

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L45300DL1985PLC021453

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACK4863G

(ii) (a) Name of the company

KALYANI COMMERCIALS LIMIT

(b) Registered office address

BG 223 Sanjay Gandhi Transport Nagar GT Karnal Road NA  
New Delhi  
Delhi  
110042  
India

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

kalyanicommercialslimited@gr

(d) \*Telephone number with STD code

01143063223

(e) Website

http://kalyani.gvpltrucks.com/

(iii) Date of Incorporation

08/07/1985

(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	National Stock Exchange of India Limited (NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

U74899DL1995PTC071324

Pre-fill

Name of the Registrar and Transfer Agent

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

D-153A, FIRST FLOOR  
OKHLA INDUSTRIAL AREA, PHASE-I

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

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

(a) If yes, date of AGM

27/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

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

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

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

0

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	4,000,000	1,000,000	1,000,000	1,000,000
Total amount of equity shares (in Rupees)	40,000,000	10,000,000	10,000,000	10,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	4,000,000	1,000,000	1,000,000	1,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	40,000,000	10,000,000	10,000,000	10,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

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

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	468,600	531,400	1000000	10,000,000	10,000,000	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	468,600	531,400	1000000	10,000,000	10,000,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

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

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

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

Date of the previous annual general meeting		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

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

Date of registration of transfer (Date Month Year)				<input type="text"/>		
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

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

3,319,848,198.44

**(ii) Net worth of the Company**

153,332,910.27

**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	531,400	53.14	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	531,400	53.14	0	0

**Total number of shareholders (promoters)**

4

**(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	454,700	45.47	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 HUF	13,900	1.39	0	
	<b>Total</b>	468,600	46.86	0	0

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

480

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

484

**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	4	4
Members (other than promoters)	480	480
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>	2	0	2	0	44.64	0
<b>B. Non-Promoter</b>	0	3	0	3	0	0.24
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	2	0	2	0	0.24
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	2	3	2	3	44.64	0.24

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)
Shankar Lal Agarwal	01341113	Managing Director	418,000	
Sourabh Agarwal	02168346	Whole-time director	28,400	
Manushree Agarwal	06620217	Director	0	
Nikhita Agarwal	07834481	Director	2,400	
Gagan Anand	08604211	Director	0	
Sourabh Agarwal	ADPPA2143Q	CFO	28,400	
Suranjan Upadhyay	AAHPU1366N	Company Secretary	0	

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

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Geetanjali Sharma	BTEPM7541N	Company Secretary	13/07/2022	Cessation
Suranjan Upadhyay	BTEPM7541N	Company Secretary	21/07/2022	Appointment
Manushree Agarwal	06620217	Director	23/09/2022	Re 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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	23/09/2022	487	13	55.36

**B. BOARD MEETINGS**

\*Number of meetings held

13

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/04/2022	5	5	100
2	30/05/2022	5	5	100
3	13/07/2022	5	5	100
4	21/07/2022	5	5	100
5	09/08/2022	5	5	100
6	30/08/2022	5	5	100
7	16/09/2022	5	5	100
8	15/10/2022	5	5	100
9	18/10/2022	5	5	100
10	14/11/2022	5	5	100
11	23/12/2022	5	5	100
12	24/01/2023	5	5	100

**C. COMMITTEE MEETINGS**

Number of meetings held

11

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	30/05/2022	3	3	100
2	AUDIT COMM	09/08/2022	3	3	100
3	AUDIT COMM	30/08/2022	3	3	100
4	AUDIT COMM	14/11/2022	3	3	100
5	AUDIT COMM	09/02/2023	3	3	100
6	AUDIT COMM	21/07/2022	3	3	100
7	AUDIT COMM	30/08/2022	3	3	100
8	AUDIT COMM	08/03/2023	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
9	AUDIT COMM	03/03/2023	3	3	100
10	AUDIT COMM	02/03/2023	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2023
								(Y/N/NA)
1	Shankar Lal A	13	13	100	0	0	0	Yes
2	Sourabh Agan	13	13	100	0	0	0	Yes
3	Manushree Ag	13	13	100	10	10	100	Yes
4	Nikhita Agarwa	13	13	100	11	11	100	Yes
5	Gagan Anand	13	13	100	11	11	100	Yes

**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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shankar Lal Agarwa	Managing Direct	600,000	0	0	0	600,000
2	Sourabh Agarwal	Whole Time Dire	1,200,000	0	0	0	1,200,000
	Total		1,800,000	0	0	0	1,800,000

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	Geetanjali Sharma	Company Secre	171,000	0	0	0	171,000
2	Suranjan Upadhyay	Company Secre	251,000	0	0	0	251,000
	Total		422,000	0	0	0	422,000

