

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

U74900UP2007PTC034107

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCN6483F

(ii) (a) Name of the company

NIF PRIVATE LIMITED

(b) Registered office address

Plot no. 119, 120 & 121, Block P & T, Fazal Ganj Kalpi Road
Kanpur
Uttar Pradesh
208012

(c) *e-mail ID of the company

secretarial@rsplgroup.com

(d) *Telephone number with STD code

05122221201

(e) Website

(iii) Date of Incorporation

26/10/2007

(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	C	Manufacturing	C1	Food, beverages and tobacco products	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	LEAYAN GLOBAL PRIVATE LIM	U19116UP2009PTC038499	Holding	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	100,000,000	94,000,000	94,000,000	94,000,000
Total amount of equity shares (in Rupees)	1,000,000,000	940,000,000	940,000,000	940,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF RS. 10/- EACH				
Number of equity shares	100,000,000	94,000,000	94,000,000	94,000,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	940,000,000	940,000,000	940,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	6,000,000	5,700,000	5,700,000	5,700,000
Total amount of preference shares (in rupees)	600,000,000	570,000,000	570,000,000	570,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES OF RS.100/- EACH				
Number of preference shares	6,000,000	5,700,000	5,700,000	5,700,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	600,000,000	570,000,000	570,000,000	570,000,000

(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			
Equity shares						
At the beginning of the year	47,000,000	0	47000000	470,000,000	470,000,000	
Increase during the year	47,000,000	0	47000000	470,000,000	470,000,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	47,000,000	0	47000000	470,000,000	470,000,000	
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 <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	94,000,000	0	94000000	940,000,000	940,000,000	
Preference shares						
At the beginning of the year	5,700,000	0	5700000	570,000,000	570,000,000	
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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	5,700,000	0	5700000	570,000,000	570,000,000	

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)

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

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

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
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

15,645,359,000

(ii) Net worth of the Company

598,284,000

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	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	93,999,999	100	5,700,000	100
10.	Others NOMINEE SHAREHOLDER	1	0	0	0
	Total	94,000,000	100	5,700,000	100

Total number of shareholders (promoters)

2

(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	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

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

2

**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	6	6
Members (other than promoters)	0	0
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	1	4	1	4	0	0
B. Non-Promoter	1	0	1	0	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	0	0	0	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

7

(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)
MANOJ KUMAR	00049387	Managing Director	0	
MURLIDHAR GYANCH	00049298	Director	1	
BIMAL KUMAR	00049337	Director	0	
RAHUL GYANCHANDA	00049468	Director	0	
ROHIT GYANCHANDA	00049486	Director	0	
CHANDRESH PATHAK	08503493	Whole-time director	0	
AJAY KUMAR PANDEY	AKIPP1960C	Company Secretar	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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	30/09/2022	2	2	100
EXTRA ORDINARY GENE	17/03/2023	2	2	100

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/04/2022	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	12/07/2022	6	6	100
3	06/08/2022	6	6	100
4	05/09/2022	6	6	100
5	27/09/2022	6	6	100
6	09/12/2022	6	6	100
7	23/01/2023	6	6	100
8	21/02/2023	6	6	100
9	17/03/2023	6	6	100
10	29/03/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

1

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	CORPORATE	06/10/2022	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	18/09/2023
								(Y/N/NA)
1	MANOJ KUMAR	10	10	100	1	1	100	Yes
2	MURLIDHAR	10	10	100	1	1	100	Yes
3	BIMAL KUMAR	10	10	100	1	1	100	Yes
4	RAHUL GYAN	10	10	100	0	0	0	Yes
5	ROHIT GYAN	10	10	100	0	0	0	Yes

6	CHANDRESH	10	10	100	0	0	0	Yes
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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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHANDRESH PATI	WHOLE TIME D	2,188,000				2,188,000
	Total		2,188,000		0		2,188,000

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AJAY KUMAR PAN	COMPANY SEC	468,941				468,941
	Total		468,941				468,941

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

S.K.GUPTA & Co. Company Secretaries

Whether associate or fellow

Associate Fellow

Certificate of practice number

1920

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:

- 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.
- 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

Manoj
Gyanchanda
ni

DIN of the director

00049387

To be digitally signed by

Ajay Kumar
Pandey

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

Attach
Attach
Attach
Attach

List of attachments

LIST OF SHAREHOLDER NIFPL.pdf
NIFPLMGT-8 22-23.pdf
clarification.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



NIF PRIVATE LIMITED

Clarification

The figures of the Turnover and Networth of the Company shown under point No. V as well as the Remuneration paid to the Director and Remuneration paid to Key Managerial Personnel shown under point X of accompanying E-Form MGT-7 have been taken from the Audited Financial Statements of the Company as at 31st March, 2023 which have been rounded off in Lakhs.

