

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of 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

U51494MH2004PTC147119

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAECA7916L

(ii) (a) Name of the company

ART-YARN EXPORTS (INDIA) P

(b) Registered office address

9th Floor, 'C' Wing, Godrej Coliseum,  
Behind Everard Nagar, Sion-Trombay Road, Sion(East)  
Mumbai  
Maharashtra  
400022

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

artyarn@powericaltd.com

(d) \*Telephone number with STD code

02240012656

(e) Website

www.artyarnindia.com

(iii) Date of Incorporation

23/06/2004

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	100

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TEXRICA INDIA ORGANICS PRIVATE LIMITED	U18109MH2008PTC182417	Subsidiary	99
2	VARTMAN TEXTILES FZE		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	1,300,000	1,300,000	1,300,000	1,300,000
Total amount of equity shares (in Rupees)	13,000,000	13,000,000	13,000,000	13,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	100

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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2	VARTMAN TEXTILES FZE		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	1,300,000	1,300,000	1,300,000	1,300,000
Total amount of equity shares (in Rupees)	13,000,000	13,000,000	13,000,000	13,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital

Number of equity shares	1,300,000	1,300,000	1,300,000	1,300,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	13,000,000	13,000,000	13,000,000	13,000,000

**(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 shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
At the beginning of the year	300,000	0	300000	3,000,000	3,000,000	
Increase during the year	1,000,000	0	1000000	10,000,000	10,000,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	1,000,000	0	1000000	10,000,000	10,000,000	0
iii. Bonus issue	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						
<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						
<b>At the end of the year</b>	1,300,000	0	1300000	13,000,000	13,000,000	

### Preference shares

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

Ledger Folio of Transferee	<input type="text"/>
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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	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
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

2,822,393,689

(ii) Net worth of the Company

337,888,430

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	988,000	76	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)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	988,000	76	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	312,000	24	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)	0	0	0	
10.	Others	0	0	0	

	<b>Total</b>	312,000	24	0	0
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Total number of shareholders (other than promoters)

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

**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)	1	1
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	1	0	1	0	0
<b>B. Non-Promoter</b>	4	0	5	0	0	0
(i) Non-Independent	4	0	5	0	0	0
(ii) Independent	0	0	0	0	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
<b>Total</b>	4	1	5	1	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)
PRADEEP GUPTA	00013424	Director	988,000	
RICHA GUPTA	00794986	Managing Director	312,000	
SANDEEP GUPTA	03481968	Whole-time director	0	
PRADEEP NAIR	06991575	Whole-time director	0	01/06/2022
JAMES SAMUEL	06991558	Whole-time director	0	
NEERAJ INDER DEV K	09271756	Whole-time director	0	

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

1

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 INDER DEV K	09271756	Whole-time director	09/08/2021	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

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRAORDINARY GENERAL MEETING	06/04/2021	2	2	100
EXTRAORDINARY GENERAL MEETING	11/05/2021	2	2	100
EXTRAORDINARY GENERAL MEETING	01/09/2021	2	2	100
EXTRAORDINARY GENERAL MEETING	13/09/2011	2	2	100
ANNUAL GENERAL MEETING	29/09/2021	2	2	100

B. BOARD MEETINGS

\*Number of meetings held

18

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2021	5	5	100
2	19/04/2021	5	5	100
3	03/05/2021	5	5	100
4	17/05/2021	5	5	100
5	17/06/2021	5	5	100
6	05/07/2021	5	5	100
7	21/07/2021	5	5	100
8	05/08/2021	5	5	100
9	09/08/2021	5	5	100
10	26/08/2021	6	6	100
11	10/09/2021	6	6	100
12	15/09/2021	6	6	100

**C. COMMITTEE MEETINGS**

Number of meetings held

0

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					

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on  (Y/N/NA)
		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	PRADEEP GU	18	18	100	0	0	0	
2	RICHA GUPTA	18	18	100	0	0	0	