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Manushree Agarwa	Non Executive D	2,400,000	0	0	0	2,400,000
	Total		2,400,000	0	0	0	2,400,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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

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

Yes  No

#### 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

Parul Khetrapal

Whether associate or fellow

Associate  Fellow

Certificate of practice number

22076

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

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

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

**Sourabh Agarwal** Digitally signed by Sourabh Agarwal  
Date: 2023.11.22 11:54:15 +05:30'

DIN of the director

**To be digitally signed by**

**Suranjan Upadhyay** Digitally signed by Suranjan Upadhyay  
Date: 2023.11.22 15:42:03 +05:30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

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

**List of attachments**

<b>Attach</b>	Shareholders-MGT_7.pdf MGT-8.pdf MEETINGS.pdf
<b>Attach</b>	
<b>Attach</b>	
<b>Attach</b>	

**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 **M/s Kalyani Commercials Limited** ("the Company") (CIN: L65923DL1985PLC021453) having its registered office at BG - 223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi - 110042, as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the Financial Year ended on 31<sup>st</sup> March 2023 ("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 thereunder 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;
3. 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;
4. 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**;

  
For Ga & Associates Company Secretaries LLP

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

Landline No. 011- 46772202, 46772205, 460141

Website: [www.groverahuja.com](http://www.groverahuja.com)

E mail ID: [info@groverahuja.co](mailto:info@groverahuja.co)

Designated Partner





5. That the Register of Members and the Share Transfer Books were closed during the period from 17<sup>th</sup> September 2022 to 23<sup>rd</sup> September 2022 (both days inclusive) for the purpose of the Annual General Meeting of the Company;
6. As per the information given, the Company has not made any advances/ loans to its directors and/or persons or firms or companies referred in Section 185 of the Act during the financial year;
7. That the Company has entered into contracts/arrangements with related parties in compliance of the provisions of Section 188 of the Act;
8. That that there were no physical transfer of shares that took place during the period under review as Securities and Exchange Board of India (SEBI) vide gazette notification dated June 08, 2018 and vide its press release dated December 03, 2018, amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and had mandated to transfer securities only in dematerialized form w.e.f. April 01, 2019. Also, there were no other issue or allotment or transmission or buyback of securities/redemption of preference shares or debentures/reduction of share capital/conversion of shares/securities and issue of security certificates in all instances during the period under review;
9. That there were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending for registration of transfer of shares;
10. The Company has not declared any final and interim dividend on its equity shares during the reporting period and thus there were no transactions necessitating the Company to keep in abeyance the rights to dividend;
11. 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;
12. 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;
13. That during the period under review, the composition of Board was in accordance with the Companies Act, 2013 and is mentioned as follows:-

For Ga & Associates Company Secretaries LLP

Regd. Off: D-328, Basement Floor, Defence Colony, New Delhi-110024 Designated Partner  
Landline No. 011- 46772202, 46772205, 460141  
Website: [www.groverahuja.com](http://www.groverahuja.com)  
E mail ID: [info@groverahuja.co](mailto:info@groverahuja.co)



S. No.	Name of Directors/Key Managerial Personnel (KMP)	DIN/PAN	Designation	Date of Appointment	Date of Cessation
1.	Mr. Shankar Lal Agarwal	01341113	Managing Director	13/09/2001	-
2.	Mr. Sourabh Agarwal	02168346	Whole Time Director	29/08/2011	-
3.	Ms. Manushree Agarwal	06620217	Non-Executive Director	18/06/2013	-
4.	Ms. Nikhita Agarwal	07834481	Non-Executive & Independent Director	14/08/2021	-
5.	Mr. Gagan Anand	08604211	Non-Executive & Independent Director	06/11/2019	-
6.	Ms. Geetanjali Sharma	BTEPM7541N	Company Secretary & Compliance Officer	29/12/2021	13/07/2022
7.	Mr. Suranjan Upadyay	AAHPU1366N	Company Secretary & Compliance Officer	21/07/2022	-
8.	Mr. Sourabh Agarwal	ADPPA2143Q	Chief Financial Officer	31/03/2015	-

- The disclosures of Directors and the Remunerations paid to them during the period under review was in compliance with the provisions of the Act;

14. That the term of the Statutory Auditor of the Company, M/s M.C. Bhandari & Co., Chartered Accountants completed in the 37th Annual General Meeting (AGM) held on 23rd September, 2022 and M/s M Mahipal & Co., Chartered Accountants were thus appointed as statutory auditors of the

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Company in the said Meeting for a period of five years, in accordance with the provisions of the Section 139 of the Act.

