

**FORM NO. MGT - 7****Annual Return****of****Kothari Sugars and Chemicals Limited**

[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]

**I. REGISTRATION AND OTHER DETAILS:**

(i)	Corporate Identification Number (CIN) of the Company	L15421TN1960PLC004310
	Global Location Number (GLN) of the Company	-
	Permanent Account Number (PAN) of the company	AABCK2495F
(ii)	(a) Name of the company	Kothari Sugars and Chemicals Limited
	(b) Registered office address	Kothari Buildings, No.115, Nungambakkam high road, Chennai Tamilnadu - 600034 India
	(c) e-mail ID of the company	<a href="mailto:secdept@hckgroup.com">secdept@hckgroup.com</a>
	(d) Telephone number with STD code	044 - 3522 5526
	(e) Website	<a href="http://www.hckotharigroup.com/kscl">www.hckotharigroup.com/kscl</a>
(iii)	Date of Incorporation	07/11/1960

	Type of the Company	Category of the Company	Sub-category of the Company
(iv)	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

(vi) Whether shares listed on recognized Stock Exchange(s)

a) If yes, details of stock exchanges where shares are listed

S.No	Stock Exchange Name	Code
1	National Stock Exchange	1024

b)	CIN of the Registrar and Transfer Agent	U67120TN1998PLC041613
	Name of the Registrar and Transfer Agent	Cameo Corporate Services Limited
	Registered office address of the Registrar and Transfer Agents	"Subramanian Building" No.1 Club House Road, Chennai, Tamilnadu 600 002 India

(vii)	*Financial year From date	From (DD/MM/YYYY)	To (DD/MM/YYYY)
		01/04/2022	31/03/2023

(viii)	Whether Annual general meeting (AGM) held	Yes
	(a) If yes,-Date of AGM	10/08/2023
	(b) Due date of AGM	30/09/2023
	(c) Whether extension of AGM was granted - Yes / No.	No
	(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	N.A
	(e) Extended due date of AGM after grant of extension	N.A
	(f) Specify the reasons for not holding the same	N.A

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities	2
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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	75.91%
2	D	Electricity, gas, steam, and air condition supply	D1	Electric power generation, transmission, and distribution	22.61%

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

* No. of Companies for which information is to be given			1	
S. No	Name of the Company	CIN / FCRN	Holding/ Subsidiary / Associate	% of shares held
1	Parvathi Trading and Finance Company Private Limited *	U65191TN1989 PTC017390	Holding	70.20

(\* ) *M/s. Parvathi Trading and Finance Company Private Limited ('Transferor'), Holding Company of Kothari Sugars and Chemicals Limited (KSCL) had ceased to exist as it got amalgamated with NBK Real Estates Private Limited ('Transferee') pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal (NCLT) Chennai Bench vide order dated March 16, 2023. Hence, NBK Real Estates Private Limited became the Holding Company of KSCL with effect from 15.05.2023. However, the ultimate control of the Company remains with the same individuals as before. Due intimation has been made to Stock Exchange on 16.05.2023.*

#### 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	13,00,00,000	8,28,88,580	8,28,88,580	8,28,88,580
Total amount of equity shares (in Rupees)	130,00,00,000	82,88,85,800	82,88,85,800	82,88,85,800

Number of classes	1
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Class of Shares: Equity Share Capital	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	13,00,00,000	8,28,88,580	8,28,88,580	8,28,88,580
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	130,00,00,000	82,88,85,800	82,88,85,800	82,88,85,800

##### b) Preference Share Capital-

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of preference shares	32,00,000	0	0	0
Total amount of preference shares (in Rupees)	14,00,00,000	0	0	0

Number of classes		2		
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Zero Percent Redeemable Preference				
Number of preference shares	12,00,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of Preference shares (in rupees)	<b>12,00,00,000</b>	<b>0</b>	<b>0</b>	<b>0</b>