3	SANDEEP GUPTA	18	18	100	0	0	0	
4	PRADEEP NAIR	18	13	72.22	0	0	0	
5	JAMES SAMUEL	18	18	100	0	0	0	
6	NEERAJ KAPILA	9	7	77.78	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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RICHA GUPTA	Managing Director	2,779,966	0	0	10,073,072	12,853,038
2	SANDEEP GUPTA	Director	2,807,890	0	0	4,617,412	7,425,302
3	PRADEEP NAIR	Director	2,009,869	0	0	1,073,303	3,083,172
4	JAMES SAMUEL	Director	2,009,869	0	0	1,063,483	3,073,352
5	NEERAJ KAPILA	Director	1,305,973	0	0	0	1,305,973
	Total		10,913,567	0	0	16,827,270	27,740,837

Number of CEO, CFO and Company secretary 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 other directors whose remuneration details to be entered

0

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

**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 KETY P. MISTRY

Whether associate or fellow  Associate  Fellow

Certificate of practice number 14889

**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.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**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**

**List of 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

**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**







A Promise For Yarn

# Art-Yarn Exports (India) Pvt. Ltd.

(Two Star Export House, ISO 9001:2015 Certified)

Regd. Office : 9th Floor, 'C' Wing, Godrej Coliseum, Everard Nagar,  
Sion-Trombay Road, Sion (East), Mumbai 400 022, India.

Telephone: +91 22 40012600 / 659 | Fax: +91 22 40012679

E-Mail: [artyarn@powericaltd.com](mailto:artyarn@powericaltd.com) | Web: [www.artyarnindia.com](http://www.artyarnindia.com)

(CIN) : U51494MH2004PTC147119 | GST ID : 27AAECA7916L1ZC

## ATTACHMENTS

1. List of Shareholders
2. Copy of Form MGT -8

Note : The above Annual Return (Form MGT -7) is prepared as on March 31, 2022 as per the new format prescribed under the Companies (Management and Administration) Amendment Rules 2021. The Annual General Meeting is scheduled on August 30, 2022. The Company will replace this version with the uploaded version of E Form No MGT -7 as filed with the Ministry of Corporate Affairs



# Art-Yarn Exports (India) Pvt. Ltd.

(Two Star Export House, ISO 9001:2015 Certified)

Regd. Office : 9th Floor, 'C' Wing, Godrej Coliseum, Everard Nagar,  
Sion-Trombay Road, Sion (East), Mumbai 400 022, India.

Telephone: +91 22 40012600 / 659 | Fax: +91 22 40012679

E-Mail: artyarn@powericaltd.com | Web: www.artyarnindia.com

(CIN) : U51494MH2004PTC147119 | GST ID : 27AAECA7916L1ZC

A Promise For Yarn

## List of Shareholders as on March 31, 2022

Sr. No	Name of Shareholder	Folio No	No of Equity Shares of Face Value of Rs. 10/ each.
1	Mr. Pradeep Gupta	1	9,88,000
2	Mrs. Richa Gupta	4	3,12,000
	Total	Total	13,00,000

For Art-Yarn's Exports (India) Private Limited

Richa Gupta  
Managing Director  
DIN:00794986

Place: Mumbai  
Date: August 25, 2022

KETY P. MISTRY  
Practicing Company Secretary

Address: Kalpak Hormus, Flat no 501,  
Perry Cross Road, Bandra-W,  
Mumbai 400050  
Contacts: 9323468123/9172526581  
E Mail: [ketymistry@yahoo.com](mailto:ketymistry@yahoo.com)

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**Form No.MGT-8-Draft**

[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 INPRACTICE**

I have examined the registers, records and books and papers of Art-Yarn Exports (India) Private Limited (the Company) having CIN: U51494MH2004PTC147119 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2022.

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 Returns 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;
  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, Maharashtra.
    - 1) The Company has filed forms and returns as applicable for the financial year ended on March 31, 2022.
    - 2) The Company did not have to file any forms and returns with Regional Director, Central Government, the Tribunal, Court or other authorities in the year under review within/beyond the prescribed time in the financial year ended on March 31, 2022:
  4. Calling/ convening/ holding meetings of Board of Directors 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, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed;

The Company has no Committee of the Board of Directors, there were no Circular Resolutions passed by the Board of Directors and no resolutions was passed by postal ballot, hence the provisions of the Companies Act 2013 are not applicable to the Company for these matters.

