

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

L65100DL1985PLC021467

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACB1282A

(ii) (a) Name of the company

BCL ENTERPRISES LIMITED

(b) Registered office address

510, Arunachal Building,
19, Barakhamba Road,
New Delhi
Central Delhi
Delhi
110001

(c) *e-mail ID of the company

bclenterprisesltd@gmail.com

(d) *Telephone number with STD code

01143080469

(e) Website

www.bclenterprisesltd.in

(iii) Date of Incorporation

22/07/1985

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

(v) Whether company is having share capital

Yes No

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

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	Metropolitan Stock Exchange of India Limited	2,048

(b) CIN of the Registrar and Transfer Agent

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(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

(f) Specify the reasons for not holding the same

The AGM is scheduled to be held on 30/09/2022.

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	K	Financial and insurance Service	K8	Other financial activities	97.05

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				

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	120,000,000	116,600,000	116,600,000	116,600,000
Total amount of equity shares (in Rupees)	120,000,000	116,600,000	116,600,000	116,600,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	120,000,000	116,600,000	116,600,000	116,600,000
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	120,000,000	116,600,000	116,600,000	116,600,000

(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			
Equity shares						
At the beginning of the year	3,324,000	54,976,000	58300000	58,300,000	58,300,000	
Increase during the year	2,576,000	56,472,000	59048000	59,048,000	59,048,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	2,576,000	55,724,000	58300000	58,300,000	58,300,000	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		748,000	748000	748,000	748,000	0
Shares Dematerialised during the year						
Decrease during the year	748,000	0	748000	748,000	748,000	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	748,000		748000	748,000	748,000	
Shares Dematerialised during the year						
At the end of the year	5,152,000	111,448,000	116600000	116,600,000	116,600,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE368E01023

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

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	5,830,000		
	Face value per share	10		
After split / Consolidation	Number of shares	58,300,000		
	Face value per share	1		

(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

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

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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	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**

387,315,849.98

(ii) Net worth of the Company

162,879,899

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	3,673,700	3.15	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	
	Total	3,673,700	3.15	0	0

Total number of shareholders (promoters)

5

(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	105,840,120	90.77	0	
	(ii) Non-resident Indian (NRI)	2,090,020	1.79	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)	4,730,920	4.06	0	
10.	Others Clearing Members	265,240	0.23	0	
	Total	112,926,300	96.85	0	0

Total number of shareholders (other than promoters)

7,175

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

7,180

**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	5	5
Members (other than promoters)	899	7,175
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	0	1	0	0.89	0
B. Non-Promoter	0	3	0	3	0	0.24
(i) Non-Independent	0	1	0	1	0	0.24
(ii) Independent	0	2	0	2	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	1	3	1	3	0.89	0.24

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

6

(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)
Mahendra Kumar Sharda	00053042	Managing Director	1,040,000	
Umesh Kumar Bajaj	02968410	Director	0	
Sangita	06957418	Director	280,000	
Jeevan Singh Rana	07017869	Director	0	
Kishore Kargeti	AQZPK6943M	CFO	1,724,000	
Shyam Lal	ADSPL0029K	Company Secretary	0	

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

5

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)
Shyam Lal	ADSPL0029K	Company Secretary	22/07/2021	Cessation
Mahendra Kumar Sharda	00053042	Managing Director	30/09/2021	Re-appointment
Jeevan Singh rana	07017869	Director	30/09/2021	Re-appointment
Umesh Kumar Bajaj	02968410	Director	30/09/2021	Re-appointment
Shyam Lal	ADSPL0029K	Company Secretary	21/01/2022	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

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	30/09/2021	1,309	22	4.23
EXTRAORDINARY GENER	25/02/2022	5,474	40	4.95

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/04/2021	4	4	100
2	30/06/2021	4	4	100
3	23/07/2021	4	4	100
4	30/07/2021	4	4	100
5	14/08/2021	4	4	100
6	07/09/2021	4	4	100
7	12/11/2021	4	4	100
8	21/01/2022	4	4	100
9	02/02/2022	4	4	100
10	14/02/2022	4	4	100
11	14/03/2022	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	30/06/2021	3	3	100
2	AUDIT COMM	14/08/2021	3	3	100

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
3	AUDIT COMM	12/11/2021	3	3	100
4	AUDIT COMM	14/02/2022	3	3	100
5	INTERNAL CC	10/03/2022	3	3	100
6	SHAREHOLDERS	10/03/2022	3	3	100
7	INDEPENDENT	09/03/2022	3	3	100
8	NOMINATION	19/04/2021	3	3	100
9	NOMINATION	21/01/2022	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	
1	Mahendra Kur	11	11	100	1	1	100	
2	Umesh Kumar	11	11	100	9	9	100	
3	Sangita	11	11	100	7	7	100	
4	Jeevan Singh	11	11	100	9	9	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