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Zero Percent Redeemable Preference				
Number of preference shares	20,00,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	<b>2,00,00,000</b>	<b>0</b>	<b>0</b>	<b>0</b>

**c) Unclassified Share Capital-**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of Shares	No. of shares			Total Nominal Amount	Total Paid up amount	Total Premium
	Physical	Demat	Total			
<b>Equity Share:</b>						
<b>At the beginning of the year</b>	<b>47,884</b>	<b>8,28,40,696</b>	<b>8,28,88,580</b>	<b>82,88,85,800</b>	<b>82,88,85,800</b>	
<b>Increase during the year</b>	0	1,527	0	0	0	0
(i) Public Issue	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 shares	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	1,527	0	0	0	0
<b>Decrease during the year</b>	1,527	0	0	0	0	0
(i) Buy-back of shares	0	0	0	0	0	0
(ii) Shares Forfeiture	0	0	0	0	0	0
(iii) Reduction of share capital	0	0	0	0	0	0

(iv) Others, specify Dematerialization of Shares	1,527	0	0	0	0	0
<b>At the end of the year</b>	<b>46,357</b>	<b>8,28,42,223</b>	<b>8,28,88,580</b>	<b>82,88,85,800</b>	<b>82,88,85,800</b>	
Preference Shares						
<b>At the beginning of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Increase during the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(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>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(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>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

ISIN of the equity shares of the Company - **INE419A01022**

(ii) Details of stock split / consolidation during the year (for each class of shares):- 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	Nil		
	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 Previous AGM	03/08/2022
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	
Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor	
Transferor's Name	
Ledger Folio of Transferee	
Transferee's 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>	<b>0</b>	<b>0</b>	<b>0</b>

**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	No. 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	Rs. 6,18,50,13,891.50
(ii)	Net worth of the Company	Rs. 2,57,56,00,458.00

**VI. (a) SHARE HOLDING PATTERN - Promoter**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual / Hindu Undivided Family				
	(i) Indian	27,60,990	3.33	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)	5,81,86,610	70.20	0	-
10	Others				-
	<b>Total</b>	<b>6,09,47,600</b>	<b>73.53</b>	<b>0</b>	<b>-</b>
<b>Total number of shareholders (promoters)</b>		<b>5</b>			

**(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	1,72,67,459	20.83	0	-
	(ii) Non - resident Indian (NRI)	4,15,473	0.50	0	-
	(iii) Foreign national (other than NRI)	9	0.00	0	-
2	Government				-
	(i) Central Government	0	0	0	-
	(ii) State Government	11,025	0.01	0	-
	(iii) Government companies	0	0	0	-
3	Insurance companies	6,85,692	0.83	0	-
4	Banks	50	0.00	0	-
5	Financial institutions	0	0	0	-
6	Foreign institutional investors	0	0	0	-
7	Mutual funds	250	0.00	0	-
8	Venture capital	0	0	0	-
9	Body corporate (not mentioned above)	20,68,448	2.50	0	-
10	Others				-
	(i) Clearing Members	29,987	0.04	0	-
	(ii) Directors & their Relatives	505	0.00	0	-
	(iii) Hindu undivided family	6,80,426	0.82	0	-
	(iv) Trust	25	0.00	0	-
	(v) IEPF	2,13,404	0.26	0	-
	(vi) Foreign Portfolio Investors	5,68,227	0.69	0	-
	<b>Total</b>	<b>2,19,40,980</b>	<b>26.47</b>	<b>0</b>	<b>-</b>

<b>Total number of shareholders (other than promoters)</b>	<b>47,781</b>
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<b>Total number of shareholders (promoters + Public / other than promoters)</b>	<b>47,786</b>
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**(c) Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
-	-	-	-	-	-

## VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	37,214	47,781
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>	1	1	1	1	0.07	3.24
<b>B. Non-Promoter</b>	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	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>	<b>2</b>	<b>5</b>	<b>2</b>	<b>5</b>	<b>0.07</b>	<b>3.24</b>

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

9

### (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)
Nina Bhadrashyam Kothari	00020119	Director	26,83,498	-
Arjun Bhadrashyam Kothari	07117816	Managing Director	54,467	-



Mariathangam Silvester Goldwin	08145634	Whole-time director	0	-
Peruvemba Seetharamier Balasubramaniam	00019843	Director	505	-
Gopalakrishnan Puthucode Subramaniam	00001446	Director	0	-
Virupakshapuram Rajagopal Deenadayalu	00020898	Director	0	-
Krishnan Venkatakrishnan Coimbatore	01606522	Director	0	-
R. Prakash	AJWPP2944D	Company Secretary	0	-
Krishnan Ranganathan	AAIPK7776R	CFO	0	-

**(ii) Particulars of change in director(s) and Key managerial personnel during the year - 0**

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ change in designation/ Cessation)
-	-	-	-	-

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

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

Number of meetings held **1**

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number	% of total shareholding
Annual General Meeting [AGM]	03/08/2022	37,957	67	73.54

**B. BOARD MEETINGS:**

Number of meetings held **4**

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	Attendance	
			No. of Directors attended	% of Attendance
1	24/05/2022	7	7	100
2	03/08/2022	7	7	100
3	03/11/2022	7	7	100
4	08/02/2023	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of Meeting	Date of meeting	Total No. of Members as on the Date of Meeting	Attendance	
				No. of Members attended	% of Attendance
1	Audit Committee	24/05/2022	4	4	100
2	Audit Committee	03/08/2022	4	4	100
3	Audit Committee	03/11/2022	4	4	100
4	Audit Committee	08/02/2023	4	4	100
5	Nomination and Remuneration Committee	20/05/2022	3	3	100
6	Corporate social Responsibility committee	29/07/2022	4	4	100
7	Stakeholders Relationship Committee	10/03/2023	3	3	100

### D. ATTENDANCE OF DIRECTORS

Sl. N	Name of the Director	Board of Meetings			Committee Meetings			Whether attended AGM held on 10/08/2023 (Y/N/NA)
		No. of meeting which director was entitled to attend	No. of Meeting attended	% of attendance	No. of meetings which director was entitled to attend	No. of Meeting attended	% of attendance	
1	Nina Bhadrashyam Kothari	4	4	100	1	1	100	Yes
2	Arjun Bhadrashyam Kothari	4	4	100	2	2	100	Yes
3	Mariathangam Silvester Goldwin	4	4	100	0	0	0	Yes
4	Peruvemba Seetharamier Balasubramaniam	4	4	100	6	6	100	Yes
5	Gopalakrishnan Subramaniam Puthucode	4	4	100	7	7	100	Yes
6	Virupakshapuram Rajagopal Deenadayalu	4	4	100	5	5	100	Yes
7	Krishnan Venkatakrishnan Coimbatore	4	4	100	5	5	100	Yes

**X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

Nil
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Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Arjun Bhadrashyam Kothari	Managing Director	98,10,000	2,00,00,000	-	-	2,98,10,000
2	M. Silvester Goldwin	Wholetime Director	92,06,597	-	-	-	92,06,597
	<b>Total</b>		<b>1,90,16,597</b>	<b>2,00,00,000</b>	-	-	<b>3,90,16,597</b>

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

2
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	R. Krishnan	Chief Financial Officer	42,84,944	-	-	-	42,84,944
2	R. Prakash	Company Secretary	35,54,512	-	-	1,06,884	36,61,396
	<b>Total</b>		<b>78,39,456</b>	-	-	<b>1,06,884</b>	<b>79,46,340</b>

