

# The Companies (Management and Administration) Rules, 2014

UNION OF INDIA

India

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### Rule

### THE-COMPANIES-MANAGEMENT-AND-ADMINISTRATION-RULES-2014 of 2014

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The Companies (Management and Administration) Rules, 2014 Published vide Notification No. G.S.R. 260(E), dated 31st March, 2014 Last Updated 6th June, 2018 Ministry of Corporate Affairs G.S.R. 260(E). - In exercise of the powers conferred under sub-section (1) of section 88, sub-section (4) of section 88, sub-section (1) of section 89, sub-section (2) section 89, sub-section (6) of section 89, sub-section (1) of section 91, sub-section (2) of section 92, sub-section (3) of section 92, sub-section (2) of section 92, section 93, sub-section (1) of section 94, sub-section (4) of section 100, sub-section (2) of section 114, sections 102, 101, 105, 108, sub-section (5) of section 109, sections 112, 113, 110, sub-section (3) of section 186, section 115, sub-section (1) of section 117, sub-section (1) of section 118, sub-section (2) of section 119, section 120 and sub-section (1) of section 121, read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013) and in supersession of Companies (Central Government's) General Rules and Forms, 1956 or any other relevant rules prescribed under the Companies Act, 1956 (1 of 1956) on matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely: -

### 1. Short title and commencement.

(1) These rules may be called the Companies (Management and Administration) Rules, 2014. (2) They shall come into force on the 1st day of April 2014.

### 2. Definitions.

(1) In these rules, unless the context otherwise requires, (a) "Act" means the Companies Act, 2013 (18 of 2013); (b) "Annexure" means the Annexure to these Rules; (c) "Fees" means the fees as specified in

the Companies (Registration offices and fees) Rules, 2014;(d)"Form" or an e-form means an form set forth in Annexure to these rules which shall be used for the matter to which it relates;(e)"Regional Director" means the person appointed by the Central Government in the Ministry of Corporate Affairs as a Regional Director;(f)"section" means section of the Act;(2)Words and expressions used in these rules but not defined and defined in the Act or in Companies (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act and of in the rules.

### **3. Register of members.**

(1)Every company limited by shares shall, from the date of its registration, maintain a register of its members in Form No. MGT.1:[Provided that in the case of a company existing on the commencement of the Act, the particulars as available in the register of members maintained under the Companies Act, 1956 shall be transferred to the new register of members in Form No. MGT-1 and in case additional information, required as per provisions of the Act and these rules, is provided by the members, such information may also be added in the register as and when provided.] [Substituted by Notification No. G.S.R. 908(E), dated 23.8.2016 (w.e.f. 31.3.2014).](2)In the case of a company not having share capital, the register of members shall contain the following particulars, in respect of each member, namely:-(a)name of the member; address (registered office address in case the member is a body corporate); e-mail address; Permanent Account Number or CIN; Unique Identification Number, if any; Father's /Mother's /Spouse's name; Occupation; Status; Nationality; in case member is a minor, name of the guardian and the date of birth of the member; name and address of nominee;(b)date of becoming member;(c)date of cessation;(d)amount of guarantee, if any;any other interest if any; and instructions, if any, given by the member with regard to sending of notices etc:[Provided that in the case of a company existing on the date of commencement of the Act, the particulars as available in the register of members maintained under the Companies Act, 1956 shall be transferred to the new register of members in Form No.MGT-1 and in case additional information, required as per provisions of the Act and these rules, is provided by the members, such information may also be added in the register as and when provided.] [Substituted by Notification No. G.S.R. 908(E), dated 23.8.2016 (w.e.f. 31.3.2014).]

### **4. Register of debenture holders or any other security holders.**

- Every company which issues or allots debentures or any other security shall maintain a separate register of debenture holders or security holders, as the case may be, for each type of debentures or other securities in Form No. MGT.2.

### **5. Maintenance of the Register of members etc. under section 88.**

- Every company shall maintain the registers under clauses (a), (b) and (c) of sub-section (1) of section 88 in the following manner namely:-(1)The entries in the registers maintained under section 88 shall be made within seven days after the Board of Directors or its duly constituted committee approves the allotment or transfer of shares, debentures or any other securities, as the case may be.(2)The registers shall be maintained at the registered office of the company unless a special

resolution is passed in a general meeting authorising the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside.(3)Consequent upon any forfeiture, buy-back, reduction, sub-division, consolidation or cancellation of shares, issue of sweat equity shares, transmission of shares, shares issued under any scheme of arrangements, mergers, reconstitution or employees stock option scheme or any of such scheme provided under this Act or by issue of duplicate or new share certificates or new debenture or other security certificates, entry shall be made within seven days after approval by the Board or committee, in the register of members or in the respective registers, as the case may be.(4)If any change occurs in the status of a member or debenture holder or any other security holder whether due to death or insolvency or change of name or due to transfer to Investor Education Protection Fund or due to any other reason, entries thereof explaining the change shall be made in the respective register.(5)If any rectification is made in the register maintained under section 88 by the company pursuant to any order passed by the competent authority under the Act, the necessary reference of such order shall be indicated in the respective register.(6)If any order is passed by any judicial or revenue authority or by Security and Exchange Board of India (SEBI) or competent authority attaching the shares, debentures or other securities and giving directions for remittance of dividend or interest, the necessary reference of such order shall be indicated in the respective register.(7)In case of companies whose securities are listed on a stock exchange in or outside India, the particulars of any pledge, charge, lien or hypothecation created by the promoters in respect of any securities of the company held by the promoter including the names of pledgee/pawnee and any revocation therein shall be entered in the register within fifteen days from such an event.(8)If promoters of any listed company, which has formed a joint venture company with another company have pledged or hypothecated or created charge or lien in respect of any security of the listed company in connection with such joint venture company, the particulars of such pledge, hypothecation, charge and lien shall be entered in the register members of the listed company within fifteen days from such an event.

## **6. Index of names to be included in Register.**

(1)Every register maintained under sub-section (1) of section 88 shall include an index of the names entered in the respective registers and the index shall, in respect of each folio, contain sufficient indication to enable the entries relating to that folio in the register to be readily found:Provided that the maintenance of index is not necessary in case the number of members is less than fifty.(2)The company shall make the necessary entries in the index simultaneously with the entry for allotment or transfer of any security in such Register.

## **7. Foreign register of members, debenture holders, other security holders or beneficial owners residing outside India.**

(1)A company which has share capital or which has issued debentures or any other security may, if so authorized by its articles, keep in any country outside India, a part of the register of members or as the case may be, of debenture holders or of any other security holders or of beneficial owners, resident in that country (hereafter in this rule referred to as the "foreign register").(2)The company

shall, within thirty days from the date of the opening of any foreign register, file with the Registrar notice of the situation of the office in Form No. MGT.3 along with the fee where such register is kept; and in the event of any change in the situation of such office or of its discontinuance, shall, within thirty days from the date of such change or discontinuance, as the case may be, file notice in Form No. MGT.3 with the Registrar of such change or discontinuance.(3)A foreign register shall be deemed to be part of the company's register (hereafter in this rule referred to as the "principal register") of members or of debenture holders or of any other security holders or beneficial owners, as the case may be.(4)The foreign register shall be maintained in the same format as the principal register.(5)A foreign register shall be open to inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the principal register, except that the advertisement before closing the register shall be inserted in at least two newspapers circulating in the place wherein the foreign register is kept.(6)If a foreign register is kept by a company in any country outside India, the decision of the appropriate competent authority in regard to the rectification of the register shall be binding.(7)Entries in the foreign register maintained under sub-section (4) of section 88 shall be made simultaneously after the Board of Directors or its duly constituted committee approves the allotment or transfer of shares, debentures or any other securities, as the case may be.(8)The company shall-(a)transmit to its registered office in India a copy of every entry in any foreign register within fifteen days after the entry is made; and(b)keep at such office a duplicate register of every foreign register duly entered up from time to time.(9)Every such duplicate register shall, for all the purposes of this Act, be deemed to be part of the principal register.(10)Subject to the provisions of section 88 and the rules made thereunder, with respect to duplicate registers, the shares or as the case may be, debentures or any other security, registered in any foreign register shall be distinguished from the shares or as the case may be, debentures or any other security, registered in the principal register and in every other foreign register; and no transaction with respect to any shares or as the case may be, debentures or any other security, registered in a foreign register shall, during the continuance of that registration, be registered in any other register.(11)The company may discontinue the keeping of any foreign register; and thereupon all entries in that register shall be transferred to some other foreign register kept by the company outside India or to the principal register.

## **8. Authentication.**

(1)The entries in the registers maintained under section 88 and index included therein shall be authenticated by the company secretary of the company or by any other person authorized by the Board for the purpose, and the date of the board resolution authorising the same shall be mentioned.(2)The entries in the foreign register shall be authenticated by the company secretary of the company or person authorized by the Board by appending his signature to each entry.

## **9. Declaration in respect of beneficial interest in any shares.**

(1)A person whose name is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares (hereinafter referred to as "the registered owner"), shall file with the company, a declaration to that effect in Form No. MGT.4 [\* \* \*] [Omitted 'in duplicate' by Notification No. G.S.R. 908(E), dated 23.8.2016 (w.e.f.

31.3.2014).], within a period of thirty days from the date on which his name is entered in the register of members of such company: Provided that where any change occurs in the beneficial interest in such shares, the registered owner shall, within a period of thirty days from the date of such change, make a declaration of such change to the company in Form No. MGT.4 in duplicate. (2) Every person holding and exempted from furnishing declaration or acquiring a beneficial interest in shares of a company not registered in his name (hereinafter referred to as "the beneficial owner") shall file with the company, a declaration disclosing such interest in Form No. MGT.5 [\* \* \*] [Omitted 'in duplicate' by Notification No. G.S.R. 908(E), dated 23.8.2016 (w.e.f. 31.3.2014).], within thirty days after acquiring such beneficial interest in the shares of the company: Provided that where any change occurs in the beneficial interest in such shares, the beneficial owner shall, within a period of thirty days from the date of such change, make a declaration of such change to the company in Form No. MGT.5 in duplicate. (3) Where any declaration under section 89 is received by the company, the company shall make a note of such declaration in the register of members and shall file, within a period of thirty days from the date of receipt of declaration by it, a return in Form No. MGT.6 with the Registrar in respect of such declaration with fee.

## **10. Closure of register of members or debenture holders or other security holders.**

(1) A company closing the register of members or the register of debenture holders or the register of other security holders shall give at least seven days previous notice and in such manner, as may be specified by Securities and Exchange Board of India, if such company is a listed company or intends to get its securities listed, by advertisement at least once in a vernacular newspaper in the principal vernacular language of the district and having a wide circulation in the place where the registered office of the company is situated, and at least once in English language in an English newspaper circulating in that district and having wide circulation in the place where the registered office of the company is situated and publish the notice on the website as may be notified by the Central Government and on the website, if any, of the Company. (2) The provisions contained in sub-rule (1) shall not be applicable to a private company provided that the notice has been served on all members of the private company not less than seven days prior to closure of the register of members or debenture holders or other security holders.

## **11. Annual Return.**

(1) Every company shall prepare its annual return in Form No. MGT.7. (2) The annual return, filed by 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, shall be certified by a Company Secretary in practice and the certificate shall be in Form No. MGT.8.

## **12. Extract of annual return.**

(1) The extract of the annual return to be attached with the Board's Report shall be in Form No. MGT.9. (2) A copy of the annual return shall be filed with the Registrar with such fee as may be

specified for the purpose.