Thereafter, casual vacancy was caused in the Company due to the merger of statutory auditor of the Company i.e. M/s. M Mahipal & Co., Chartered Accountants with M/s K Prasad & Company, Chartered Accountants; accordingly the Board of the Company has appointed resulting firm post-merger i.e. M/s. K. Prasad & Co., as Statutory Auditors of the Company on 24th January 2023 to fill the said casual vacancy and to hold the office until the conclusion of 38th AGM of the Company.

The term of the Statutory Auditor of the Company, M/s K. Prasad & Co., Chartered Accountants was thus completed on the 38<sup>th</sup> AGM held on Wednesday, the 27<sup>th</sup> day of September, 2023 and the firm was thereby re-appointed as Statutory Auditor for a term of five years from the conclusion of 38<sup>th</sup> AGM till the conclusion of 43<sup>rd</sup> AGM to conduct the Statutory Audit of the Company for the ensuing years in compliance with the provisions of Section 139 and other applicable provisions of the Act;

15. 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.

However, the Company obtained RBI 's approval vide its press release dated 26<sup>th</sup> May 2023 on its pending application dated 28<sup>th</sup> June, 2019 for Voluntary Surrender of Certificate of Registration('COR') of NBFC;

16. That the Company has not accepted any deposits during the Financial Year ended on 31<sup>st</sup> March 2023;

17. That the Company has obtained long-term borrowings of Rs. 47,76,524.85/- and short-term borrowings of Rs. 43,89,81,733.06/-. Therefore, total borrowings as on 31<sup>st</sup> March, 2023 are Rs. 44,37,58,257.91/- (Rupees Forty-Four Crores Thirty-Seven Lakhs Fifty-Eight Thousand Two Hundred Fifty-Seven and ninety-one paise Only). The said borrowings are in compliance of Section 180 of the Act as the Company has got its borrowing limit approved by the Members of the Company by passing special resolution in the AGM held on 30<sup>th</sup> September, 2020 to Rs. 100 Crores (Rupees One Hundred Crores Only).

Further, during the year, the Company has created/modified/satisfied certain charges and detail of the same provided in **Annexure-B**;

18. That the company has not given any loans and investments or guarantees to other bodies corporate or persons falling under the provisions of Section 186 of the Act during the financial year;

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19. That during the period under review, there was no alteration of the provisions of the Memorandum and Articles of Association of the Company during the period under review. However, Pursuant to RBI approval on the application for voluntary surrender of COR, the Company was required to alter its object clause in line with the business operations. Thus Board approved and recommended to the shareholders to amend its articles thereby including buying, selling, dealing, trading and servicing of automobiles, petroleum products and related products and allied activities;

20. That the Company was registered u/s 45-IA of the Reserve Bank of India Act, 1934 as a Non-Banking Financial Company ("NBFC") besides its other business activities. It has made voluntary application to Reserve Bank of India ("RBI") for surrender of its NBFC status vide company letter dated 28.06.2019, which is still in process as on 31<sup>st</sup> March, 2023., The company is not doing any business of NBFC and continued to run its normal business activities i.e. trading in Commercial Vehicle and Petroleum dealership of BPCL. Pursuant to this the Company has prepared its financial statements as per Ind AS. In consideration of the above facts, the Company had stopped complying with the NBFC laws and provisions as applicable under Reserve Bank of India Act, 1934 and Master Direction - Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, etc. from the date of application of surrender of COR.

- RBI has approved the Company's application for surrender of Certificate of Registration with effect from 22.05.2023 vide its order letter No. प. वि. (न. दि.) सं S169/05.13.099/2023-24 dated 22.05.2023 subject to the fulfilment of certain compliance. Currently the company is not carrying out business of NBFC and is running its other business activities i.e. trading in Commercial Vehicle and Petroleum dealership of BPCL as going concern.
- CIC Registration as provided under the **Reserve Bank of India** Circular No. DNBS (PD).CC. No 200 / 03.10.001/ 2010-11 dated 17<sup>th</sup> September, 2010 and related notifications issued in relation of the same, has not been acquired by the Company. However, as on the current date, the Company is not required to obtain the same as it ceases to be an NBFC.
- The Company has not completed its C-KYC registration with Central Registry of Securitization Asset Reconstruction and Security Interest (CERSAI). However, as on the current date, the Company is not required to obtain the same as it ceases to be an NBFC;