Number of other directors whose remuneration details to be entered

5
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Nina Bhadrashyam Kothari	Non-Executive Director	-	-	-	1,30,000	1,30,000
2	Peruvemba Seetharamier Balasubramaniam	Independent Director	-	-	-	2,50,000	2,50,000
3	Gopalakrishnan Subramaniam Puthucode	Independent Director	-	-	-	2,50,000	2,50,000
4	Virupakshapuram Rajagopal Deenadayalu	Independent Director	-	-	-	2,40,000	2,40,000
5	Krishnan Venkatakrishnan Coimbatore	Independent Director	-	-	-	2,30,000	2,30,000
	<b>Total</b>		-	-	-	<b>11,00,000</b>	<b>11,00,000</b>

**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

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**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 penalized / 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 penalized / punished	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 Core rupees or more or turnover of Fifty Core rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow       Associate       Fellow

Certificate of practice number     

**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 applicable 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 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 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 Authorized by the Board of Directors of the company vide resolution no.  dated  (DD/MM/YYYY) to sign this form and declare that all 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. Copy of MGT-8
3. Optional Attachment(s), if any

***Note:** The above Annual Return (MGT-7) is prepared as on March 31, 2023 as per the new format prescribed by the Companies (Management and Administration) Amendment Rules, 2021.*



**Form No. MGT-8**

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

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **Kothari Sugars and Chemicals Limited (the Company)** bearing CIN: L15421TN1960PLC004310, having registered office at Kothari Buildings, 115, Nungambakkam High Road, Chennai 600034, 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, 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 provisions of the Act & Rules made there under in respect of:
- (i) The status of the Company under the Act is a Public Listed Company having its equity shares listed on National Stock Exchange of India Limited;
  - (ii) The Company has maintained registers / records & made entries therein within the prescribed time and compliance with the provisions of the Act;
  - (iii) The Company has filed the forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities wherever applicable within the prescribed time;
  - (iv) The Company has called / convened / held meetings of Board of Directors, committees, and the meetings of the members of the Company on due dates as stated in the annual return and in the respect of such meetings, proper notices were given and proceedings, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. We further report that the Company has not gone for circular resolution and postal ballot during the period under review;
  - (v) The Company has closed its Registers of Member and Share Transfer Books from Thursday, July 28, 2022 to Wednesday, August 03, 2022 (both days inclusive);
  - (vi) The Company has not made any advances/loans to its directors and/or persons or firms or Companies referred therein pursuant to Section 185 of the Act;
  - (vii) All the contracts/arrangements entered by the Company during the financial year with related parties, were in the ordinary course of business and on



- arm's length basis and were in compliance with the provisions of Section 188 and all other requirements of the Act;
- (viii) The Company had received request for Transmission of shares and the Company has complied with all the requirements under the Act, Rules & Regulations in this behalf. Further, there were no issue or allotment or buyback of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares or securities during the year under review;
- (ix) 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;
- (x) The Board of directors of the Company in its meeting held on February 08, 2023 has declared Interim Dividend at Re.0.50 (Fifty paise only) per Equity share of face value of Rs.10 each fully paid up for the financial year 2022-2023. The Company was not required to transfer the unpaid/unclaimed dividend/other amounts/corresponding shares as applicable to the Investor Education and Protection Fund in accordance with Section 125 of Companies Act, 2013.
- (xi) The Company has signed the 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;
- (xii) The Board of Directors of the Company is duly constituted with proper balance of Executive and Non-Executive Directors. Further, the following Directors were re-appointed during the period under review;
- a) Mrs.Nina B. Kothari (DIN: 00020119) retired by rotation and was re-appointed as Director at the Annual General Meeting held on August 03, 2022.
- b) Mr. Arjun B. Kothari, (DIN: 07117816) was re-appointed as Managing Director of the Company, for a period of three years with effect from September 01, 2022 vide special resolution passed at the Annual General Meeting held on August 03, 2022.
- c) Mr. C.V. Krishnan, (DIN: 01606522) was re-appointed as Independent Director of the Company, for second term of five consecutive years with effect from May 28, 2023 to May 27, 2028 vide special resolution passed at the Annual General Meeting held on August 03, 2022.
- Other than the above, there were no casual vacancies of Director / KMP due to death/ Resignation during the year under review. The Directors and Key Managerial Personnel have disclosed their interest pursuant to the provisions of the Act and Rules made thereunder.
- (xiii) The Auditors were re-appointed in the 61<sup>st</sup> Annual General Meeting held on August 03, 2022 for a period of a second term of five years as per the provisions of section 139 of the Act and there was no casual vacancy of Auditors during the year under review;