5. Closure of Register of Members/Security Holders as the case may be.

*There was no closure of Register of Members in the financial year 2021-2022 and hence the compliance of the provisions of the Companies Act, 2013 relating thereto does not apply in the year under review.*

*The Company has issued only equity shares and hence there is no Register of Security Holders in the financial year 2021-2022.*

6. Advances/loans to directors and/or persons or firms or companies referred in section 185 of the Act;

*Clause not applicable in the financial year 2021-2022*

7. Contracts/arrangements with related parties as specified in section 188 of the Act;

*There were no contracts/ arrangements with related party as specified in Section 188 of the Act, except transactions in the ordinary course of business and which were at arm's length basis.*

8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances;

*The Company had issued 10,00,000 (ten lakhs) Equity Shares of the face value of Rs 10/ at par as Rights Shares in the year 2021-2022*

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

*In the year ended on March 31, 2021, there were no instances of keeping in abeyance the rights to dividend and there was no bonus issue of shares in the last seven years.*

10. Declaration /payment of dividend: transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education & Protection Fund in accordance with section 125 of Act

*The Company has not declared any dividend in the financial year 2021-2022. The Company does not have any unpaid/unclaimed dividend since its incorporation and hence the provisions of Section 125 of the Act are not applicable to this Company.*

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;

***Company's financial statements for the year ended on March 31, 2022 were signed as per the provisions of Section 134 of the Act and the Report of the Directors is as per sub-sections (3) (4) and (5) thereof.***

12. Constitution/Appointment/Re-appointment /Retirement/ filing up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

***Board of Directors is duly constituted and due disclosures were given by the Directors in the financial year 2021-2022. There was no casual vacancy on the Board. The remuneration paid to whole-time directors were approved by the Board and Shareholders at their meetings***

13. Appointment/ Reappointment/Filing up casual vacancies of auditors as per the provisions of section 139 of the Act;

***Messrs. Kapoor and Parekh, Statutory Auditors were re-appointed by the Board of Directors to audit the accounts of the Company for the financial year 2022-2023. The appointment of the Statutory Auditors will be ratified by the shareholders at their Annual General Meeting to be held on August 30, 2022.***

***There was no casual vacancy of Auditors as per the provisions of Section 139 of the Act.***

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

***Company was not required to take approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;***

15. Acceptance/ renewal/ repayment of deposits;

***The Company has not accepted, renewed or repaid deposits in the year under review as per the provision of Section 73 of the Companies Act, 2013.***

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/satisfaction of charges in that respect, wherever applicable;

***Company had no borrowings from public financial institutions but had borrowings of Rs.6, 88,00,000/-from its directors in the financial year 2021-2022.***

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**The amount paid to the Directors along with interest for FY 2021-2022 was Rs 6,97,49,337/- The Company borrowed, from Texica India Organics Private Limited, its subsidiary Rs 50,00,000/-. The interest paid was Rs 2, 33,425/- in the FY 2021-2022. The loan amount due to the said Company as on March 31, 2022 was Rs. 50,00000/**

**It has borrowings from its bankers only and charge was created whenever required to do so.**

17. Loans and investments or guarantees given or providing of securities to other bodies Corporate or persons falling under the provisions of section 186 of the Act;

**Clause not applicable in the financial year 2021-2022**

18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**Company has not altered its Articles of Associations in the financial year 2021-2022. The Company in financial year 2021-2022 had altered -Object Clause III and Capital Clause V of its Memorandum of Association. The Company has complied with the provisions of the Companies Act, 2013 relating to the amendments of Memorandum of Association.**

Signature:

Name of Company Secretary in Practice: Kety Pillo Mistry..

COP No. : 14889  
Membership No: F6373

Place: Mumbai

Date: