

DRAFT

## FORM NO. MGT-7

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



सत्यमेव जयते

## Annual Return

(other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

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

L27320WB1997PLC084819

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCT1377P

(ii) (a) Name of the company

TITAGARH RAIL SYSTEMS LIM

(b) Registered office address

756, ANANDAPUR E M BYPASS NA  
KOLKATA  
West Bengal  
700107  
India

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

secretarial@titagarh.in

(d) \*Telephone number with STD code

913340190800

(e) Website

www.titagarh.in

(iii) Date of Incorporation

03/07/1997

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

(v) Whether company is having share capital

Yes  No

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

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U20221WB1982PTC034886

Pre-fill

Name of the Registrar and Transfer Agent

MAHESHWARI DATAMATICS PVT LTD.

Registered office address of the Registrar and Transfer Agents

23,R.N. Mukherjee Road 5th Floor

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

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

Date of AGM will be finalised in due Course

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	82.34
2	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	14.85
3	H	Transport and storage	H3	Water transport	2.81

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

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

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TITAGARH SINGAPORE PTE LIM +		Subsidiary	100
2	TITAGARH WAGONS AFR		Subsidiary	100
3	TITAGARH FIREMA S.p.A		Associate	49.7
4	TITAGARH MERMEC PRIVATE L +		Joint Venture	50

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) \*SHARE CAPITAL

##### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,290,500,000	119,571,089	119,571,089	119,571,089
Total amount of equity shares (in Rupees)	2,581,000,000	239,142,178	239,142,178	239,142,178

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,290,500,000	119,571,089	119,571,089	119,571,089
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	2,581,000,000	239,142,178	239,142,178	239,142,178

##### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	127,000,000	0	0	0
Total amount of preference shares (in rupees)	1,270,000,000	0	0	0

Number of classes

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	127,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,270,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	229,981	119,341,108	119571089	239,142,178	239,142,178	
<b>Increase during the year</b>	0	5,673	5673	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		5,673	5673			
Demat of physical shares						
<b>Decrease during the year</b>	5,673	0	5673	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	5,673	0	5673			
demat of physical shares						
<b>At the end of the year</b>	<b>224,308</b>	<b>119,346,781</b>	<b>119571089</b>	<b>239,142,178</b>	<b>239,142,178</b>	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	

ISIN of the equity shares of the company

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

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

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

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

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

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

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

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	------------------------------------------------------------

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
-------------------------------------------------	----------------------	-------------------------------------------	----------------------

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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

27,805,290,315

(ii) Net worth of the Company

9,629,226,816

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	13,002,937	10.87	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	25,980,075	21.73	0	
10.	Others Society/Trust	18,201,875	15.22	0	
	<b>Total</b>	57,184,887	47.82	0	0

Total number of shareholders (promoters)

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**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	35,351,365	29.57	0	
	(ii) Non-resident Indian (NRI)	1,066,548	0.89	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	13,452	0.01	0	
3.	Insurance companies	19,714	0.02	0	
4.	Banks	532	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	7,254,270	6.07	0	
7.	Mutual funds	7,695,962	6.44	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	10,252,581	8.57	0	
10.	Others Rest Public Shareholding	731,778	0.61	0	
	<b>Total</b>	62,386,202	52.18	0	0

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

109,602

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

109,611

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

0

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

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	9
Members (other than promoters)	111,656	109,602
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	1	2	1	0.12	10.72
<b>B. Non-Promoter</b>	2	7	3	6	0.08	0
(i) Non-Independent	2	1	3	0	0.08	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	8	5	7	0.2	10.72

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 14

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Jagdish Prasad Ch	00313685	Managing Director	70,700	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Umesh Chowdhary	00313652	Managing Director	77,530	
Shri Anil Kumar Agarwa	01501767	Whole-time directo	100,000	
Shri Sudipta Mukherjee	06871871	Whole-time directo	42,500	
Shri Prithish Chowdhary	08509158	Director	0	
Shri Manoj Mohanka	00128593	Director	0	
Shri Sunirmal Talukdar	00920608	Director	0	
Shri Atul Joshi	03557435	Director	0	
Shri Krishan Kumar Jala	01767702	Director	0	
Shri Sushil Kumar Roor	00309302	Director	0	
Ms. Nayantara Palchou	00581440	Director	0	
Smt. Rashmi Chowdhar	06949401	Director	12,816,105	
Shri Dinesh Arya	ADDDPA8583C	Company Secretar	0	
Shri Saurav Singhania	AQYPS3646N	CFO	0	