### **13. [ [Omitted by Notification No. G.S.R. 560(E), dated 13.6.2018 (w.e.f 31.3.2014)]**

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13. Return of changes in shareholding position of promoters and top ten shareholders.-[Every listed company shall file with the Registrar, a return in Form No. MGT. 10, with respect to changes in the shareholding position of promoters and top ten shareholders of the company, in each case, representing increase or decrease by two per cent or more of the paid-up share capital of the company, within fifteen days of such change.] [Substituted by Notification No. G.S.R. 908(E), dated 23.8.2016 (w.e.f. 31.3.2014).] Explanation.- For the purpose of this sub-rule, the expression "change" means increase or decrease by two percent or more in the shareholding of each of the promoters and each of the top ten shareholders of the company.

### **14. Inspection of registers, returns etc.**

(1) The registers and indices maintained pursuant to section 88 and copies of returns prepared pursuant to section 92, shall be open for inspection during business hours, at such reasonable time on every working day as the board may decide, by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of such fee as may be specified in the articles of association of the company but not exceeding fifty rupees for each inspection. Explanation.- For the purposes of this sub-rule, reasonable time of not less than two hours on every working day shall be considered by the company. (2) Any such member, debenture holder, security holder or beneficial owner or any other person may require a copy of any such register or entries therein or return on payment of such fee as may be specified in the articles of association of the company but not exceeding ten rupees for each page. Such copy or entries or return shall be supplied within seven days of deposit of such fee.

### **15. Preservation of register of members etc. and annual return.**

(1) The register of members along with the index shall be preserved permanently and shall be kept in the custody of the company secretary of the company or any other person authorized by the Board for such purpose; and (2) The register of debenture holders or any other security holders along with the index shall be preserved for a period of eight years from the date of redemption of debentures or securities, as the case may be, and shall be kept in the custody of the company secretary of the company or any other person authorized by the Board for such purpose. (3) Copies of all annual returns prepared under section 92 and copies of all certificates and documents required to be annexed thereto shall be preserved for a period of eight years from the date of filing with the Registrar. (4) The foreign register of members shall be preserved permanently, unless it is discontinued and all the entries are transferred to any other foreign register or to the principal register. Foreign register of debenture holders or any other security holders shall be preserved for a period of eight years from the date of redemption of such debentures or securities. (5) The foreign

register shall be kept in the custody of the company secretary or person authorized by the Board.(6)[\*\*\*] [Omitted by Notification No. G.S.R. 560(E), dated 13.6.2018 (w.e.f 31.3.2014)]

## **16. Copies of the registers and annual return.**

- Copies of the registers maintained under section 88 or entries therein and annual return filed under section 92 shall be furnished to any member, debenture-holder, other security holder or beneficial owner of the company or any other person on payment of such fee as may be specified in the Articles of Association of the company but not exceeding rupees ten for each page and such copy shall be supplied by the company within a period of seven days from the date of deposit of fee to the company.

## **17. Calling of Extraordinary general meeting by requisitionists.**

(1)The members may requisition convening of an extraordinary general meeting in accordance with sub-section (4) of section 100, by providing such requisition in writing or through electronic mode at least clear twenty-one days prior to the proposed date of such extraordinary general meeting.(2)The notice shall specify the place, date, day and hour of the meeting and shall contain the business to be transacted at the meeting -Explanation.- For the purposes of this sub-rule, it is here by clarified that requisitionists should convene meeting at Registered office or in the same city or town where Registered office is situated and such meeting should be convened [on any day except national holiday] [Substituted 'on working day' by Notification No. G.S.R. 908(E), dated 23.8.2016 (w.e.f. 31.3.2014).](2)If the resolution is to be proposed as a special resolution, the notice shall be given as required by sub-section (2) of section 114.(4)The notice shall be signed by all the requisitionists or by a requisitionists duly authorized in writing by all other requisitionists on their behalf or by sending an electronic request attaching therewith a scanned copy of such duly signed requisition.(5)No explanatory statement as required under section 102 need be annexed to the notice of an extraordinary general meeting convened by the requisitionists and the requisitionists may disclose the reasons for the resolution(s) which they propose to move at the meeting.(6)The notice of the meeting shall be given to those members whose names appear in the Register of members of the company within three days on which the requisitionists deposit with the Company a valid requisition for calling an extraordinary general meeting.(7)Where the meeting is not convened, the requisitionists shall have a right to receive list of members together with their registered address and number of shares held and the company concerned is bound to give a list of members together with their registered address made as on twenty first day from the date of receipt of valid requisition together with such changes, if any, before the expiry of the forty-five days from the date of receipt of a valid requisition.(8)The notice of the meeting shall be given by speed post or registered post or through electronic mode. Any accidental omission to give notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings of the meeting.

## **18. Notice of the meeting.**

(1)A company may give notice through electronic mode.Explanation: For the purpose of this rule, the expression "electronic mode" shall mean any communication sent by a company through its

authorized and secured computer programme which is capable of producing confirmation and keeping record of such communication addressed to the person entitled to receive such communication at the last electronic mail address provided by the member.(2)A notice may be sent through e-mail as a text or as an attachment to e-mail or as a notification providing electronic link or Uniform Resource Locator for accessing such notice.(3)(i)The e-mail shall be addressed to the person entitled to receive such e-mail as per the records of the company or as provided by the depository:Provided that the company shall provide an advance opportunity at-least once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.(ii)The subject line in e-mail shall state the name of the company, notice of the type of meeting, place and the date on which the meeting is scheduled.(iii)If notice is sent in the form of a non-editable attachment to e-mail, such attachment shall be in the Portable Document Format or in a non-editable format together with a 'link or instructions' for recipient for downloading relevant version of the software.(iv)When notice or notifications of availability of notice are sent by e-mail, the company should ensure that it uses a system which produces confirmation of the total number of recipients e-mailed and a record of each recipient to whom the notice has been sent and copy of such record and any notices of any failed transmissions and subsequent re-sending shall be retained by or on behalf of the company as "proof of sending".(v)The company's obligation shall be satisfied when it transmits the e-mail and the company shall not be held responsible for a failure in transmission beyond its control:(vi)If a member entitled to receive notice fails to provide or update relevant e-mail address to the company, or to the depository participant as the case may be, the company shall not be in default for not delivering notice via e-mail.(vii)The company may send e-mail through in-house facility or its registrar and transfer agent or authorise any third party agency providing bulk e-mail facility.(viii)The notice made available on the electronic link or Uniform Resource Locator has to be readable, and the recipient should be able to obtain and retain copies and the company shall give the complete Uniform Resource Locator or address of the website and full details of how to access the document or information.Explanation.- For the purpose of this rule, it is hereby declared that the extra ordinary general meeting shall be held at a place within India.(ix)[ \*\*\*] [Omitted by Notification No. G.S.R. 560(E), dated 13.6.2018 (w.e.f 31.3.2014)]

## 19. Proxies.

(1)A member of a company registered under section 8 shall not be entitled to appoint any other person as his proxy unless such other person is also a member of such company.(2)A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights:Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.(3)The appointment of proxy shall be in the Form No. MGT.11.



## **20. [ Voting through electronic means. [Substituted by Notification No. 207(E), dated 19.3.2015 (w.e.f. 31.3.2014).]**

(1)The provisions of this rule shall apply in respect of the general meetings for which notices are issued on or after the date of commencement of this rule.(2)[ Every company which has listed its equity shares on a recognized stock exchange and every company having not less than one thousand members shall provide to its members facility to exercise their right to vote on resolutions proposed to be considered at a general meeting by electronic means:Provided that a Nidhi, or an enterprise or institutional investor referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is not required to provide the facility to vote by electronic means:Explanation. - For the purpose of this sub-rule, "Nidhi" means a company which has been incorporated as a Nidhi with the object of cultivating the habit of thrift and savings amongst its members, receiving deposits from and lending to, its members only, for their mutual benefit, and which complies with such rules as are prescribed by the Central Government for regulation of such class of companies.]Explanation. - For the purposes of this rule, the expression-(i)"agency" means the National Securities Depository Limited, the Central Depository Services (India) Limited or any other entity approved by the Ministry of Corporate Affairs subject to the condition that the National Securities Depository Limited, the Central Depository Services (India) Limited or such other entity has obtained a certificate from the Standardisation Testing and Quality Certification Directorate, Department of Information Technology, Ministry of Communications and Information Technology, Government of India including with regard to compliance with parameters specified under Explanation (vi);(ii)"cut-off date" means a date not earlier than seven days before the date of general meeting for determining the eligibility to vote by electronic means or in the general meeting;(iii)"Cyber security" means protecting information, equipment, devices, computer, computer resource, communication device and information stored therein from unauthorized access, use, disclosures, disruption, modification or destruction;(iv)"electronic voting system" means a secured system based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralised server with adequate cyber security;(v)"remote e-voting" means the facility of casting votes by a member using an electronic voting system from a place other than venue of a general meeting;(vi)"secured system" means computer hardware, software, and procedure that -(a)are reasonably secure from unauthorized access and misuse;(b)provide a reasonable level of reliability and correct operation;(c)are reasonably suited to performing the intended functions; and(d)adhere to generally accepted security procedures;(vii)"voting by electronic means" includes "remote e-voting" and voting at the general meeting through an electronic voting system which may be the same as used for remote e-voting.(3)A member may exercise his right to vote through voting by electronic means on resolutions referred to in sub-rule (2) and the company shall pass such resolutions in accordance with the provisions of this rule.(4)A company which provides the facility to its members to exercise voting by electronic means shall comply with the following procedure, namely:-(i)the notice of the meeting shall be sent to all the members, directors and auditors of the company either-(a)by registered post or speed post ; or(b)through electronic means, namely, registered e-mail ID of the recipient; or(c)by courier service;(ii)the notice shall also be placed on the website, if any, of the

company and of the agency forthwith after it is sent to the members;(iii)the notice of the meeting shall clearly state-(A)that the company is providing facility for voting by electronic means and the business may be transacted through such voting;(B)that the facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;(C)that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;(iv)the notice shall -(A)indicate the process and manner for voting by electronic means ;(B)indicate the time schedule including the time period during which the votes may be cast by remote e-voting;(C)provide the details about the login ID;(D)specify the process and manner for generating or receiving the password and for casting of vote in a secure manner.(v)the company shall cause a public notice by way of an advertisement to be published, immediately on completion of despatch of notices for the meeting under clause (i) of sub-rule (4) but at least twenty-one days before the date of general meeting, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having country-wide circulation, and specifying in the said advertisement, inter alia, the following matters, namely:-(a)statement that the business may be transacted through voting by electronic means ;(b)the date and time of commencement of remote e-voting;(c)the date and time of end of remote e-voting;(d)cut-off date;(e)the manner in which persons who have acquired shares and become members of the company after the despatch of notice may obtain the login ID and password;(f)the statement that-(A)remote e-voting shall not be allowed beyond the said date and time;(B)the manner in which the company shall provide for voting by members present at the meeting; and(C)a member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting; and(D)a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting;(g)website address of the company, if any, and of the agency where notice of the meeting is displayed; and(h)name, designation, address, email id and phone number of the person responsible to address the grievances connected with facility for voting by electronic means:Provided that the public notice shall be placed on the website of the company, if any, and of the agency;(vi)the facility for remote e-voting shall remain open for not less than three days and shall close at 5.00 p.m. on the date preceding the date of the general meeting;(vii)during the period when facility for remote e-voting is provided, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date, may opt for remote e-voting:Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again:Provided further that a member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again;(viii)at the end of the remote e-voting period, the facility shall forthwith be blocked:Provided that if a company opts to provide the same electronic voting system as used during remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting.(ix)the Board of Directors shall appoint one or more scrutinisers, who may