For and behalf of Board of Directors

Ajay Kumar Pandey

Company Secretary

F10059

Annexure to MGT-7 (Annual Return)

LIST OF SHAREHOLDERS OF NIF PRIVATE LIMITED
AS ON 31/03/2023

Authorized Capital: Rs 1,600,000,000 /-
Paid-Up Capital: Rs 1,510,000,000 /-

1. Equity Shares of Rs. 10 each

Sl. No.	Folio No.	Name & Address of Shareholders	No. of Equity Shares of Rs. 10/- each	% of Shareholding
1.	06	M/s Leayan Global Private Limited R/o. 119-121 (Part), Block P & T, Fazal Ganj, Kalpi Road, Kanpur – 208012	9,39,99,999	100%
2.	07	Shri Murlidhar Gyanchandani* R/o. 7/189, Swaroop Nagar, Kanpur – 208002	1	NIL
TOTAL:			9,40,00,000	100%

**As a Nominee Shareholder on behalf of Leayan Global Private Limited.*

2. Preference Shares of Rs. 100 each

Sl. No.	Folio No.	Name & Address of Shareholders	No. of Preference Shares of Rs. 100/- each	% of Shareholding
1.	P01	M/s Leayan Global Private Limited R/o. 119-121 (Part), Block P & T, Fazal Ganj, Kalpi Road, Kanpur – 208012	5,700,000	100%
TOTAL:			5,700,000	100%

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

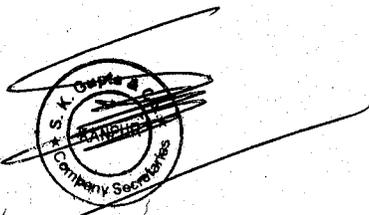

AJAY KUMAR PANDEY
Company Secretary
Membership No. FCS 10059

FORM NO. MGT- 8
ANNUAL RETURN CERTIFICATE

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

We have examined the registers, records and books and papers of **NIF Private Limited** (the 'Company') as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the Financial Year ended on 31st March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with the provisions of the Act and the Rules made thereunder in respect of the matters as mentioned hereunder:
 1. The Company is a Private Company limited by Shares within the meaning of Section 2 (68) of the Companies Act, 2013.
 2. The Company has maintained the registers / records as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Act and the Rules made thereunder and the entries therein have been duly recorded within the time prescribed therefor.



3. The details relating to Forms and Returns filed by the Company with the Registrar of Companies, Uttar Pradesh, Regional Director, Central Government, the Tribunal, Court or other Authorities under the Act and the Rules made thereunder are provided in **Annexure 'B'** to this Certificate.
4. (i) The Board of Directors duly met 10 (Ten) times respectively on 25th April, 2022, 12th July, 2022, 06th August, 2022, 05th September, 2022, 27th September, 2022, 9th December, 2022, 23rd January, 2023, 21st February, 2023, 17th March, 2023 and 29th March, 2023 as stated in the Annual Return and in respect of such meetings proper notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed. No circular resolution was passed during the financial year under review.
- (ii) The Board of Directors have constituted only 1 (One) Committee namely; Corporate Social Responsibility Committee pursuant to provisions of the Companies Act, 2013 read with Rules made there under. The Committee met once on 6th October, 2022 as stated in the Annual Return and in respect of such meetings proper notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purposes which have been duly signed.
- (iii) The 15th Annual General Meeting of the Company for the Financial Year ended on 31st March, 2022 was held on 30th September, 2022 after giving proper notice to the Members of the Company and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose

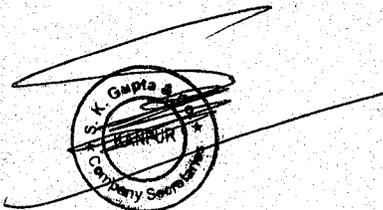


S. K. Gupta & Co.
Company Secretaries

9, Roland Complex,
Upper Floor, 37/17,
Westcott Building,
The Mall,
Kanpur-208001
Cell – 9415042137
9415504016
E-mail:sk_gupta1@rediffmail.com

which have been duly signed. However, no resolution was passed by Postal Ballot during the financial year.

- (iv) During the Financial Year under review, 1(One) Extraordinary General Meeting was held on 17th March, 2023 after giving notice to the members of the Company and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.
5. The Company has not closed its Register of Members during the financial year under review.
6. The Company has not given any loans to its Directors or persons or firms referred to under Section 185 of the Act.
7. The Company has duly complied with the provisions of Section 188 of the Act in respect of contracts / arrangements with related parties specified in that section.
8. The Company has:
- (i) not issued or allotted debentures or other securities during the financial year under review. However, the Board of Directors at its meeting held on 17th March, 2023 approved the issue of 4,70,00,000 (Four Crore and Seventy Lakh) Equity Shares of Rs. 10/- each fully paid-up aggregating to Rs. 47,00,00,000/- (Rupees Forty Seven Crore Only) at par to the existing Equity Shareholders of the Company on rights basis in proportion of 1 (One) Equity Share for every 1 (One) Equity Share held by the existing Equity Shareholders on the record date [i.e. 17th March, 2023]. In furtherance to the approval of the issue of shares on rights basis, the Board of Directors at its meeting held on 29th March, 2023 have



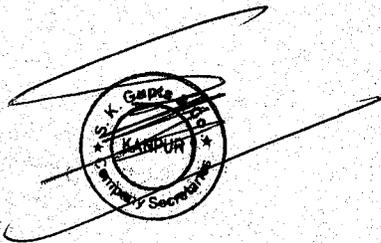
allotted 4,70,00,000 (Four Crore and Seventy Lakh) Equity Shares of Rs.10/- each at par to its Holding Company i.e. Leayan Global Private Limited in compliance with the provisions of Section 62(1)(a) of the Act read with Rules made thereunder.

- (ii) no transfer / transmission of shares / other securities were during the financial year;
- (iii) not bought back any shares or other securities during the financial year;
- (iv) not redeemed any Preference Shares / Debentures during the Financial year;
- (v) has not reduced its share capital nor has converted its shares / securities during the financial year under review. However, the Company has altered the Share Capital by means of increase in the Authorised Share Capital of the Company from Rs. 1,10,00,00,000/- (Rupees One Hundred and Ten Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 10/- each and 60,00,000 (Sixty Lakh) Preference Shares of ₹ 100/- each to Rs. 160,00,00,000/- (Rupees One Hundred and Sixty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 10/- each and 60,00,000 (Sixty Lakh) Preference Shares of ₹ 100/- each by creation of 5,00,00,000 (Five Crore) Equity Shares of ₹10/- each aggregating to ₹ 50,00,00,000/- (Rupees Fifty Crore Only) with the consent of Members at the Extraordinary General Meeting held on 17th March, 2023 in compliance with the provisions of the Act read with Rules framed there under.



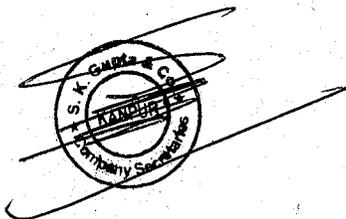
9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. The Company has not declared any dividend during the financial year. There was no unpaid / unclaimed dividend or other amounts remaining unclaimed or unpaid requiring transfer to Investor Education and Protection Fund in accordance with provisions of Section 125 of the Companies Act, 2013.
11. The Financial Statements of the Company for the Financial year ended 31st March, 2023 have been signed in accordance with the provisions of Section 134(1) of the Companies Act, 2013 and the Report of Board of Directors of the Company has been prepared in compliance with the provisions of sub-sections (3) and (5) of Section 134 of the said Act.
12. (i) The Board of Directors of the Company has been duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year. The Directors have made requisite disclosures as required under the Act and the Rules framed thereunder.

(ii) There was no appointment of Key Managerial Personnel under the provisions of Section 203 of the Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under review.
13. The Members at the 15th Annual General Meeting of the Company held on 30th September, 2022 have approved the appointment of M/s R. Mohla & Co.,



Chartered Accountants, as Statutory Auditors of the Company for a term of 5 (Five) years to hold office from the conclusion of 15th Annual General Meeting of the Company until the conclusion of 20th Annual General Meeting of the Company to be held in the year 2027 upon completion of tenure of existing Statutory Auditor M/s Tandon & Mahendra, Chartered Accountants, are in compliance with the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

14. The Company was not required to obtain any approvals of the National Company Law Tribunal, Regional Director, Registrar or such other Authorities prescribed under the various provisions of the Companies Act, 2013 during the financial year.
15. The Company has not accepted or renewed any deposits falling within the purview of Section 73 and 76 of the Act read with Companies (Acceptance of Deposits) Rules, 2014 during the financial year.
16. The Company being a Private Company, the borrowings made during the year do not attract the provisions of Section 180(1)(c) of the Companies Act, 2013. There were no creation and satisfaction of charges except for modification of charge during the financial year, the particulars whereof were filed in compliance with the provisions of the Act.
17. During the financial year under review, the Company has not given any loans or made investments and provided guarantees or securities to other Bodies Corporate or persons falling within the meaning of the provisions of Section 186 of the Companies Act, 2013. However, the Company continued to hold investment in



S. K. Gupta & Co.
Company Secretaries

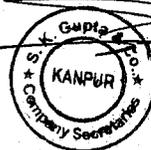
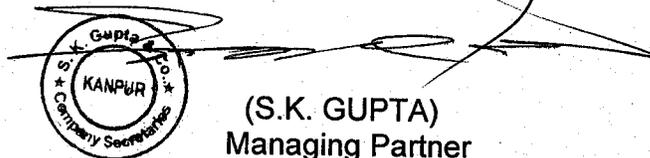
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Kanpur-208001
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9415504016

E-mail:sk_gupta1@rediffmail.com

securities of Bodies Corporate made in the preceding financial year in compliance with the provisions of the Act read with rules made thereunder.

18. The Company has not altered the Articles of Association of the Company during the financial year under review. However, consequent to increase in the Authorized Share Capital of the Company from Rs. 1,10,00,00,000 (Rupees One Hundred and Ten Crore Only) comprising of 5,00,00,000 Equity shares of Rs. 10/- each aggregating to Rs. 50,00,00,000/- and 60,00,000 Preference Shares of Rs. 100/- each aggregating to Rs. 60,00,00,000/- to Rs.1,60,00,00,000/- (Rupees One Hundred and Sixty Crore Only) comprising of 10,00,00,000 Equity Shares of Rs. 10/- each aggregating to Rs. 1,00,00,00,000/- and 60,00,000 Preference shares of Rs. 100/- each aggregating to Rs. 60,00,00,000/- by creation of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- each aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crore Only), the Capital Clause V of the Memorandum of Association of the Company was altered with the approval of the Members of the Company at the Extra-Ordinary General Meeting of the Company held on 17th March, 2023 in compliance with the provisions of the Act read with Rules framed thereunder.

For **S.K.Gupta & Co.**
Company Secretaries



(S.K. GUPTA)
Managing Partner
F.C.S - 2589
C.P.No.-1920

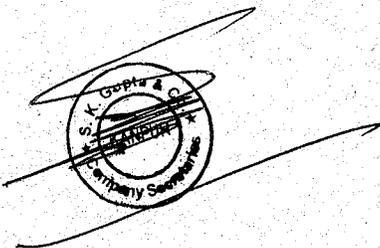
UDIN: F002589E001185276

Place: Kanpur
Date: 05.10.2023

ANNEXURE 'A'

Registers as maintained by the Company

1. Register of Members u/s 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014.
2. Register of Directors and Key Managerial Personnel and their Shareholding u/s 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, Act, 2014.
3. Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013 read with Rule 16 of the Companies (Meetings of Board and its Powers) Rules, 2014.
4. Register of loans, guarantee, security and investments u/s 186(9) of the Act read with Rule 12(1) of the Companies (Meetings of Board and its Powers) Rules, 2014.
5. Register of Charges u/s 85 of the Companies Act, 2013 read with Rule 10 of the Companies (Registration of Charges) Rules, 2014.
6. Register of Share Application & Allotment.
7. Minutes of the proceedings of the General Meetings, Board Meetings u/s 118 of the Companies Act, 2013 read with Rule 25 of the Companies (Management and Administration) Rules, 2014.