**For GA & Associates Company Secretaries LLP**

  
For GA & Associates Company Secretaries LLP

**Parul Khetrpal**

**(Designated Partner)**

**COP No. 22076**

Designated Partne

**Membership No. A37801**

**PR No. 2485/2022**

**UDIN: A037801E001955191**

**Date: 17/11/2023**

**Place: New Delhi**

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ANNEXURE -A

Maintenance of Registers and Records

1. Minutes Books. (Sec. 118)
2. Register of Members. (Sec. 88)- maintained by RTA
3. Register of Directors & Directors shareholding (Sec 170)
4. Register of Share Transfer (Sec. 56)- maintained by RTA
5. Register of Charges (Sec.85)
6. Register of Contracts (Sec.189)
7. Register of Share Application and Allotment – maintained by RTA
8. Register of Beneficial Owner (Sec. 90)

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**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 31<sup>st</sup> March 2023: -

S. No	Form Name	Under Section / Rule	Forms	Challan Number & Date of Filing	Whether Filed Within Prescribed Time Yes/No
1.	MGT-14	179(3)	1. To approve the appointment of Secretarial Auditor for the FY 2021-22 2. To approve and adopt the Audited Standalone and Consolidated Financial Results of Financial Year and Quarter ended on March 31, 2022	F07553324 & 20/06/2022	Yes
2.	MGT-14	197(4)	Increase the Overall limit of Managerial Remuneration to Ms. Manushree Agarwal, Director of the Company.	F26371252 & 26/09/2022	Yes
3.	MGT-14	179(3)	Appointment of Company Secretary & Compliance Officer under Section 203 of The Companies Act, 2013	F18607804 & 04/08/2022	Yes
4.	MGT-14	179(3)	Approval of Board's Report for the Financial year 2021-22.	F25302894 & 17/09/2022	Yes
5.	MGT-14	179(3)	Appointment of Internal Auditor of the Company	F24121840 & 07/09/2022	Yes
6.	ADT-1	139	Appointment of M/s. M Mahipal & Company, Chartered Accountants as Statutory Auditors of the Company	F28351013 & 10/10/2022	No
7.	ADT-1	139	Appointment of M/s. K Prasad & Company, Chartered Accountants as Statutory Auditors of the Company	F57958381 & 27/01/2023	Yes
8.	AOC-4	137	Form for filing Financial Statement for the FY 2021-22	F32236101 &	Yes

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				21/10/2022	
9.	DIR-12	168	Resignation of Company Secretary	F18608901 & 04/08/2022	Yes
10.	DIR-12	168	Appointment of Company Secretary	F18726810 & 04/08/2022	Yes
11.	DPT-3	73	Return of Deposit	F11816485 & 30/06/2022	Yes
12.	MGT-7	92	Annual Return for F.Y. 2021-22	F45641594 & 19/11/2022	Yes
13.	MGT-15	121(1)	Proceedings for Annual General Meeting for F.Y. 2021-22	F26249599 & 26/09/2022	Yes
14.	Form CHG-4-	82(1)	Satisfaction of Charge	T95251872 & 13/04/2022	Yes
15.	Form CHG-1-	384	Modification of Charge	F21233028 & 12/08/2022	Yes
16.	Form CHG-1-	384	Creation of Charge	AA1024383 & 22/10/2022	Yes
17.	Form CHG-1-	384	Creation of Charge	AA1203199 & 17/01/2023	Yes
18.	Form CHG-1-	384	Modification of Charge	AA1224610 & 13/01/2023	Yes
21.	Form CHG-1	384	Modification of Charge	AA1350680 & 13/02/2023	Yes

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ANNEXURE - C

During the year under review, 13 (Thirteen) Board Meetings, 1 (One) Annual General Meeting were duly convened and held.

S. No.	Type of Meeting		Date
1.	Board Meeting	1	18.04.2022
		2	30.05.2022
		3	13.07.2022
		4	21.07.2022
		5	09.08.2022
		6	30.08.2022
		7	16.09.2022
		8	15.10.2022
		9	18.10.2022
		10	14.11.2022
		11	23.12.2022
		12	24.01.2023
		13	09.02.2023
2.	Annual General Meeting	1	23.09.2022

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During the year under review, 5 (Five) Audit Committee Meetings, 1 (One) Independent Director Meeting, 1 (One) Shareholder Grievances Committee Meetings, 1 (One) Internal Complaint Committee Meeting, 3 (Three) Nomination & Remuneration Committee Meeting were duly convened and held.

S. No.	Type of Meeting		Date
1.	Audit Committee Meeting	1	30.05.2022
		2	09.08.2022
		3	30.08.2022
		4	14.11.2022
		5	09.02.2023
2.	Shareholder Grievance Committee Meeting	1	03.03.2023
3.	Independent Director Meeting	1	02.03.2023
4.	Internal Complaint Committee Meeting	1	03.03.2023
5.	Nomination and Remuneration Committee	1	21.07.2022
		2	30.08.2022
		3	08.03.2023

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