be Chartered Accountant in practice, Cost Accountant in practice, or Company Secretary in practice or an Advocate, or any other person who is not in employment of the company and is a person of repute who, in the opinion of the Board can scrutinise the voting and remote e-voting process in a fair and transparent manner: Provided that the scrutinisers so appointed may take assistance of a person who is not in employment of the company and who is well-versed with the electronic voting system; (x) the scrutiniser shall be willing to be appointed and be available for the purpose of ascertaining the requisite majority; (xi) the Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, as provided in clauses (a) to (h) of sub-rule (1) of rule 21, as applicable, with the assistance of scrutinisers, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility. (xii) the scrutinisers shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same: Provided that the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith; Explanation. - It is hereby clarified that the manner in which members have cast their votes, that is, affirming or negating the resolution, shall remain secret and not available to the Chairman, Scrutiniser or any other person till the votes are cast in the meeting. (xiii) For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinisers shall have access, after the closure of period for remote e-voting and before the start of general meeting, to details relating to members, such as their names, folios, number of shares held and such other information that the scrutinisers may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes: (xiv) the scrutinisers shall maintain a register either manually or electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the members, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights; (xv) the register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinisers until the Chairman considers, approves and signs the minutes and thereafter, the scrutinisers shall hand over the register and other related papers to the company. (xvi) the results declared along with the report of the scrutiniser shall be placed on the website of the company, if any, and on the website of the agency immediately after the result is declared by the Chairman : Provided that in case of companies whose equity shares are listed on a recognized stock exchange, the company shall, simultaneously, forward the results to the concerned stock exchange or exchanges where its equity shares are listed and such stock exchange or exchanges shall place the results on its or their website. (xvii) subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the relevant general meeting. Explanation. - For the purposes of this clause, the requisite number of votes shall be the votes required to pass the resolution as the 'ordinary resolution' or the 'special resolution', as the case may be, under section 114 of the Act. (xviii) a resolution proposed to be considered through voting by electronic means shall not be withdrawn.] Substituted by Notification No. 207(E), dated 19.3.2015

20. Voting through electronic means.- (1) Every listed company or a company having not less than one thousand shareholders, shall provide to its members facility to exercise their right to vote at general meetings by electronic means.(2) A member may exercise his right to vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the provisions of this rule.Explanation.- For the purposes of this rule. - (i) the expressions "voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a Centralised server with adequate 'cyber security';(ii) the expression "secured system" means computer hardware, software, and procedure that -(a) are reasonably secure from unauthorized access and misuse;(b) provide a reasonable level of reliability and correct operation;(c) are reasonably suited to performing the intended functions; and(d) adhere to generally accepted security procedures.(iii) the expression "Cyber security" means protecting information, equipment, devices, computer, computer resource, communication device and information stored therein from unauthorized access, use, disclosures, disruption, modification or destruction.(3) A company which opts to provide the facility to its members to exercise their votes at any general meeting by electronic voting system shall follow the following procedure, namely;(i) the notices of the meeting shall be sent to all the members, auditors of the company, or directors either -(a) by registered post or speed post; or(b) through electronic means like registered e-mail id;(c) through courier service;(ii) the notice shall also be placed on the website of the company, if any and of the agency forthwith after it is sent to the members;(iii) the notice of the meeting shall clearly mention that the business may be transacted through electronic voting system and the company is providing facility for voting by electronic means;(iv) the notice shall clearly indicate the process and manner for voting by electronic means and the time schedule including the time period during which the votes may be cast and shall also provide the login ID and create a facility for generating password and for keeping security and casting of vote in a secure manner;(v) the company shall cause an advertisement to be published, not less than five days before the date of beginning of the voting period, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, about having sent the notice of the meeting and specifying therein,inter alia, the following matters, namely:-(a) statement that the business may be transacted by electronic voting;(b) the date of completion of sending of notices;(c) the date and time of commencement of voting through electronic means;(d) the date and time of end of voting through electronic means;(e) the statement that voting shall not be allowed beyond the said date and time;(f) website address of the company and agency, if any, where notice of the meeting is displayed; and(g) contact details of the person responsible to address the grievances connected with the electronic voting;(vi) the e-voting shall remain open for not less than one day and not more than three days:Provided that in all such cases, such voting period shall be completed three days prior to the date of the general meeting;(vii) during the e-voting period, shareholders of the company, holding shares either in physical form or in dematerialised form, as on the record date, may cast their vote electronically:Provided that once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.(viii) at the end of the voting period, the portal where votes are cast shall forthwith be blocked.(ix) the Board of directors shall appoint

one scrutiniser, who may be chartered Accountant in practice, Cost Accountant in practice, or Company Secretary in practice or an advocate, but not in employment of the company and is a person of repute who, in the opinion of the Board can scrutinize the e-voting process in a fair and transparent manner: Provided that the scrutiniser so appointed may take assistance of a person who is not in employment of the company and who is well-versed with the e-voting system; (x) the scrutiniser shall be willing to be appointed and be available for the purpose of ascertaining the requisite majority; (xi) the scrutiniser shall, within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutiniser's report of the votes cast in favour or against, if any, forthwith to the Chairman; (xii) the scrutiniser shall maintain a register either manually or electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights; (xiii) the register and all other papers relating to electronic voting shall remain in the safe custody of the scrutiniser until the chairman considers, approves and signs the minutes and thereafter, the scrutiniser shall return the register and other related papers to the company. (xiv) the results declared along with the scrutiniser's report shall be placed on the website of the company and on the website of the agency within two days of passing of the resolution at the relevant general meeting of members; (xv) subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the relevant general meeting of members.

## **21. Manner in which the Chairman of meeting shall get the poll process scrutinised and report thereon.**

(1) The Chairman of a meeting shall ensure that—(a) The Scrutinisers are provided with the Register of Members, specimen signatures of the members, Attendance Register and Register of Proxies. (b) The Scrutinisers are provided with all the documents received by the Company pursuant to sections 105, 112 and section 113. (c) The Scrutinisers shall arrange for Polling papers and distribute them to the members and proxies present at the meeting; in case of joint shareholders, the polling paper shall be given to the first named holder or in his absence to the joint holder attending the meeting as appearing in the chronological order in the folio and the Polling paper shall be in Form No. MGT.12. (d) The Scrutinisers shall keep a record of the polling papers received in response to poll, by initialling it. (e) The Scrutinisers shall lock and seal an empty polling box in the presence of the members and proxies. (f) The Scrutinisers shall open the Polling box in the presence of two persons as witnesses after the voting process is over. (g) In case of ambiguity about the validity of a proxy, the Scrutinisers shall decide the validity in consultation with the Chairman. (h) The Scrutinisers shall ensure that if a member who has appointed a proxy has voted in person, the proxy's vote shall be disregarded. (i) The Scrutinisers shall count the votes cast on poll and prepare a report thereon addressed to the Chairman. (j) Where voting is conducted by electronic means under the provisions of section 108 and rules made thereunder, the company shall provide all the necessary support, technical and otherwise, to the Scrutinisers in orderly conduct of the voting and counting the result thereof. (k) The Scrutinisers report shall state total votes cast, valid votes, votes in favour and against the resolution including the details of invalid polling papers and votes comprised therein. (l) The Scrutinisers shall submit the Report to the Chairman who shall counter-sign the same. (m) The Chairman shall declare the result of Voting on poll. The result may either be announced by him or a

person authorized by him in writing.(2)The Scrutinisers appointed for the poll, shall submit a report to the Chairman of the meeting in Form No. MGT.13 and the report shall be signed by the scrutiniser and, in case there is more than one scrutiniser by all the scrutiniser, and the same shall be submitted by them to the Chairman of the meeting within seven days from the date the poll is taken.

## **22. Procedure to be followed for conducting business through postal ballot.**

(1)Where a company is required or decides to pass any resolution by way of postal ballot, it shall send a notice to all the shareholders, along with a draft resolution explaining the reasons therefor and requesting them to send their assent or dissent in writing on a postal ballot because postal ballot means voting by post or through electronic means within a period of thirty days from the date of dispatch of the notice.(2)The notice shall be sent either (a) by Registered Post or speed post, or (b) through electronic means like registered e-mail id or (c) through courier service for facilitating the communication of the assent or dissent of the shareholder to the resolution within the said period of thirty days.(3)An advertisement shall be published at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, about having dispatched the ballot papers and specifying therein, inter alia, the following matters, namely:-(a)a statement to the effect that the business is to be transacted by postal ballot which includes voting by electronic means;(b)the date of completion of dispatch of notices;(c)the date of commencement of voting;(d)the date of end of voting;(e)the statement that any postal ballot received from the member beyond the said date will not be valid and voting whether by post or by electronic means shall not be allowed beyond the said date;(f)a statement to the effect that members, who have not received postal ballot forms may apply to the company and obtain a duplicate thereof; and(g)contact details of the person responsible to address the grievances connected with the voting by postal ballot including voting by electronic means.(4)The notice of the postal ballot shall also be placed on the website of the company forthwith after the notice is sent to the members and such notice shall remain on such website till the last date for receipt of the postal ballots from the members.(5)The Board of directors shall appoint one scrutiniser, who is not in employment of the company and who, in the opinion of the Board can conduct the postal ballot voting process in a fair and transparent manner.(6)The scrutiniser shall be willing to be appointed and be available for the purpose of ascertaining the requisite majority.(7)[ \* \* \* ] [Omitted 'If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot including voting by electronic means, it shall be deemed to have been duly passed at a general meeting convened in that behalf.' by Notification No. G.S.R. 908(E), dated 23.8.2016 (w.e.f. 31.3.2014).](8)Postal ballot received back from the shareholders shall be kept in the safe custody of the scrutiniser and after the receipt of assent or dissent of the shareholder in writing on a postal ballot, no person shall deface or destroy the ballot paper or declare the identity of the shareholder.(9)The scrutiniser shall submit his report as soon as possible after the last date of receipt of postal ballots but not later than seven days thereof;(10)The scrutiniser shall maintain a register either manually or electronically to record their assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholder, number of shares held by them, nominal value of such shares, whether the shares have

differential voting rights, if any, details of postal ballots which are received in defaced or mutilated form and postal ballot forms which are invalid.(11)The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under the safe custody of the scrutiniser till the chairman considers, approves and signs the minutes and thereafter, the scrutiniser shall return the ballot papers and other related papers or register to the company who shall preserve such ballot papers and other related papers or register safely.(12)The assent or dissent received after thirty days from the date of issue of notice shall be treated as if reply from the member has not been received.(13)The results shall be declared by placing it, along with the scrutiniser's report, on the website of the company.(14)[ \* \* \* ] [Omitted 'The resolution shall be deemed to be passed on the date of at a meeting convened in that behalf.' by Notification No. G.S.R. 908(E), dated 23.8.2016 (w.e.f. 31.3.2014).](15)The provisions of rule 20 regarding voting by electronic means shall apply, as far as applicable, mutatis mutandis to this rule in respect of the voting by electronic means.(16)pursuant to clause (a) of sub-section (1) of section 110, the following items of business shall be transacted only by means of voting through a postal ballot-(a)alteration of the objects clause of the memorandum and in the case of the company in existence immediately before the commencement of the Act, alteration of the main objects of the memorandum;(b)alteration of articles of association in relation to insertion or removal of provisions which, under sub-section (68) of section 2, are required to be included in the articles of a company in order to constitute it a private company;(c)change in place of registered office outside the local limits of any city, town or village as specified in sub-section (5) of section 12;(d)change in objects for which a company has raised money from public through prospectus and still has any unutilised amount out of the money so raised under sub-section (8) of section 13;(e)issue of shares with differential rights as to voting or dividend or otherwise under sub-clause (ii) of clause (a) of section 43;(f)variation in the rights attached to a class of shares or debentures or other securities as specified under section 48;(g)buy-back of shares by a company under sub-section (1) of section 68;(h)election of a director under section 151 of the Act;(i)sale of the whole or substantially the whole of an undertaking of a company as specified under sub-clause (a) of sub-section (1) of section 180;(j)giving loans or extending guarantee or providing security in excess of the limit specified under sub-section (3) of section 186:[Provided that One Person Company and other companies having members upto two hundred are not required to transact any business through postal ballot.Provided that any aforesaid items of business under this sub-rule, required to be transacted by means of postal ballot, may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section:Provided further that One Person Companies and other companies having members upto two hundred are not required to transact any business through postal ballot.] [Substituted by Notification No. G.S.R. 560(E), dated 13.6.2018 (w.e.f 31.3.2014)]