**M. Alagar & Associates**  
Practising Company Secretaries

- (xiv) During the period under review, the Company was not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- (xv) During the period under review, the Company has not invited/ accepted any deposits falling within the purview of Section 73 or Section 76 of the Act and rules made there under;
- (xvi) During the period under review, the Company has not borrowed money from its Directors, Members, Public Financial Institutions and Banks. Hence the Company was not required to create, modify and satisfy charges in that respect;
- (xvii) During the period under review, the Company has not advanced any loans or given any guarantees or provided any securities in connection with a loan to any other body corporate or persons falling under the provisions of the Section 186 of the Act, 2023. However the Company has made investment during the financial year which is within the prescribed limits under the Act;
- (xviii) During the period under review, the Company has not altered the provisions of the Memorandum of Association of the Company and Articles of Association.

**For M. Alagar & Associates**  
**Practising Company Secretaries**  
**Peer Review Certificate No.:1707/2022**

**M. Alagar**  
**Managing Partner**  
**FCS No: 7488**  
**CoP. No.: 8196**  
**UDIN: F007488E000992661**



Place: Chennai  
Date: September 12, 2023

05042022100005500001000004923OM SARAF S  
11052022100001500001000001189CHIMANLAL TRIBHUVANDAS MODY  
11052022100000500001000001259CHIMANLAL TRIBHUVANDAS  
11052022100000500001000001260CHIMANLAL TRIBHUVANDAS  
24052022100000500001000009349VEENA SUKHLAL MODY  
09062022100001000001000003622LALITHA M R  
09062022100000500001000006357RADHAKRISHNAN M S  
09062022100001000001000007641SHANTA BAI SHARDA  
09062022100000500001000009274VIJAYA RADHAKRISHNAN  
09062022100000500001000009275VIJAYA RADHAKRISHNAN  
29062022100000500001000001021BALASUBRAMANIAN P  
29062022100000700001000003546LATHA R BHAT  
20092022100000500001000003676MUTHIAH P L  
20092022100002000001000003794MUTHAIAH CHETTIAR PL  
23122022100000500001000007204SHIVJI LALAN  
04012023100000500001000009464ZOHARA S BHAIMIA  
13022023100000500001000008956VEENA VINOD DEDHIA  
24022023100001200001000004948PARESH NATH MOOKARJEE  
10032023100000700001000003861MATHEW ISAAC  
27032023100000500001000002900KOOMI HOMI MEHTA

00010003UMA SARAF  
00010004RAJENDRABHAI CHIMANLAL MODY  
00010004RAJENDRABHAI CHIMANLAL MODY  
00010004RAJENDRABHAI CHIMANLAL MODY  
00010005CHETAN SUKHLAL MODY  
00010006M R LALITHA  
00010007M S RADHAKRISHNAN  
00010008CHANDRA KALA SHARDA  
00010006M R LALITHA  
00010007M S RADHAKRISHNAN  
00010009VASANTHA B  
00010010B R BHAT  
00010011PL VIJAYAKUMARI  
00010011PL VIJAYAKUMARI  
00010012VEENA VINOD DEDHIA  
00010013MD AKBAR S BHAIMIA  
00010014VINOD LALJI DEDHIA  
00010015SOUMITRA MUKHERJEE  
00010016MARY MATHEW  
00010017MEHER HOSANG MEHTA