maintained under the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder for the financial year ended on **31<sup>st</sup> March, 2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act and the rules made thereunder in respect of:-
1. its status under the Act, i.e., Listed Public Company, limited by shares;
  2. maintenance of registers / records & making entries therein within the time prescribed thereof;
  3. filing of forms and returns ~~as stated in the annual return~~ with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within / beyond the prescribed time;
  4. calling / convening / holding meetings of Board of Directors or 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 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 circular resolutions passed during the year under review.
- During the said financial year the following businesses were conducted through postal ballot (only by way of remote e-voting process) pursuant to Sections 108, 110 and other applicable provisions of Act and rules framed thereunder:
    - Special Resolution for approval of “BCML Employees Stock Appreciation Rights Plan 2023” (“ESAR 2023” / “Plan”).



- Ordinary Resolution for approval of appointment of Ms. Avantika Saraogi (DIN: 03149784) as Whole-time Director designated as Executive Director on the Board of the Company w.e.f. 1<sup>st</sup> January, 2024 for a period of three (3) years.
- 5. closure of Register of Members / Security holders during the year under review, as the case may be;
- 6. the Company has not advanced / given loans to its directors and / or persons or firms or companies referred in Section 185 of the Act;
- 7. contracts / arrangements with related parties were in the ordinary course of business and at arm's length basis as specified in the provisions of Section 188 of the Act;
- 8. (a) issue or allotment or transfer or transmission or buyback of securities and issue of security certificates in all instances:
  - During the year under review, the Company has *closed* its buyback of equity shares on 15<sup>th</sup> May, 2023 (being completion of 6 months from the date of opening of the buyback) which was approved by the Board of Directors on 9<sup>th</sup> November, 2022 and commenced from 16<sup>th</sup> November, 2022.
- (b) no such other events relating to buyback of securities/ redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities took place during the year under review. There was no instance of issue of security certificates during the year under review.
- 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
- 10. (a) declaration / payment of dividend in accordance with the relevant section of the Act;
- (b) the Company has transferred unpaid / unclaimed dividend / other amounts to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
- 11. signing of the Audited Financial Statements as per the provisions of Section 134 of the Act and the Report of Board of Directors is as per sub-sections (3), (4) and (5) thereof;
- 12. (a) constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:

- Dr. Indu Bhushan (DIN: 09302960) was appointed as an Additional Director of the Company under the capacity of an Independent Director for a period of five consecutive years with effect from 17<sup>th</sup> July, 2023 and was subsequently regularised at the 47<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> August, 2023.
- Ms. Avantika Saraogi (DIN: 03149784) was appointed as Whole-time Director designated as Executive Director on the Board of the Company w.e.f. 1<sup>st</sup> January, 2024 for a period of three (3) years vide approval of shareholders through postal ballot on 27<sup>th</sup> December, 2023.
- Mr. Dinesh Kumar Mittal (DIN: 00040000), Lead Independent Director of the Company completed his second and final term as Independent Director of the Company. Accordingly, ceased to hold office with effect from close of business hours of 31<sup>st</sup> March, 2024.
- Mr. Krishnava Dutt (DIN: 02792753), Independent Director of the Company completed his second and final term as Independent Director of the Company. Accordingly, ceased to hold office with effect from close of business hours of 31<sup>st</sup> March, 2024.
- Mr. Naresh Dayal (DIN: 03059141), Non- Executive Director of the Company (who would be turning 75 years of age this year), resigned from the Board with effect from the close of business hours of 31<sup>st</sup> March, 2024.
- Mr. Chandra Kishore Mishra (DIN: 02553126) was appointed as an Additional Director of the Company under the category of a Non-Executive Independent Director for a period of five consecutive years with effect from 17<sup>th</sup> May, 2024.

(b) there has not been any casual vacancy in the office of the Board of Directors / Key Managerial Personnel;

13. there has not been any appointment / re-appointment / casual vacancy of auditors as per the provisions of section 139 of the Act;
14. approvals to the extent required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company has not accepted, renewed or repaid any deposits;

16. (a) borrowings from public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;
- (b) no borrowings from its directors and members were taken during the year under review;
17. (a) investments provided to other bodies corporate or persons falling under the provisions of Section 186 of the Act as applicable;
- (b) no such loan provided, guarantees given or securities provided to other bodies corporate or persons falling under the provisions of Section 186 of the Act during the year under review;
18. no alteration were made to the provisions of the Memorandum and / or Articles of Association of the Company during the year under review.

**For AMBER AHMAD & ASSOCIATES**  
**Company Secretaries**

**CS AMBER AHMAD**  
**Proprietor**

**Membership No.: FCS 9312**

**C.P. No.: 8581**

**PR No.: 1339/2021**

**Place: Kolkata**

**Date:**

**UDIN:**

## IX. C. COMMITTEE MEETINGS (In continuation to the information entered in MGT 7)

Serial No	Type of Meeting	Date of Meeting	Total No of Members as on date of Meeting	Attendance	
				No of Members Attended	% of Attendance
11.	Nomination & Remuneration Committee	07.11.2023	3	3	100
12	Nomination & Remuneration Committee	08.02.2024	3	3	100
13	Nomination & Remuneration Committee	29.03.2024	3	3	100
14	Risk Management Committee	08.05.2023	4	4	100
15	Risk Management Committee	04.11.2023	4	4	100
16	Corporate Social Responsibility Committee	08.05.2023	3	3	100
17	Corporate Social Responsibility Committee	08.02.2024	3	3	100
18	Corporate Social Responsibility Committee	29.03.2024	3	3	100
19	Stakeholders Relationship Committee	07.11.2023	3	3	100
20	Stakeholders Relationship Committee	29.03.2024	3	3	100
21	Environmental, Social & Governance Committee	08.02.2024	4	4	100
22	Executive Committee	06.04.2023	3	2	66.67
23	Executive Committee	17.04.2023	3	2	66.67
24	Executive Committee	15.05.2023	3	3	100
25	Executive Committee	07.06.2023	3	2	66.67
26	Executive Committee	28.06.2023	3	2	66.67
27	Executive Committee	12.07.2023	3	3	100
28	Executive Committee	29.08.2023	3	2	66.67
29	Executive Committee	20.09.2023	3	2	66.67
30	Executive Committee	07.10.2023	3	2	66.67
31	Executive Committee	17.10.2023	3	3	100
32	Executive Committee	04.11.2023	3	3	100
33	Executive Committee	05.12.2023	3	3	100
34	Executive Committee	19.12.2023	3	3	100
35	Executive Committee	03.01.2024	3	2	66.67
36	Executive Committee	10.01.2024	3	2	66.67
37	Executive Committee	25.01.2024	3	2	66.67
38	Executive Committee	02.02.2024	3	3	100
39	Executive Committee	22.02.2024	3	3	100
40	Executive Committee	05.03.2024	3	2	66.67
41	Executive Committee	15.03.2024	3	3	100
42	Executive Committee	30.03.2024	3	2	66.67