## 23. Special Notice.

(1)A special notice required to be given to the company shall be signed, either individually or collectively by such number of members holding not less than one percent of total voting power or holding shares on which an aggregate sum of [not less than five lakh rupees] [Substituted by Notification No. G.S.R. 669(E), dated 26.8.2015 (w.e.f. 31.3.2014).] has been paid up on the date of the notice.(2)The notice referred to in sub-rule (1) shall be sent by members to the company not

earlier than three months but at least fourteen days before the date of the meeting at which the resolution is to be moved, exclusive of the day on which the notice is given and the day of the meeting.(3)The company shall immediately after receipt of the notice, give its members notice of the resolution at least seven days before the meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same manner as it gives notice of any general meetings.(4)Where it is not practicable to give the notice in the same manner as it gives notice of any general meetings, the notice shall be published in English language in English newspaper and in vernacular language in a vernacular newspaper, both having wide circulation in the State where the registered office of the Company is situated and such notice shall also be posted on the website, if any, of the Company.(5)The notice shall be published at least seven days before the meeting, exclusive of the day of publication of the notice and day of the meeting.

## **24. Resolutions and agreements to be filed.**

- A copy of every resolution or any agreement required to be filed, together with the explanatory statement under section 102, if any, shall be filed with the Registrar in Form No. MGT.14 along with the fee.

## **25. Minutes of proceedings of general meeting, meeting of Board of Directors and other meetings and resolutions passed by postal ballot.**

(1)(a)A distinct minute book shall be maintained for each type of meeting namely:-(i)general meetings of the members;(ii)meetings of the creditors(iii)meetings of the Board; and(iv)meetings of each of the committees of the Board.Explanation.- For the proposes of this sub-rule, resolutions passed by postal ballot shall be recorded in the minute book of general meetings as if it has been deemed to be passed in the general meeting.(b)(i)The minutes of proceedings of each meeting shall be entered in the books maintained for that purpose along with the date of such entry within thirty days of the conclusion of the meeting.(ii)In case of every resolution passed by postal ballot, a brief report on the postal ballot conducted including the resolution proposed, the result of the voting thereon and the summary of the scrutiniser's report shall be entered in the minutes book of general meetings along with the date of such entry within thirty days from the date of passing of resolution.(d)Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting or each report in such books shall be dated and signed -(i)in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the chairman of the said meeting or the chairman of the next succeeding meeting;(ii)in the case of minutes of proceedings of a general meeting, by the chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that chairman within that period, by a director duly authorized by the Board for the purpose;(iii)In case of every resolution passed by postal ballot, by the chairman of the Board within the aforesaid period of thirty days or in the event of there being no chairman of the Board or the death or inability of that chairman within that period, by a director duly authorized by the Board for the purpose.(e)The minute books of general meetings, shall be kept at the registered office of the company and shall be preserved permanently and kept in the custody of the company secretary or any director duly authorized by the board [ \* \* \* ] [Omitted 'or at such other place as may be approved by the Board' by Notification



No. G.S.R. 908(E), dated 23.8.2016 (w.e.f. 31.3.2014).].(f)The minutes books of the Board and committee meetings shall be preserved permanently and kept in the custody of the company secretary of the company or any director duly authorized by the Board for the purpose and shall be kept in the registered office or such place as Board may decide.

## **26. Copy of minute book of general meeting.**

- Any member shall be entitled to be furnished, within seven working days after he has made a request in that behalf to the company, with a copy of any minutes of any general meeting, on payment of such sum as may be specified in the articles of association of the company, but not exceeding a sum of ten rupees for each page or part of any page: Provided that a member who has made a request for provision of soft copy in respect of minutes of any previous general meetings held during a period immediately preceding three financial years shall be entitled to be furnished, with the same free of cost.

## **27. Maintenance and inspection of document in electronic form.**

(1) Every listed company or a company having not less than one thousand shareholders, debenture holders and other security holders, shall maintain its records, as required to be maintained under the Act or rules made there under, in electronic form. Explanation.- For the purposes of this sub-rule, it is hereby clarified that in case of existing companies, data shall be converted from physical mode to electronic mode within six months from the date of notification of provisions of section 120 of the Act. (2) The records in electronic form shall be maintained in such manner as the Board of directors of the company may think fit, Provided that -(a) the records are maintained in the same formats and in accordance with all other requirements as provided in the Act or the rules made there under; (b) the information as required under the provisions of the Act or the rules made there under should be adequately recorded for future reference; (c) the records must be capable of being readable, retrievable and reproducible in printed form; (d) the records are capable of being dated and signed digitally wherever it is required under the provisions of the Act or the rules made there under; (e) the records, once dated and signed digitally, shall not be capable of being edited or altered; (f) the records shall be capable of being updated, according to the provisions of the Act or the rules made there under, and the date of updating shall be capable of being recorded on every updating. Explanation:- For the purpose of this rule, the term "records" means any register, index, agreement, memorandum, minutes or any other document required by the Act or the rules made there under to be kept by a company.

## **28. Security of records maintained in electronic form.**

(1) The Managing Director, Company Secretary or any other director or officer of the company as the Board may decide shall be responsible for the maintenance and security of electronic records. (2) The person who is responsible for the maintenance and security of electronic records shall -(a) provide adequate protection against unauthorized access, alteration or tampering of records; (b) ensure against loss of the records as a result of damage to, or failure of the media on which the records are maintained; (c) ensure that the signatory of electronic records does not repudiate the signed record

as not genuine;(d)ensure that computer systems, software and hardware are adequately secured and validated to ensure their accuracy, reliability and consistent intended performance;(e)ensure that the computer systems can discern invalid and altered records;(f)ensure that records are accurate, accessible, and capable of being reproduced for reference later;(g)ensure that the records are at all times capable of being retrieved to a readable and printable form;(h)ensure that records are kept in a non-rewritable and non-erasable format like pdf. version or some other version which cannot be altered or tampered;(i)ensure that at least one backup, taken at a periodicity of not exceeding one day, are kept of the updated records kept in electronic form, every backup is authenticated and dated and such backups shall be securely kept at such places as may be decided by the Board;(j)limit the access to the records to the managing director, company secretary or any other director or officer or persons performing work of the company as may be authorized by the Board in this behalf;(k)ensure that any reproduction of non-electronic original records in electronic form is complete, authentic, true and legible when retrieved;(l)arrange and index the records in a way that permits easy location, access and retrieval of any particular record; and(m)take necessary steps to ensure security, integrity and confidentiality of records.

## **29. Inspection and copies of records maintained in electronic form.**

- Where a company maintains its records in electronic form, any duty imposed by the Act or rules made thereunder to make those records available for inspection or to provide copies of the whole or a part of those records, shall be construed as a duty to make the records available for inspection in electronic form or to provide copies of those records containing a clear reproduction of the whole or part thereof, as the case may be on payment of not exceeding ten rupees per page.

## **30. Penalty.**

- If any default is made in compliance with any of the provisions of this rule, the company and every officers or such other person who is in default shall be punishable with fine which may extend to five thousand rupees and where the contravention is a continuing one, with a further fine which may extend to five hundred rupees for every day after the first during which such contravention continues.

## **31. Report on Annual General Meeting.**

(1)The report in pursuance of the provisions of sub-section (1) of section 121 shall be prepared in the following manner, namely:-(a)the report under this section shall be prepared in addition to the minutes of the general meeting;(b)the report shall be signed and dated by the Chairman of the meeting or in case of his inability to sign, by any two directors of the company, one of whom shall be the Managing director, if there is one and company secretary of the company;(c)the report shall contain the details in respect of the following, namely:-(i)the day, date, hour and venue of the annual general meeting;(ii)confirmation with respect to appointment of Chairman of the meeting;(iii)number of members attending the meeting;(iv)confirmation of quorum;(v)confirmation with respect to compliance of the Act and the Rules, secretarial standards made there under with respect to calling, convening and conducting the meeting;(vi)business

transacted at the meeting and result thereof;(vii)particulars with respect to any adjournment, postponement of meeting, change in venue; and(viii)any other points relevant for inclusion in the report.(d)the Report shall contain fair and correct summary of the proceedings of the meeting.(2)The copy of the report prepared in pursuance of sub-section (1) of section 121 and sub-rule (1), shall be filed with the Registrar in Form No. MGT.15 within thirty days of the conclusion of the annual general meeting along with the fee.

Form No. MGT-1

Register of members

[Pursuant to section 88

(1)(a) of theCompanies

Act, 2013 and rule 3(1) of

the

Companies(Management

andAdministration)

Rules, 2014]

Name of the company:

Registered office address:

(TO BE MAINTAINED

SEPARATELY FOR

EACH CLASS OF

SHARES)

{|

Class of shares:

Nominal value per share

(in Rs.):

Total shares held:

FOLIO NO.

Personal details

Name of the member:

Name of joint holders, if

any:

Address/ Registered

address (in case of body

corporate):

E-mail Id:

CIN/ Registration No.:

Unique Identification No:

Father's/ Mother's/

Spouse's name:

Status:

Occupation:

PAN No.

Nationality:

In case member is a  
minor,

Name of Guardian:

Date of birth of minor:

Details of membership

Date of becoming  
member:

Date of declaration under  
section 89, if applicable:

Name and address of  
beneficial owner:

Date of receipt of  
nomination, if applicable:

Name and address of  
nominee:

No. of shares kept in  
abeyance, if applicable:

Record of lien on shares,  
if applicable:

Date of cessation of  
membership:

Instructions

Particulars of dividend  
mandates, power of  
attorney and  
other instructions, if any:

Instruction for sending  
notices etc., if any:

Details of share holding

{|

Allotment No./ Transfer No.	Date of allotment/ transfer	No. of shares allotted/ transferred	Distinctive numbers (both inclusive)	Folio of transferor, if applicable	Name of the transferor, if applicable
From	To				
(1)	(2)	(3)	(4)	(5)	(6)

Date of issue or endorsement of share certificate	Certificate No.	Lock in period, if any	Amount (Rs)	If shares are issued for consideration other than cash, brief particulars thereof	
Payable	Paid/ Deemed to be paid	Due			
(7)	(8)	(9)	(10)	(11)	
Date of transfer/ transmission/ forfeiture / redemption etc	No. of shares transferred/ transmitted/ forfeited/ redeemed etc	Distinctive numbers (both inclusive)	Folio of transferee	Name of transferee	Balance shares (after transfer / transmission/forfeiture / redemption etc)
From	To				
(12)	(13)	(14)	(15)	(16)	(17)
Remarks	Authentication/ signature				
(18)	(19)				

Form No. MGT-2  
 Register of debenture holders/ other securities holders  
 [Pursuant to section 88(1)(b) and ( c) of the Companies Act, 2013 and rule 4 of the Companies(Management and Administration) Rules, 2014]  
 Name of the company:  
 Registered office address:  
 (TO BE MAINTAINED SEPARATELY FOR EACH CLASS OF

DEBENTURES /OTHER  
SECURITIES IN  
RESPECT OF EACH  
HOLDER)

{|

Class of debentures /  
other securities:

Nominal value per unit  
(in Rs.):

Total no. of debentures /  
other securities held:

FOLIO NO.