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

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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)
Shri Prithish Chowdhary	08509158	Whole-time directo	13/08/2022	Change in designation
Shri Sumit Jaiswal	APHPJ7651J	Company Secretar	16/08/2022	Cessation
Shri Ravi Prakash Munc	ANCPM9454B	Company Secretar	17/08/2022	Appointment
Shri Sudipta Mukherjee	06871871	Whole-time directo	17/03/2023	Cessation
Shri Saket Kandoi	02308252	Whole-time directo	17/03/2023	Appointment
Shri Ravi Prakash Munc	ANCPM9454B	Company Secretar	17/03/2023	Cessation
Shri Dinesh Arya	ADDDPA8583C	Company Secretar	17/03/2023	Appointment

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

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

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEET	15/09/2022	104,996	97	47.7

**B. BOARD MEETINGS**

\*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/05/2022	12	11	91.67
2	30/05/2022	12	12	100
3	10/07/2022	12	12	100
4	13/08/2022	12	11	91.67
5	25/08/2022	12	12	100
6	09/09/2022	12	11	91.67
7	14/11/2022	12	12	100
8	28/11/2022	12	11	91.67
9	11/02/2023	12	11	91.67
10	17/03/2023	12	11	91.67
11	21/03/2023	12	11	91.67

**C. COMMITTEE MEETINGS**

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	30/05/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
2	AUDIT COMM	13/08/2022	3	3	100
3	AUDIT COMM	23/08/2022	3	3	100
4	AUDIT COMM	24/08/2022	3	3	100
5	AUDIT COMM	09/09/2022	3	3	100
6	AUDIT COMM	27/09/2022	3	3	100
7	AUDIT COMM	14/11/2022	3	3	100
8	AUDIT COMM	18/11/2022	3	3	100
9	AUDIT COMM	11/02/2023	3	3	100
10	AUDIT COMM	17/03/2023	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Shri Jagdish F	11	11	100	10	9	90	
2	Shri Umesh C	11	11	100	4	2	50	
3	Shri Anil Kuma	11	10	90.91	0	0	0	
4	Shri Sudipta M	11	9	81.82	0	0	0	
5	Shri Prithish C	11	10	90.91	6	6	100	
6	Shri Manoj Mc	11	11	100	10	10	100	
7	Shri Sunirmal	11	11	100	11	11	100	
8	Shri Atul Joshi	11	11	100	16	16	100	
9	Shri Krishan K	11	11	100	2	2	100	
10	Shri Sushil Ku	11	11	100	7	7	100	
11	Ms. Nayantara	11	11	100	2	2	100	
12	Smt. Rashmi C	11	8	72.73	1	1	100	

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

Nil

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

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHRI JAGDISH PR	EXECUTIVE CH	24,000,000	0	0	0	24,000,000
2	SHRI UMESH CHO	VICE CHAIRMA	2,400,000	0	0	0	2,400,000
3	SHRI SUDIPTA MU	WHOLETIME D	6,541,000	0	30,000	0	6,571,000
4	SHRI ANIL KUMAR	DIRECTOR (FIN	10,498,000	0	30,000	0	10,528,000
5	SHRI SAKET KAN	WHOLE TIME D	195,000	0	0	0	195,000
6	SHRI PRITHISH CH	WHOLE TIME D	3,283,000	0	0	0	3,283,000
	Total		46,917,000	0	60,000	0	46,977,000

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHRI ANIL KUMAR	DIRECTOR (FIN	10,498,000	0	0	0	10,498,000
2	SHRI SAURAV SIN	GROUP FINAN	2,654,000	0	0	0	2,654,000
3	SHRI DINESH ARY	COMPANY SEC	295,000	0	0	0	295,000
	Total		13,447,000	0	0	0	13,447,000

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHRI SUNIRMAL T	DIRECTOR	1,200,000	416,667	0	0	1,616,667
2	SHRI MANOJ MOH	DIRECTOR	1,180,000	416,667	0	0	1,596,667
3	SHRI ATUL JOSHI	DIRECTOR	1,000,000	416,666	0	0	1,416,666
4	SHRI KRISHAN KU	DIRECTOR	500,000	416,667	0	0	916,667
5	SHRI SUSHIL KUM	DIRECTOR	700,000	416,666	0	0	1,116,666
6	MS.NAYANTARA P	DIRECTOR	500,000	416,667	0	0	916,667
7	SMT.RASHMI CHO	DIRECTOR	320,000	0	0	0	320,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
8	SHRI PRITHISH CH	DIRECTOR	140,000	0	0	0	140,000
	Total		5,540,000	2,500,000	0	0	8,040,000

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

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

B. If No, give reasons/observations

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

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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

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

Yes  No

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

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

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

Name

SUMANTRA SINHA

Whether associate or fellow

Associate  Fellow

Certificate of practice number

15245

**I/We certify that:**

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

**Declaration**

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

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

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

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

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

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

- 
- 
- 
- 

**List of attachments**

**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**