0

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

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Shyam Lal	Company Secre	120,644	0	0	0	120,644

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Kishore Kargeti	CFO	435,000	0	0	0	435,000
	Total		555,644	0	0	0	555,644

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

As per the observations mentioned in the MGT-8

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

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

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Akanksha Chaudhary

Whether associate or fellow

Associate Fellow

Certificate of practice number

22174

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

08

dated

06/09/2022

(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

00053042

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

34992

Certificate of practice number

22174

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

MGT-8_BCL.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



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, books and papers of BCL Enterprises Limited ("the Company") (CIN: L65100DL1985PLC021467) having its registered office at 510, Arunachal Building, 19, Barakhamba Road, New Delhi-110001, 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, 2022 ("the period under review"). 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 which we certify:
 1. that its status under the Act is an Indian Non-Government Listed Public Company limited by shares;
 2. that maintenance of registers/records as mentioned in Annexure-A and making entries therein within the time prescribed thereof;
- C. that filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities as mentioned in Annexure-B is in compliance with the provisions of the Companies Act, 2013;
- D. that calling/convening/holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed by the Chairman of the meeting within the stipulated time, details of meetings are mentioned in Annexure-C;
- E. that the Register of Members and the Share Transfer Books were closed during the period from 23rd September 2021 to 30th September 2021 (both days inclusive) for the purpose of the Annual General Meeting of the Company and 18th February, 2022 to 25th February, 2022 (both days inclusive) for the purpose of the Extra-ordinary General Meeting of the Company;
- F. that the Company has not granted any loan to its directors and to persons or firms or companies referred in Section 185 of the Act;

Regd. Off: D-328, Defence Colony, New Delhi-110024,

Landline No. :- 011-45772202

Website: www.groverahuja.co

E mail: info@groverahuja.co





GROVER AHUJA & ASSOCIATES

Company Secretaries

G. that the Company has entered into contracts/arrangements with related parties in compliance of the provisions of Section 188 of the Act, as mentioned in Annexure-D;

H. that there were no transfer of shares, transmission or buyback of securities/redemption of preference shares or debentures/reduction of share capital/conversion of shares/securities and issue of security certificates took place in all instances during the period under review except the Board has made an allotment of 5,83,00,000 bonus equity shares to the shareholders of the Company on 14.03.2022 and 5,57,24,000 shares were credited in the demat account of the shareholders and for 25,76,000 shares the share certificates were issued and dispatched to the shareholders by the Company's RTA i.e., Skyline Financial Services Private Limited;

In respect to the above allotment, on 01st April, 2022 an email was received from BSE Limited ("BSE") and Metropolitan Stock Exchange of India Limited (MSEI) as reply of application made for trading approval on 31st March, 2022, mentioning about the delay of 3 days in the completion of Bonus Issue of Shares of 5,83,00,000 Shares of Rs. 1/- each. The Bonus Issue of shares should have been completed on 01/04/2022 but instead it was completed on 04/04/2022 and which is a violation under Regulation 295(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019. Therefore, the BSE and MSEI has imposed a fine of Rs. 60,000 each from each stock exchanges amounting to Rs. 1,20,000 and the same has been paid by the Company on 01st April, 2022.

I. that there were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending for registration or transfer of shares;

J. that the company has not declared any final and interim dividend on its equity shares during the reporting period;

K. that the Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures, and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund in accordance with Section 125 of the Act;

L. that 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;

M. that ,

- *the Composition of Board was not in accordance with the Companies Act, 2013 during the period under review because the office of Mr. Mahendra Kumar Sharda, Managing Director of the Company was expired on 16th April, 2020 and the period of six months have been also expired from that date but no appointment/ re-appointment was made during the previous year 2020-21*

Regd. Off: D-328, Defence Colony, New Delhi-110024,

Landline No. :- 011-46772202

Website: www.groverahuja.co

E mail: info@groverahuja.co





GROVER AHUJA & ASSOCIATES

Company Secretaries

and during the period under review the Company has appointed Mr. Mahendra Kumar Sharda as Managing Director of the Company on 30th July, 2021 and subsequently the members approval has been obtained in their meeting held on 30th September, 2021. Further, Mr. Mahendra Kumar Sharda was also acting as the Managing Director from 16th April, 2020 to 30th July, 2021.