Personal details

Name of the debenture  
holder/other security  
holder:

Name of joint holders, if  
any:

Address/ Registered  
address (in case of body  
corporate):

E-mail Id:

PAN/ CIN/ Registration  
No.:

Unique Identification No:

Father's/ Mother's/  
Spouse's name:

Occupation, if any:

Nationality:

In case debenture  
holder/other security  
holder is a minor:

Name of Guardian:

Date of birth of minor:

Details of holding

Date of becoming  
debenture holder/ other  
security holder:

Date of receipt of  
nomination:

Name and address of  
nominee:  
No. of debentures /  
securities kept in  
abeyance, if any:  
Record of lien on  
debentures / securities , if  
any :  
Date of cessation as  
debenture holder/ other  
security holder:  
Details of Security  
Whether repayment of  
the debentures / other  
securities is secured: Yes /  
No  
If secured, date of  
registration of charge  
with the ROC:  
Charge Identification  
Number allotted for the  
charge  
Brief particulars of the  
assets to secure such  
debentures /other  
securities:  
Instructions  
Particulars of interest  
mandates, power of  
attorney and  
other instructions, if any:  
Instruction for sending  
notices of class meetings,  
etc., if any:  
Details of debentures /  
other securities

{|

Allotment No./ transfer No.	Date of allotment/ transfer	No. of debentures/ other securities allotted/	Distinctive numbers(both inclusive)	Folio of transferor, the if applicable	Name of the transferor, if
--------------------------------	-----------------------------------	--	---	---	-------------------------------------

transferred				applicable	
From	To				
(1)	(2)	(3)	(4)	(5)	(6)
Date of issue/ endorsement of certificate	Certificate No.	Amount (Rs.)	If debentures /other securities		
Payable	Paid/deemed to be paid	Due	issued for consideration other than cash, brief particularsthereof		
(7)	(8)	(9)	(10)		
Date of transfer/ transmission/ redemption forfeiture of securities	No. of units transferred/ transmitted/ forfeited/ redeemed	Distinctive numbers (both inclusive)	Folio of transferee	Name of the transferee	
		From	To		
(11)	(12)	(13)	(14)	(15)	
Balance units left (after transfer, transmission, redemptionetc)	Other remarks	Authentication			
(16)	(17)	(18)			

}}}}

Form No. MGT-3

Notice of situation or change of situation or discontinuation of situation, of place where foreign registershall be kept

[Pursuant to section 88(4) of the CompaniesAct, 2013 and rule 7(2) of the Companies(Management andAdministration) Rules, 2014]

1. (a) CIN:

(b) GLN:

2. (a) Name of the company:

(b) Registered office address:

(c) E-mail id:

3. This notice is in respect of:

Situation of office where  
foreign register is kept  
Change of situation of office  
where foreign register is kept



Discontinuance of maintenance  
of foreign register

4. Foreign register relates to

Register of members

Register of debenture holders

Register of other security  
holders

Beneficial owners

Part A: Notice of situation of office where foreign register is kept

5. Notice is hereby given that the foreign register shall be kept at:

{|

Address

Line I

Line II

City

District

State

ISO Country Code

Country

Pin Code

E-mail ID

|-| Part B: Notice of change of situation where foreign register is kept|-| 6. Existing situation of the office where the foreign register is kept:|-| 7. Purpose for changing such office:|-| 8. Notice is hereby given that the foreign register shall be kept with effect from..... at:|-| {||-| Address| Line I|-|| Line II|-| City|-| District|-| State|-| Country|-| Pin Code|-| E-mail ID|}||-| Part C: Notice of change of situation where foreign register is kept|-| 9. Existing situation of the office where the foreign register is kept:|-| 10. Reason for such discontinuance:|-| 11. Notice is hereby given that the foreign register is discontinued to be maintained at the existing situation with effect from..... and all the entries in the said register is transferred to|-|| Another foreign register maintained at.....|-|| The principal register|-| Date:|-| Place:|-| Signature:|}

Form No. MGT-4

Declaration by the registered owner of shares who does not hold the beneficial interest in such shares

[Pursuant to section 89(1) of the Companies Act, 2013 and rule 9(1) of the Companies (Management and Administration) Rules, 2014]

To-

Name of the company

Registered office address:

1. Particulars of the Registered owner of shares:

(i) Name :

(ii) Father's / Mother's / Spouse's name:

(iii) Occupation :

(iv) Whether citizen of India

Yes

No

(v) Nationality

(vi) Date of Birth

(vii) Gender

Male

Female

(viii) PAN No.

(ix) Proof of Identity :

For Indian Nationals :

(Any of the following):

Income-tax permanent account number

Voter's identity card number

Passport number

Driving License

Unique Identification Number (UIN)

For Foreign nationals and Non Resident Indians :

Passport

Others

(x) Permanent Residential Address

{|

ISO Country Code

Country

Phone

Mobile

Fax

Email

ID

|-| (xi) Whether present residential address is same as the permanent residential address :|-| {||-| Yes No| |-| If no, present residential address| |-| ISO Country Code| Country| |-| Phone| Mobile| |-| Fax| Email ID| }|-| 2. Particulars of the shares in respect of which declaration is being made by the registered owner:|-| (i) Class of shares:|-| (ii) Number of shares:|-| (iii) Distinctive numbers: From..... To.....|-| (iv) Certificate No.:|-| (v) Folio No.:|-| (vi) Nominal value of shares:|-| (vii) Paid up value of shares:|-| 3. Declaration:|-| In pursuance of sub-section (1) of section 89 of the Companies Act, 2013, I .....hereby declare that the person (s) name below hold(s) the beneficial interest in the above mentioned shares registered in my name in the register of members of the company:|-| {||-| Sl. No.| Name of the beneficial owner(s)| Address and Email id| Date of birth/Age| Father's/Spouse's name| (1)| (2)| (3)| (4)| (5)| Occupation| Nationality| PAN/ UIN/ CIN (in case of company)| Passport No. (in case of foreign national)| Distinctive No., if applicable.|-| (6)| (7)| (8)| (9)| }|-| 4. Details of the beneficial interest:|-| (i) Nature of the beneficial interest:|-| (ii) Date of creation of the beneficial interest:|-| (iii) Reasons for not registering shares in the name of the beneficial owner(s):|-| (iv) Particulars of the instrument/ document, if any, showing the creation of such beneficial interest:|-| 5. Particulars of change in beneficial interest:|-| (i) Date of change:|-| (ii) Nature of the change in the beneficial interest:|-| (iii) Brief particulars of such change:|-| (iv) Reason for such change:|-| (v) Particulars of the

instrument/document, if any, showing the change in such beneficial interest:|-| Date:|-| Place:|-| Signature of the registered owner|-| Enclosures:|-| (a) Proof of identity of the registered owner and beneficial owner|-| (b) Instrument/ document under which the beneficial interest is created/ transferred/ changed.}|

Form No. MGT-5

Declaration by the beneficial owner who holds or acquires beneficial interest in shares but whose name is not entered in the register of member

[Pursuant to sub-section (2) and (3) of section 89 of the Companies Act, 2013 and rule 9(2) of the Companies (Management and Administration) Rules, 2014]

To-

Name of the company

Registered office address:

1. Particulars of the shares in which beneficial interest is held by the person making declaration:

(i) Class of shares:

(ii) Number of shares:

(iii) Distinctive

numbers: From..... To.....

(iv) Certificate No.:

(v) Folio No.

(vi) Nominal value of shares:

(vii) Paid up value of shares:

2. Particulars of the beneficial owner

{|

Sl. No.	Name of the beneficial owner(s)	Address and Email id	Date of birth/ Age	Father's/ Mother's Spouse's name
(1)	(2)	(3)	(4)	(5)
Occupation	Nationality	PAN/ UIN/ CIN (in case of company)	Passport No. (in case of foreign national)	

(6) (7) (8) (9)

|-| 3. Declaration|-| In pursuance of sub-section (2) of section 89 of the Companies Act 2013, I .....hereby declare that I hold / have acquired the beneficial interest in the above mentioned shares of the company which are registered in the name of the person whose particulars are furnished below:|-| 4. Particulars of the registered owner|-| {|-| Sl. No.| Name of the beneficial owner(s)| Address and Email id| Date of birth/ Age| Father's/ Mother's Spouse's name|-| (1)| (2)| (3)| (4)| (5)| Occupation| Nationality| PAN/ UIN/ CIN (in case of company)| Passport No. (in case of foreign national)| (6)| (7)| (8)| (9)| }|-| 5. Details of the beneficial interest:|-| (i) Date of creation / acquisition of beneficial interest:|-| (ii) Mode of acquisition of beneficial interest: Allotment / Transfer / others, specify|-| (iii) Nature of the beneficial interest:|-| (iv) Reasons for not registering shares in my name:|-| (v) Particulars of the instrument/document, if any, showing the creation of such beneficial interest:|-| 6. Particulars of the person from whom the beneficial interest is acquired, if applicable:|-| (i) Name of the transferor of beneficial interest:|-| (ii) Whether shares were registered in his name:|-| (If not, whether any declaration under sub-section (2) of section 89 was filed by him to the company. If so, date of such declaration)|-| (iii) Particulars of the instrument/document, if any, showing the transfer of such beneficial interest:|-| 7. Particulars of change in beneficial interest:|-| (i) Date of change:|-| (ii) Nature of the change in the beneficial interest:|-| (iii) Brief particulars of such change:|-| (iv) Reason for such change:|-| (v) Particulars of the instrument/document, if any, showing the change in such beneficial interest:|-| Date:|-| Place:|-| Signature of beneficial owner|-| CERTIFICATE|-| I hereby certify that the beneficial interest in the shares mentioned above has been transferred by me on .....|-| Signature of the person who has transferred the beneficial interest in the shares|-| Date:|-| Place:|-| Enclosures:|-| 1. Proof of identity of the registered owner and beneficial owner;|-| 2. Instrument/ document under which the beneficial interest is created/ transferred/ changed.}|

{|

[FORM NO. MGT-6] [Substituted by Notification No. G.S.R. 175(E), dated 16.2.2018 (w.e.f. 31.3.2014).][Pursuant to section 89(6) of The Companies Act, 2013 and pursuant to rule 9(3) of The Companies (Management and Administration) Rules, 2014]

Return to the Registrar in respect of declaration under section 89 received by the company

Form language English Hindi

Refer the instruction kit for filing the form.