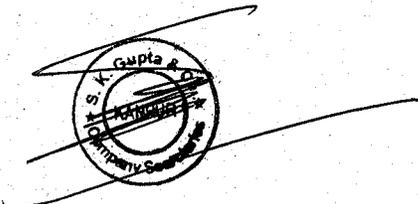


ANNEXURE 'B'

Forms and Returns as filed by the Company during the Financial Year ended 31st March, 2023

- With Registrar of Companies, Uttar Pradesh

Sl. No.	Forms	Purpose	Date of Actual filing	Whether filed in time or not [Yes/ No]
1.	Form No. MSME Form-I [Furnishing of half yearly return in respect of outstanding dues to Micro or Small Enterprises Supplier, commencing from 01.10.2021 to 31.03.2022]	Pursuant to Order 2 and 3 dated 22 nd January, 2019 issued u/s 405 of the Companies Act, 2013 dated 31.03.2022	27.04.2022	Yes
2.	Form No. DPT-3 [Particulars of transactions by Company not considered as deposit as per Rule 2(1)(c) of the Companies (Acceptance of Deposit) Rules, 2014]	Pursuant to Rule 16 of the Companies (Acceptance of Deposit) Rules, 2014 dated 31.03.2022	25.06.2022	Yes



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3.	Form No. ADT-1 [Intimation for appointment of M/s R. Mohla & Co., Chartered Accountant as Statutory Auditor of the Company for a term of 5 (Five) consecutive years commencing from the conclusion of 15 th Annual General Meeting till the conclusion of 20 th Annual General Meeting of the Company.]	U/s 139 of the Companies Act, 2013 read with Rule 4(2) of the Companies (Audit and Auditors) Rules, 2014 dated 30.09.2022.	11.10.2022	Yes
4.	Form AOC-4 XBRL [Filing of Standalone Financial Statements and other documents in XBRL for Financial Year ended 31.03.2022]	U/s 137 of Act read with Rule 12(2) of the Companies (Accounts) Rules, 2014 and Rule 3 of the Companies (Filing of Documents and Forms in XBRL) Rules, 2015 dated 31.03.2022	28.10.2022	Yes
5.	Form No. MSME Form-I [Furnishing of half yearly return in respect of outstanding dues to Micro	Pursuant to Order 2 and 3 dated 22 nd January, 2019 issued u/s 405 of the Companies Act,	30.10.2022	Yes

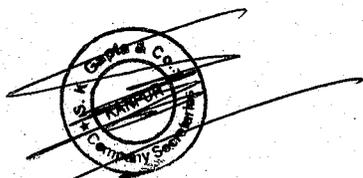


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	or Small Enterprises Supplier, commencing from 01.04.2022 to 30.09.2022]	2013 dated 30.09.2022		
6.	Form No. MGT-7 [Annual Return for the Financial Year 2021-2022]	U/s 92 of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 dated 31.03.2022.	17.11.2022	Yes
7.	Form No. CHG 1 [Modification of Charge Charge ID-100387664]	U/s 77/79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 24.01.2023.	27.02.2023	No
8.	Form No. SH-7 [Alteration in Share Capital of the Company by increase in Authorized Share Capital of the Company]	U/s 64(1) and 61(1) of the Act read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 dated 17.03.2023	24.03.2023	Yes

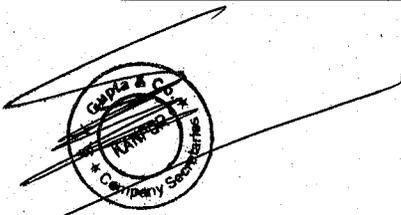


9.	Form CSR-2 [Report on Corporate Social Responsibility]	Pursuant to Rule 12(1B) of the Companies (Accounts) Rules, 2014 vide Notification issued by the Ministry of Corporate Affairs dated 11 th February, 2022 filed for the financial year 2021-2022.	30.03.2022	Yes
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- With Regional Director
NIL

- With Central Government or other Authorities

Sl. No.	Forms	Purpose	Date of Actual filing	Whether filed in time or not Yes/ No
1.	Form No. CRA-2 [Intimation of appointment of M/s Jitendra Navneet & Co. as Cost Auditor of the Company for the Financial Year 2022-2023]	U/s 148(3) of the Companies Act, 2013 read Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 dated 12.07.2022	27.07.2022	Yes



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2.	Form No. CRA-4 [Filing of Cost Audit Report for the Financial Year 2021- 2022]	U/s 148(6) of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 dated 27.09.2022	20.10.2022	Yes
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For **S.K.Gupta & Co.**
Company Secretaries



(S.K. GUPTA)
Managing Partner
F.C.S - 2589
C.P.No.-1920

UDIN: F002589E001185276

Place: Kanpur
Date: 05.10.2023