- The office of Mr. Jeevan Sing Rana and Mr. Umesh Kumar Bajaj, Independent Directors was expired on 16th April, 2020 and the period of three months have been also expired from that date but no appointment/ re-appointment was made during the previous year 2020-21 and during the period under review the Company has appointed Mr. Jeevan Sing Rana and Mr. Umesh Kumar Bajaj as Independent Directors of the Company in their Annual General Meeting held on 30th September, 2021. Further, Mr. Jeevan Sing Rana and Mr. Umesh Kumar Bajaj was also acting as the Independent Directors from 16th April, 2020 to 30th September, 2021.

- remuneration was paid to Mr. Kishore Kargeti (Chief Financial Officer), and Mr. Shyam Lal, (Company Secretary and Compliance Officer) of the Company during the period under review;

- all the Directors have given their disclosure of interest under Section 184 and 164 of the Act.

N. That the Company was not required to appoint/ reappoint/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

O. that the Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the period under review except for the issuance of bonus shares for which the Company has obtained the in-principle approval, listing approval and trading approval from both the stock exchanges where the shares of the Company are listed i.e., BSE Limited and Metropolitan Stock Exchange of India Limited;

P. that the Company has not accepted/ renewed/ repaid any deposits during the Financial Year ended on 31st March 2022;

Q. that the Company has nil Borrowings as on 31st March, 2022.

R. that the Company has not taken any borrowings from its directors, members, public financial institutions, banks and others and also not created/ modified/ satisfy any charges in that respect;

S. that being a Non-banking Financial Company, the provisions of Section 186 of the Act are not applicable to the Company;

T. that during the period under review the Company has altered its Memorandum of Association for increasing its Authorized Share Capital from Rs. 6,00,00,000 to Rs. 12,00,00,000 and there was no

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GROVER AHUJA & ASSOCIATES
Company Secretaries

other alteration of the provisions of the Articles of Association of the Company during the period under review;

- U. that the Company has received a notice dated 02nd June, 2021 from Directorate of Enforcement (ED), Hyderabad in which the Central Investigating Agency has sought some clarifications regarding business transactions during the year 2021.
- V. that the inspection by Reserve Bank of India (RBI) was made on 21st June 2022 and on 22nd June, 2022 in respect of the retention money received through the gateway application. No further communication has been received from RBI in the said matter.

For Grover Ahuja & Associates,
Company Secretaries

Supriya

Supriya Srivastava
(Partner)

M. No.: A27658

COP. No.: 22811

UDIN: A027658D000918891

PRN: 2528/2022

Date: 05.09.2022
Place: New Delhi



ANNEXURE-A

Maintenance of Registers and Records

1. Minutes Books. (Sec. 118)
2. Register of Members. (Sec. 88)
3. Register of Directors & Directors shareholding (Sec 170)
4. Register of Share Transfer (Sec. 56)
5. Register of Contracts (Sec. 189)
6. Register of Share Application and Allotment
7. Register of Beneficial Owner (Sec. 90)





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Company Secretaries

ANNEXURE – B

Details of ROC Filing:

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government, or other authorities during the financial year ended on 31st March 2022: -

S. No	Form Name	Under Section/ Rule	Forms	Challan Number & Date Of Filing	Whether Filed Within Prescribed Time Yes/No
1.	Form MGT-14	179(3)	Approval of Board's Report for the Financial Year 2020-21.	T53042255 & 05/10/2021	Yes
2.	Form MGT-14	• 180(1)(c) • 180(1)(a)	• To increase the borrowing limit under Section 180(1)(c) of the Companies Act, 2013. • To take approval to sell or dispose of undertakings under Section 180(1)(a) of the Companies Act, 2013.	T37260585 & 24/08/2021	No
3.	Form MGT-14	179(3)	Appointment of Mr. Shyam Lal as Company Secretary & Compliance Officer	T80519408 & 14/02/2022	Yes
4.	Form MGT-14	• 61(1)(d) • 13(1) • 179(3)	• Sub-division of equity shares from the face value of Rs.10/- per share to Re. 1/- per share. • Increase in share capital of the company and alteration of capital clause of Memorandum of Association of the Company. • Issue of Bonus Shares	T82216995 & 21/02/2022	Yes
5.	Form MGT-14	179(3)	Appointment of Mr. Mahendra Kumar Sharda as Managing Director of the Company	T33305350 & 30/07/2021	Yes
6.	Form MR-1	196	Appointment of Mr. Mahendra Kumar Sharda as Managing Director of the Company	T33304619 & 30/07/2021	Yes