1.\*(a) Corporate identity number (CIN) of company {|

|-| (b)| Global location number (GLN) of company|

||}

2.(a) Name of the company {|

|-| (b)| Address of the registered office of the company|

||}

I. Particulars of shares in respect of which the person whose name is entered in the register of members of the company as a holder of shares does not hold the beneficial interest in such shares

1.(a) \*Number of shares {

||-| (b)| Distinctive number of shares| From| To|-| (c)| \*Kind of shares|

|-| (d)| \*Face value of shares (Rs.)|

||-| (e)| \*Paid-up value of shares (Rs.)|

||}

2.(a) \*Name of the person in whose name the above shares have been registered as holder in the register of members

{

|-| (b)| \*Address Line I|

|-|| Line II|

|-| (c)| \*City|

|-| (d)| \*State||-| (e)| \*Country|

|-| (f)| \*Pin code|

|-| (g)| \*Nationality|

|-| (h)| Father's name or Husband's name|Father's name|Husband's name|-|

|-| (i)| Name of the Authorized person|

|-| (j)| \*Date of entry of name in register| (DD/MM/YYYY)|-| (k)| \*Date of declaration| (DD/MM/YYYY)|-| (l)| \*Date of receipt of declaration by the company| (DD/MM/YYYY)|}

3.(a) \*Name of person who holds a beneficial interest in such shares

{

|-| (b)| \*Address Line I|

|-|| Line II|

|-| (c)| \*City|

|-| (d)| \*State||-| (e)| \*Country|

|-| (f)| \*Pin code|

|-| (g)| \*Nationality|

|-| (h)| \*Date of declaration| (DD/MM/YYYY)|-| (i)| \*Date of receipt of declaration by the company| (DD/MM/YYYY)|}

II. Particulars of shares in respect of which the person whose name is entered in the register of members of the company as a holder of shares does not hold the beneficial interest in such shares

1.(a) Number of shares {|

||-| (b)| Distinctive number of shares| From| To|-| (c)| Kind of shares|

|-| (d)| Face value of shares (Rs.)|

||-| (e)| Paid-up value of shares (Rs.)|

||}

2.(a) Name of the person in whose name the above shares have been registered as holder in the register of members

{|

|-| (b)| Address Line I|

|-|| Line II|

|-| (c)| City|

|-| (d)| State||-| (e)| Country|

|-| (f)| Pin code|

|-| (g)| Nationality|

|-| (h)| Father's name or Husband's name|Father's name|Husband's name|-|

|-| (i)| Name of the Authorized person|

|-| (j)| Date of entry of name in register| (DD/MM/YYYY)|-| (k)| Date of declaration|  
(DD/MM/YYYY)|-| (l)| Date of receipt of declaration by the company| (DD/MM/YYYY)|}

3.(a) Name of person who holds a beneficial interest in such shares

{|

|-| (b)| Address Line I|

|-|| Line II|

|-| (c)| City|

|-| (d)| State||-| (e)| Country|

|-| (f)| Pin code|

|-| (g)| Nationality|

|-| (h)| Date of declaration| (DD/MM/YYYY)|-| (i)| Date of receipt of declaration by the company|  
(DD/MM/YYYY)|}

Particulars of shares in respect of which the person whose name is entered in the register of  
III. members of the company as a holder of shares does not hold the beneficial interest in  
such shares

1.(a) Number of shares {|

||-| (b)| Distinctive number of shares| From| To|-| (c)| Kind of shares|

|-| (d)| Face value of shares (Rs.)|

||-| (e)| Paid-up value of shares (Rs.)|

||}

2.(a) Name of the person in whose name the above shares have been registered as holder in the  
register of members

{|

|-| (b)| Address Line I|

|-|| Line II|

|-| (c)| City|

|-| (d)| State||-| (e)| Country|

|-| (f)| Pin code|

|-| (g)| Nationality|

|-| (h)| Father's name or Husband's nameFather's nameHusband's name|-|

|-| (i)| Name of the Authorized person|

|-| (j)| Date of entry of name in register| (DD/MM/YYYY)|-| (k)| Date of declaration|  
(DD/MM/YYYY)|-| (l)| Date of receipt of declaration by the company| (DD/MM/YYYY)|}

3.(a) Name of person who holds a beneficial interest in such shares

{|

|-| (b)| Address Line I|

|-|| Line II|

|-| (c)| City|

|-| (d)| State||-| (e)| Country|

|-| (f)| Pin code|

|-| (g)| Nationality|

|-| (h)| Date of declaration| (DD/MM/YYYY)|-| (i)| Date of receipt of declaration by the company|  
(DD/MM/YYYY)|}

Particulars of shares in respect of which the person whose name is entered in the register of  
IV. members of the company as a holder of shares does not hold the beneficial interest in  
such shares

1.(a) Number of shares {|

||-| (b)| Distinctive number of shares| From| To|-| (c)| Kind of shares|



|-| (d)| Face value of shares (Rs.)|

||-| (e)| Paid-up value of shares (Rs.)|

||}

2.(a) Name of the person in whose name the above shares have been registered as holder in the register of members

{|

|-| (b)| Address Line I|

|-|| Line II|

|-| (c)| City|

|-| (d)| State||-| (e)| Country|

|-| (f)| Pin code|

|-| (g)| Nationality|

|-| (h)| Father's name or Husband's nameFather's nameHusband's name|-|

|-| (i)| Name of the Authorized person|

|-| (j)| Date of entry of name in register| (DD/MM/YYYY)|-| (k)| Date of declaration| (DD/MM/YYYY)|-| (l)| Date of receipt of declaration by the company| (DD/MM/YYYY)|}

3.(a) Name of person who holds a beneficial interest in such shares

{|

|-| (b)| Address Line I|

|-|| Line II|

|-| (c)| City|

|-| (d)| State||-| (e)| Country|

|-| (f)| Pin code|

| - | (g) | Nationality |

| - | (h) | Date of declaration | (DD/MM/YYYY) | - | (i) | Date of receipt of declaration by the company | (DD/MM/YYYY) | }

V. Particulars of shares in respect of which the person whose name is entered in the register of members of the company as a holder of shares does not hold the beneficial interest in such shares

1.(a) Number of shares { |

| | - | (b) | Distinctive number of shares | From | To | - | (c) | Kind of shares |

| - | (d) | Face value of shares (Rs.) |

| | - | (e) | Paid-up value of shares (Rs.) |

| | }

2.(a) Name of the person in whose name the above shares have been registered as holder in the register of members

{ |

| - | (b) | Address Line I |

| - | | Line II |

| - | (c) | City |

| - | (d) | State | | - | (e) | Country |

| - | (f) | Pin code |

| - | (g) | Nationality |

| - | (h) | Father's name or Husband's name | Father's name | Husband's name | - |

| - | (i) | Name of the Authorized person |

| - | (j) | Date of entry of name in register | (DD/MM/YYYY) | - | (k) | Date of declaration | (DD/MM/YYYY) | - | (l) | Date of receipt of declaration by the company | (DD/MM/YYYY) | }

3.(a) Name of person who holds a beneficial interest in such shares

{ |

|-| (b)| Address Line I|

|-|| Line II|

|-| (c)| City|

|-| (d)| State||-| (e)| Country|

|-| (f)| Pin code|

|-| (g)| Nationality|

|-| (h)| Date of declaration| (DD/MM/YYYY)|-| (i)| Date of receipt of declaration by the company| (DD/MM/YYYY)|}

Particulars of shares in respect of which the person whose name is entered in the register of VI. members of the company as a holder of shares does not hold the beneficial interest in such shares

1.(a) Number of shares {|

||-| (b)| Distinctive number of shares| From| To|-| (c)| Kind of shares|

|-| (d)| Face value of shares (Rs.)|

||-| (e)| Paid-up value of shares (Rs.)|

||}

2.(a) Name of the person in whose name the above shares have been registered as holder in the register of members

{|

|-| (b)| Address Line I|

|-|| Line II|

|-| (c)| City|

|-| (d)| State||-| (e)| Country|

|-| (f)| Pin code|

|-| (g)| Nationality|

|-| (h)| Father's name or Husband's name|Father's name|Husband's name|

|-| (i)| Name of the Authorized person|

|-| (j)| Date of entry of name in register| (DD/MM/YYYY)|-| (k)| Date of declaration|  
(DD/MM/YYYY)|-| (l)| Date of receipt of declaration by the company| (DD/MM/YYYY)|}

3.(a) Name of person who holds a beneficial interest in such shares

{|

|-| (b)| Address Line I|

|-|| Line II|

|-| (c)| City|

|-| (d)| State||-| (e)| Country|

|-| (f)| Pin code|

|-| (g)| Nationality|

|-| (h)| Date of declaration| (DD/MM/YYYY)|-| (i)| Date of receipt of declaration by the company|  
(DD/MM/YYYY)|}

Attachments

1. \*Declaration by person referred to in section 89(1)
2. \*Declaration by person referred to in section 89(2) or 89(3)
3. Optional attachment(s) – if any

List of attachments

{|

|-| Declaration||-| To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete. I have been authorized by the board of directors' resolution dated \*(DD/MM/YYYY) to sign and submit this form.|}

\*To be digitally signed by

\*Designation

\*Director identification number of the director; or DIN or PAN of the manager or CEO or CFO;  
or Membership number of the Company secretary

{|

|}

Note: Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively

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-7] [Substituted by Notification No. G.S.R. 862(E), dated 16.11.2015 (w.e.f. 31.3.2014).][Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 Annual and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, Return 2014]

Form language O English O HindiRefer the instruction kit for filing the form.

#### I. Registration and Other Details

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

|

Pre-fill

|}-| (ii) Global Location Number (GLN) of the company|

|}

(ii) (a) Name of company {  
|

|}-| (b) Registered office address|}-|

|}-| (c) \*email-ID of the company|

|}-| (d) \*Telephone number with STD code|

|}-| (e) Website|

|}

(iii) Date of Incorporation {  
|

|}-| (iv)|

Type of Company Category of the Company Sub-category of the Company

|}-| (v)| Whether company is having share capital| O Yes O No|}

(vi) \*Whether shares listed on recognized Stock Exchange(s) O Yes O No

(a) Details of stock exchanges where share are listed

{	
S. No.	Stock Exchange Name
Code	
1	
2	
-   (b) CIN of the Registrar and Transfer Agent	
{	
Pre-fill	
} -   Name of the Registrar and Transfer Agent -	
-   Registered office address of the Registrar and Transfer Agents -	
}	
(vii)	*Financial year {
From	{
(DD/MM/YYYY)To	
(DD/MM/YYYY) } }	
(viii) *Whether Annual General Meeting (AGM) held O Yes O No	
(a) If yes, date of AGM	{
-   (b) Due date of AGM	
-   (c) Whether any extension for AGM granted  O Yes O No -   (d) If yes, provide the Service Request Number of the application form filed for extension	
-   (e) Extended due date of AGM after grant of extension	
{	
Pre-fill	
} -   (f) Specify the reasons for not holding the same  -	
}	
II. Principal Business Activities of the Company	
*Number of business activities	{
-	

Sl. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% to total turnover of company
---------	--------------------------	------------------------------------	------------------------	----------------------------------	--------------------------------

1

2

}

### III. Particulars of Holding, Subsidiary, Joint Ventures and Associate Companies

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

{

|

Pre-fill All

}-|

Sl. No.	Name of company	CIN/FCRN	Holding/ Subsidiary/ Joint Ventures/ Associate	% of shares held
---------	-----------------	----------	--	------------------

1

2

}

### IV. Share Capital, debentures and Other Securities of the Company

(i) \*Share Capital  
(a) Equity share capital  
{

Particulars	Face Value	Authorized Capital	Issued Capital	Subscribed Capital	Paid Up Capital
-------------	------------	--------------------	----------------	--------------------	-----------------

Total number of equity shares

Total amount of equity shares (in rupees)

}-|

Number of classes {

}-|

Class of shares {

| Authorized Capital| Issued Capital| Subscribed Capital| Paid Up Capital|-| Number of equity shares||||-| Nominal value per share (in rupees)||||-| Total amount of equity shares (in rupees)|||||}-| (b) Preference share capital|-|

Particulars

	Authorized Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total number of preference shares				
Total amount of preference shares (in rupees)				
-				
Number of classes {				
-				
Class of shares{				

| Authorized 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 Authorized Capital

Total amount of unclassified shares

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

Class of Shares	Number of shares	Total Nominal Amount	Total paid-up amount	Total premium
-----------------	---------------------	-------------------------	-------------------------	------------------

Equity shares

At the beginning of the year

Increase during the year

i. Public Issues

ii. Rights issue

iii. Bonus issue

iv. Private Placement/  
Preferential allotment

v. ESOPs

vi. Sweat equity shares allotted

vii. Conversion of Preference  
share

viii. Conversion of Debentures

ix. GDRs/ADRs

x. Others, Specify{

||||-| Decrease during the year||||-| i. Buy-back of shares||||-| ii. Shares forfeited||||-| iii.  
Reduction of share capital||||-| iv. Others, Specify

||||-| At the end of the year||||-| Preference shares||||-| At the beginning of the year||||-|  
Increase during the year||||-| i. Issues of shares||||-| ii. Re-issue of forfeited shares||||-| iii.



Others, Specify

||||-| Decrease during the year||||-| i. Redemption of shares||||-| ii. Shares forfeited||||-| iii. Reduction of share capital||||-| iv. Others, Specify

||||-| At the end of the year||||}|}

(ii) Details of stock/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 anytime since the incorporation of the company)\*

{ |

{ |

| Nil |} | - | | [Details being provided in a CD/Digital Media] O Yes O No O Not applicable | - | | Separate sheet attached for details of transfers O Yes O 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 { |

|} | - | |

Date of Registration of Transfer of Shares { |

| - | Type of Transfer |

| 1. Equity, 2. Preference Shares, 3. Debtentures, 4. Stock | - | Number of Shares/Debtentures Transferred |

| Amount per Share (in Rs.) |

| - | Ledger Folio of Transferor |

| - | Transferor's Name |

|

|

| - || Surname| Middle Name| First Name| - | Ledger Folio of Transferee|

| - | Transferee's Name|

|

|

| - || Surname| Middle Name| First Name| }| - ||

Date of Registration of Transfer of Shares { |

| - | Type of Transfer|

| 1. Equity, 2. Preference Shares, 3. Debentures, 4. Stock| - | Number of Shares/Debentures Transferred|

| Amount per Share (in Rs.)|

| - | Ledger Folio of Transferor|

| - | Transferor's Name|

|

|

| - || Surname| Middle Name| First Name| - | Ledger Folio of Transferee|

| - | Transferee's Name|

|

|

| - || Surname| Middle Name| First Name| }| }

(iv) \*Indebtedness including debentures

(Outstanding as at the end of financial year)

{|

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures			
Partly convertible debentures			
Fully convertible debentures			
Secured Loans excluding deposits			
Unsecured Loans excluding deposits			
Deposit			
Total			

|-|| 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				
Partly convertible debentures				
Fully convertible debentures				

|}

(v) Securities (other than shares and debentures) {|

|-||

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) Total Turnover

{|

|-| (ii)| Net worth of the Company|

}}

VI. (a) \*Share Holding Pattern - Promoters

{|

S. No.	Category	Indian	Foreign
Number of shares	Percentage	Number of shares	Percentage
1.	Individual/HUF		
	(i) Indian		
	(ii) Non-resident Indian (NRI)		
	(iii) Foreign national (other than NRI)		
2.	Government		
	(i) Central Government		
	(ii) State Government		
	(iii) Government companies		
3.	Insurance companies		
4.	Banks		
5.	Financial Institutions		
6.	Foreign Institutional Investors		
7.	Mutual Funds		
8.	Venture capital		
9.	Body corporate(not mentioned above)		
10.	{		

Others

||||-|| Total|||||}-||

Total number of shareholders

|-|| (b) \*Share Holding Pattern - Public|-||

S. No.	Category	Indian	Foreign
Number of shares	Percentage	Number of shares	Percentage
1.	Individual/HUF		
	(i) Indian		
	(ii) Non-resident Indian (NRI)		
	(iii) Foreign national (other than NRI)		
2.	Government		
	(i) Central Government		
	(ii) State Government		
	(iii) Government companies		
3.	Insurance companies		

4. Banks
5. Financial Institutions
6. Foreign Institutional Investors
7. Mutual Funds
8. Venture capital
9. Body corporate(not mentioned above)
10. { |

Others

||||-|| Total||||}|-||

Total number of shareholders

|-||

Total number of shareholders (Promoters + Public)

|-||

(c) \*Details of Foreign institutional investors' (FIIs)holding shares of the company { |

|}|-||

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

|}

VII. \*Number of Promoters, Member, Debenture Holders { |

Details	As at beginning of the year	Addition during the year	Cessation during the year	As at the end of the year
---------	-----------------------------	--------------------------	---------------------------	---------------------------

Promoters

Members (other than promoters)

Debenture holders

|-| VIII.| Details of Directors and Key Managerial Personnel|-| (A)| \*Composition of Board of Directors|-||

Category	Number of directors at the beginning of theyear	Number of directors at the end of the year	Percentage of shares held by directors as attthe end of the year	Executive	Non-executive
Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter

B. Non-promoter

(i)

Non-Independent

(ii) Independent

C. Nominee

Directors  
representing

(i) Banks & FIs

(ii) Investing  
institutions

(iii) Government

(iv) Small share  
holders

(v) Others

Total

|-||

Number of Directors and key managerial personnel (who is not director) as on the financial year and date { |

| } |-| (B) |

(i) \*Details of directors and Key managerial personnel as on the closure of financial year { |

| } |-|

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : if any)
------	---------	-------------	------------------------------	--

|-||

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

| } |-|

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/CLB/NCLT/Court Convened Meetings

{ |

Number of meetings held { |

}}|-||

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance
Number of members attended	% of total shareholding		

|-| B.| Board Meetings|-||

\*Number of meetings held {|

}}|-||

Sl. No.	Date of meeting	Total Number of Directors as on the date of meeting	Attendance
Number of directors attended	% of attendance		

1.

2.

|-| C.| Committee Meetings|-||

Number of meetings held {|

}}|-||

Sl. No.	Type of meeting	Date of meeting	Total Number of Members as on the ate of meeting	Attendance
Number of members attended	% of total shareholding			

1.

2.

|-| D.| \*Attendance of Directors|-||

S. No.	Name of the Director	No. of Meetings which were entitled to attend	No. of Meeting attended	% of attendance	No. of Meetings Held	No. of Meeting attended	% of attendance	Whether attended last AGM held on{
--------	----------------------	---	-------------------------	-----------------	----------------------	-------------------------	-----------------	------------------------------------

(Y/N/NA)|-| 1.|||||||}}}

X. \*Remuneration of Directors and Key managerial Personnel

{|

{|

| Nil|}}|-| A.|

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

| } | - | |

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

1.

Total

| - | B. |

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

| } | - | |

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

1.

Total

| - | C. |

Number of other directors whose remuneration details to be entered { |

| } | - | |

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

1.

Total

| }

## XI. Matters related to certification of Compliances and Disclosures

### A. Certification of Compliances

Whether company has made all disclosures during the year O Yes O No

If No, give details along with the reasons and supporting documents

{ |

| }

## 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 offence committed	Particulars of offence	Amount of compounding (in rupees)
--	---	---------------	---	------------------------	-----------------------------------

|-| XIII.| Whether complete list of Shareholders, Debenture Holders has been enclosed as an attachment O Yes O No|-|| (In case of 'No', submit the details separately through 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 {}|

|-| Whether associate or fellow| O Associate O Fellow|-| Certificate of particular 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 all the provisions of the Act during the financial year.|-|| (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.|-|| (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of

the Act are not to be included in reckoning the number of two hundred.|-|| Declaration|-|| I am authorized 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 {|

DSC BOX

|-| DIN of the director|

|-| To be digitally signed by|

DSC BOX

|}-|| oCompany Secretary|-|| oCompany Secretary in practice|-||

Membership number {|

| Certificate of Practice number|

|}||

Attachments

List of attachments

1. list of share holders, debenture holders; {|

Attach

|

|-|| 2. Approval letter for extension of AGM;|

Attach

|-|| 3. Copy of MGT-8;|

Attach

|-|| 4. Optional Attachment(s), if any.|

Attach

|-|||

Remove Attachment

|}

{|

Modify

|

Check Form

|

Prescutiny

|

Submit

| - || This e-Form 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

I/ We have examined the registers, records and books and papers of ----- Limited/Private Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on -----, 20----. In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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:

1. its status under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefor;
3. 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 within/beyond the prescribed time;
4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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;
5. closure of Register of Members / Security holders, as the case may be.

6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/ conversion of shares/securities and issue of security certificates in all instances;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10. declaration/ payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

Place: Date:

Signature: Name of  
Company Secretary  
in practice: C.P. No.

Note: The qualification, reservation or adverse remarks, if any, may be stated at the relevant place(s).

Form No. MGT-9

**EXTRACT OF ANNUAL  
RETURN**

as on the financial year  
ended on \_\_\_\_\_

[Pursuant to section 92(3) of  
the Companies Act, 2013 and  
rule 12(1) of the  
Companies (Management  
and Administration) Rules,  
2014]

**I. REGISTRATION AND  
OTHER DETAILS:**

- i) CIN:-
- ii) Registration Date
- iii) Name of the Company
- iv) Category / Sub-Category  
of the Company
- v) Address of the  
Registered office and contact  
details
- vi) Whether listed company Yes / No
- vii) Name, Address and  
Contact details of Registrar  
and Transfer Agent, if any

**II. PRINCIPAL BUSINESS  
ACTIVITIES OF THE  
COMPANY**

All the business activities  
contributing 10 % or more of  
the total turnover of the  
company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1			
2			
3			

**III. PARTICULARS OF  
HOLDING, SUBSIDIARY  
AND**

ASSOCIATE COMPANIES -

S.No.	Name and Address of The Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held
-------	---------------------------------	---------	------------------------------	------------------

1

2

IV. SHARE HOLDING  
PATTERN (EQUITY SHARE  
CAPITAL BREAKUP  
AS PERCENTAGE OF  
TOTAL EQUITY)

i) Category-wise Share  
Holding

Category of Shareholders	No. of Shares held at the beginning of the year	No. of Shares held at the end of the year	% Change during the year	% of Total Shares
	Demat	Physical	Total	

A. Promoters(1) Individual/HUFb) Central Govtc) State Govt (s)d) Bodies Corp.e) Banks / FIIf) Any Other....Sub-total (A)  
(1):- (2) Foreigna) NRIs - Individualsb) Other – Individualsc) Bodies Corp.d) Banks / FIe) Any Other....Sub-total (A) (2):-  
Total shareholding of Promoter (A) =  
(A)(1)+(A)(2)

B. Public Shareholding1. Institutionsa) Mutual Fundsb) Banks / FIc) Central Govtd) State Govt(s)e) Venture Capital Fundsf) Insurance Companiesg) FIIf) Foreign Venture Capital Fundsi) Others (specify)Sub-total

(B)(1):-2. Non-Institutionsa)

Bodies Corp.i) Indianii)

Overseasb) Individualsi)

Individual shareholders

holding nominal share

capital uptoRs. 1 lakhii)

Individual shareholders

holding nominal share

capital in excess of Rs 1

lakhc)

Others(specify)Sub-total

(B)(2):-

Total Public Shareholding

(B)=(B)(1)+ (B)(2)

C. Shares held by Custodian

for GDRs & ADRs

Grand Total (A+B+C)

(ii) Shareholding of

Promoters

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year	Share holding at the end of the year
--------	-----------------------	--	---

No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares
---------------	-------------------------------------	--

1

2

3

Total

(iii) Change in Promoters'