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Company Secretaries

7.	Form MGT-14	179(3)	<ul style="list-style-type: none">• Appointment of Secretarial Auditor.• Approval of Financial Statements for the F.Y. ended on 31st March, 2021.• To increase the borrowing limit u/s 180(1)(c) of the Companies Act, 2013.• To take approval to sell or dispose off undertakings under Section 180(1)(a) of the Companies Act, 2013.	T39837620 & 31/08/2021	No*
8.	Form MGT-14	<ul style="list-style-type: none">• 61(1)(d)• 13(1)• 63	<ul style="list-style-type: none">• Sub-division of equity shares from the face value of Rs.10/- per share to Re. 1/- per share.• Increase in share capital of the company and alteration of capital clause of Memorandum of Association of the Company.• Issue of Bonus Shares	T83825323 & 01/03/2022	Yes
9.	Form MGT-14	149(9)	Re-appointment of Mr. Jeevan Singh Rana and Mr. Umesh Kumar Bajaj as Independent Director for another term of 5 consecutive years.	T57755308 & 08/11/2021	No, Delay in filing so Additional fees was charged
10.	Form MGT-15	121	Report on Annual General Meeting	T53418430 & 07/10/2021	Yes
11.	Form DIR-12	203	Resignation of Mr. Shyam Lal from the position of Company Secretary & Compliance Officer	T33104803 & 29/07/2021	Yes
12.	Form DIR-12	203	Appointment of Mr. Shyam Lal as Company Secretary & Compliance Officer	T78830577 & 11/02/2022	Yes
13.	Form AOC-4 NBFC (IND AS)	137	Filing of Financial Statement with Registrar of Companies	T57751216 & 08/11/2021	No**
14.	Form MGT-7	92	Filing of Annual Return with Registrar of Companies	T61060265 & 30/11/2021	Yes

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Company Secretaries

15.	Form SH-7	61(1)(a)	Increase in authorized share capital of the company	T91854737 & 29/03/2022	No***
16.	Form SH-7	61(1)(d)	Sub-division of equity shares from the face value of Rs.10/- per share to Re. 1/- per share	T85931194 & 11/03/2022	Yes
17.	PAS-3	39	Issue of Bonus Share	T93803716 & 05/04/2022	Yes

* MCA vide its circular no. 11/2021 dated 30th June, 2021 has provided the relaxation on levy of additional fees upto 31st August, 2021 for the filing of e-form required to be filed during 01st April, 2021 to 31st July, 2021.

** MCA vide its circular no. 17/2021 dated 29th October, 2021 has provided the relaxation on levy of additional fees upto 31st December, 2021 for the filing of e-form AOC-4 for the financial year ended 31st March, 2021.

*** E- form SH-7 was filed after the due date because the previous e-form SH-7 (for share splitting) was pending for approval and the company was not able to file the form on MCA portal.



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Company Secretaries

ANNEXURE - C

During the year under review, 11 (Eleven) Board Meetings, 4 (Four) Audit Committee Meetings, 1 (One) Independent Director Meeting, 1 (One) Shareholder Grievance Committee Meetings, 1 (One) Internal Complaint Committee Meeting, 2 (Two) Nomination & Remuneration Committee Meeting, 1 (One) Annual General Meeting and 1 (One) Extra-Ordinary General Meeting were duly convened and held.

S. No.	Type of Meeting		Date
1.	Board Meeting	1	19.04.2021
		2	30.06.2021
		3	23.07.2021
		4	30.07.2021
		5	14.08.2021
		6	07.09.2021
		7	12.11.2021
		8	21.01.2022
		9	02.02.2022
		10	14.02.2022
		11	14.03.2022
2.	Audit Committee Meeting	1	30.06.2021
		2	14.08.2021
		3	12.11.2021
		4	14.02.2022
3.	Shareholder Grievance Committee Meeting	1	10.03.2022
4.	Independent Director Meeting	1	09.03.2022
5.	Internal Complaint Committee Meeting	1	10.03.2022
6.	Nomination and Remuneration Committee	1	19.04.2021
		2	21.01.2022
7.	Annual General Meeting	1	30.09.2021
8.	Extra-Ordinary General Meeting	1	25.02.2022



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Company Secretaries

ANNEXURE -D

Details of material contracts or arrangement or transactions at arm's length basis: As table given below:

S. No.	Particulars	Details of the Parties
a)	Name(s) of the related party and nature of relationship	Mr. Mahendra Kumar Sharda HUF Mahendra Kumar Sharda Managing Director of the Company is the Karta of Mahendra Kumar Sharda (HUF)
b)	Nature of contracts/arrangements/transactions	Leasing of Property (Rent Paid)
c)	Duration of the contracts /arrangements/transaction	As per Board Resolution dated 13 th February, 2019 (Five years)
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	As per the lease agreement dated January 10, 2014 and the Letter for Extension of the Lease Agreement dated January 08, 2019.
e)	Date(s) of approval by the Board, if any	February 13, 2019
f)	Amount paid as advances, if any	NIL



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