Shareholding ( please

specify,if there is no change)

Sl.No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year
--------	--	--

No. of shares	% of total shares of the company	No. of shares
---------------	-------------------------------------	---------------

At the beginning  
of the year  
Date wise  
Increase /  
Decrease in  
Promoters Share  
holding during  
the year  
specifying the  
reasons for  
increase /  
decrease (e.g.  
allotment /  
transfer / bonus/  
sweat equity  
etc):  
At the End of the  
year

(iv) Shareholding Pattern of  
top ten Shareholders  
(other than Directors,  
Promoters and Holders of  
GDRs and ADRs):

Sl.No.	Shareholding		Cumulative Shareholding	No. of shares
	at the beginning of the year	during the year		
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year			
	Date wise			
	Increase /			
	Decrease in			
	Share holding			
	during the year			
	specifying the			
	reasons for			
	increase /			



decrease  
(e.g.allotment /  
transfer / bonus  
/ sweat equity  
etc):  
At the End of the  
year ( or on the  
date of  
separation,  
ifseparated  
during the year)

(v) Shareholding of  
Directors and Key  
ManagerialPersonnel:

Sl.No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares
	At the beginning of the year Date wise Increase / Decrease in Share holding during theyear specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc): At the End of the year					

## V. INDEBTEDNESS

Indebtedness of the  
Company including

interest outstanding/accrued  
but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due Total (i+ii+iii)				
Change in Indebtedness during the financial year • Addition • Reduction Net Change				
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due Total (i+ii+iii)				

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to  
Managing Director,  
Whole-time Directors and/or  
Manager:

Sl.no.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount	
		----	---	---
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s			

- 17(2)Income-tax Act, 1961(c)  
Profits in lieu of salary under section 17(3)  
Income-taxAct, 1961
2. Stock Option
3. Sweat Equity
4. Commission- as % of profit- others, specify...
5. Others, please specify
- Total (A)
- Ceiling as per the Act

B. Remuneration to other directors:

Sl.no.	Particulars of Remuneration	Name of Directors	Total Amount	
		-----	----	----
3.	Independent Directors• Fee for attending board / committee meetings• Commission• Others, please specify			
	Total (1)			
4.	Other Non-Executive Directors• Fee for attending board / committee meetings• Commission• Others, please specify			

Total (2)  
 Total (B)=(1+2)  
 Total Managerial  
 Remuneration  
 Overall Ceiling  
 as per the Act

C. Remuneration To Key  
 Managerial Personnel Other  
 Than MD/MANAGER/WTD

Sl.no.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO
1.	Gross salary(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961(b) Value of perquisites u/s 17(2) Income-tax Act, 1961(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission- as % of profit- others, specify...			
5.	Others, please specify			
	Total			

VII. PENALTIES /  
 PUNISHMENT/  
 COMPOUNDING OF  
 OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]
Penalty				
Punishment				
Compounding				
C. OTHER OFFICERS IN DEFAULT				
Penalty				
Punishment				
Compounding				
[***] [Omitted by Notification No. G.S.R. 560(E), dated 13.6.2018 (w.e.f. 31.3.2014)]				
{				
Form No. MGT-10				
Changes in shareholding position of promoters and top ten shareholders				
[Pursuant to section 93 of the Companies Act, 2013 and rule 13 of the Companies (Management and Administration) Rules, 2014]				
1. (a) CIN:				
(b) GLN:				
2. (a) Name of the company:				
(b) Registered office address:				
(c) E-mail id:				
3. Name of the stock exchange where the shares of the company are listed:				
(i)				
(ii)				
4. Details of change in shareholding position of promoters:				
{				
Name of the Promoter	No. of shares held before the	% of shareholding before the change	Change in share holding in number of shares (+) Increase	No. of shares held after the

	change		(-) decrease	change
(1)	(2)	(3)	(4)	(5)

% of shareholding after the change	Reason for change	No. of shares pledged/encumbered after the change	Remarks
(6)	(7)	(8)	

5. Details of change in shareholding position of top ten shareholders: { Name of the share holders | No. of shares held before the change | % of shareholding before the change | Change in share holding in number of shares(+)Increase (-) decrease | No. of shares held after the change | (1) | (2) | (3) | (4) | (5) | % of shareholding after the change | Reason for change | No. of shares pledged/encumbered after the change | Remarks | (6) | (7) | (8) | } Signature: | Date: | Place: | }

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

CIN:

Name of the company:

Registered office:

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of .....shares of the above named company, hereby appoint

1. Name : .....

Address :

E-mail Id :

Signature :....., or failing him

2. Name : .....

Address:

E-mail Id :

Signature:....., or failing him

3. Name : .....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the..... Annual general meeting/ Extraordinary general meeting of the company, to be held on the..... day of..... At.....a.m. / p.m.

at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.....

2.....

3.....

Signed this..... day of.....20....

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form No. MGT-12 Polling

Paper [Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company:

Registered office:

BALLOT PAPER

S No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investor holding shares)	

in dematerialised form)

4. Class of Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
----	----------	--------------------------	----------------------------	-------------------------------

1.

Place: Date: (Signature of the shareholder)

Form No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman

Annual / Extraordinary General Meeting of the Equity Shareholders of Limited

Held on at

Dear Sir,

I/We,

\*and, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of Limited, held on at, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.

2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained



by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

I/We did not find any poll papers invalid.

\* Not applicable if there is only one scrutinizer appointed.

4. The result of the Poll is as under:

(a) Resolution \_\_\_\_\_

- \_\_\_\_\_

(Reproduce Item No. and heading of the Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)

Number of votes cast by them

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)

Number of votes cast by them

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid

Total number of votes cast by them

(a) Resolution \_\_\_\_\_

- \_\_\_\_\_

(Reproduce Item No. and heading of the Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)

Number of votes cast by them

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)

Number of votes cast by them

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid

Total number of votes cast by them

----- (Enumerate depending on the number of resolutions for which poll is taken)

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Date:

Signature/s of the Scrutiniser/ s

FORM NO.MGT.14[Pursuant to section 94 (1) , 117(1) of The Companies Act, 2013 and section 192 of the Companies Act, 1956 and rules made thereunder]

Filing or Resolutions and agreements to the Registrar

Form language English Hindi Refer the instruction kit for filing the form.   -	1.   (a) *Corporate identity number (CIN) of company       -	(b) Global location number (GLN) of company       -	2.   (a) Name of the company     -	(b) Address of the registered office of the company     -	(c) *e-mail ID of the company     -	{
3.	*Registration of	Resolution(s)	Agreement	Postal ballot resolution(s)		

Proposed  
resolution  
under section  
94(1)

4. Date of dispatch of notice for passing of (a) Resolution(s) (DD/MM/YYYY) (b) Postal ballot resolution(s) (DD/MM/YYYY) 5. Date of passing of (a) Resolution(s) (DD/MM/YYYY) (b) Postal ballot resolution(s) (DD/MM/YYYY) 6. Number of resolution(s) for which the form is being filed Details of the resolution I. (a)(i) Section of the Companies Act, 2013 under which passed (ii) Section of the Companies Act, 1956 under which passed (b) Purpose of passing the resolution If others, mention the section and purpose (c) Subject matter of the resolution (d) Mention whether resolution passed by postal ballot Yes/No (e) Indicate the authority passing or agreeing to the resolution Board of directors/Shareholders/Class of shareholders/Creditors/Whether ordinary or special resolution or with requisite majority (f) Ordinary resolution/Special resolution/Requisite majority 7. (a) In case of alteration in object clause, whether there is any change in the industrial activity of the company Yes/No (b) If yes, provide the main division of new industrial activity of the company Description of the main division 8. In case of voluntary winding up under section 304, provide the following details (a) Mode of winding up Members'/Creditors' (b) Date of commencement of winding up (DD/MM/YYYY) (c) Number of liquidators Details of liquidator(s) I. Income-tax permanent account number (Income-tax PAN) Name Address Line I Line II City State Country Pin code 9. Details of agreement (a) Date of agreement (DD/MM/YYYY) (b)(i) Section of the Companies Act, 2013 under which entered (ii) Section of the Companies Act, 1956 under which entered (c) Purpose of entering into the agreement If others, mention the section and purpose (d) Subject matter of the agreement (e) Indicate the authority adopting the agreement Board of directors/Shareholders/Class of shareholders/Creditors 10. Service request number (SRN) of Form INC.28 11. Total number of members as on the date of filing Attachment List of Attachments 1. Copy(s) of resolution(s) along with copy of explanatory statement under section 102 2. Altered memorandum of association 3. Altered articles of association 4. Copy of agreement 5. Optional attachment(s) - if any Declaration I am authorized by the Board of Directors of the Company vide resolution number Dated (DD/MM/YYYY) to sign this form and declare that all the requirements of 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 attachment to this form. If is also certified that copy of the resolution(s) or agreement(s) filed herewith is or are a true copy(s) of the original. 3. Any application, writ petition or suit had not been filed regarding the matter in respect of which this petition/application has been made, before any court of law or any other authority or any other Bench or the Board and

not any such application, writ petition or suit is pending before any of them.|-| | -| | \*To be digitally signed by| -| | \*Designation| -| | Name of liquidator| -| | \*Director identification number of the director; or Income-tax| -| | PAN of the liquidator; DIN or Income-tax PAN of manager or|-| | CEO or CFO; or membership number of Company secretary;|-| | Note: Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively|-| | -| | | -| | -| | For office use only:| | -| | e-Form Service request number (SRN)| | eForm filing date| (DD/MM/YYYY)| -| | This e-Form is hereby registered|-| | Digital signature of the authorising officer| | -| | Date of signing| | (DD/MM/YYYY)|}

[FORM NO. MGT-15] [Substituted by Notification No. G.S.R. 175(E), Form for filing Report on dated 16.2.2018 (w.e.f. 31.3.2014).] Annual General Meeting

[Pursuant to section 121(1) of the Companies Act,2013 and Rules 31(2) of Companies (Management)and Administration) Rules, 2014]

Form language English Hindi

Refer the instruction kit for filing the form

1. (a) \*Corporate identity number (CIN) of company { |

| -| | (b) Global location number (GLN) of Company|

| -| 2. | (a) Name of the Company|

| -| | (b) Registered office address|

| -| | (c) E-mail id|

|}

3. Details of the Meeting

(i) \*Date of the Annual General Meeting { |

| -| | (ii) Day of AGM|

| -| | (iii) \*Start time of AGM| | \*End time of AGM| -| | (iv) \*Venue of the Annual General Meeting|

|}

(v) \*Whether chairman of the meeting appointed Yes No

(vi) \*Name of the chairman { |

| -| | (vii) \*Number of members attended the meeting|

| -| | (viii) \*Whether the requisite quorum is present| YesNo| -| | (ix) \*Business transacted at the meeting and result thereof|

|-|| (x) \*Particulars with respect to any adjournment of meeting and change in venue|

|-|| (xi) \*Particulars with respect of postponement of meeting and change in venue|

|-|| (xii) \*Any other points relevant for inclusion in the Report|

|-| 4.| \* Fair summary of proceedings of the meeting.|-| {||-||}| -| 5.| \* Confirmed that the meeting was called, convened, held and conducted as per the provisions of the Act, the rules and secretarial standards made thereunder.|-| {||-||}|}

Attachments List of attachments

1. \* Optional attachments(s) - if any {|

|}

Declaration

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete

To be digitally signed by the Chairman

OR

To be digitally signed by

Designation {|

|}

DIN of the director; or DIN or PAN of the manager or CEO or CFO; or membership number of the company secretary {||

|}

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement/certificate and punishment for false evidence respectively.

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 filling company