

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J5	Wired, wireless or satellite Telecommunication activities	100

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	DEN NETWORKS LIMITED	L92490MH2007PLC344765	Holding	100

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	6,000,000	5,371,555	5,371,555	5,371,555
Total amount of equity shares (in Rupees)	60,000,000	53,715,550	53,715,550	53,715,550

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	6,000,000	5,371,555	5,371,555	5,371,555
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	60,000,000	53,715,550	53,715,550	53,715,550

(b) Preference share capital

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

Number of classes

0

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

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	5,371,555	5371555	53,715,550	53,715,550	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	5,371,555	5371555	53,715,550	53,715,550	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

0

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		21/08/2023	
Date of registration of transfer (Date Month Year)		11/10/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		IN301330-40436295	
Transferor's Name	Malhotra		Agam
	Surname	middle name	first name
Ledger Folio of Transferee		IN301330-41452211	

Transferee's Name	<input type="text" value="Rekhi"/>	<input type="text" value="Singh"/>	<input type="text" value="Amarpreet"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

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"/>
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Ledger Folio of Transferor

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

Ledger Folio of Transferee

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	42,333,333	30, 20 & 10	749,999,990
Total			749,999,990

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	499,999,990	250,000,000	0	749,999,990

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

367,157,044

(ii) Net worth of the Company

-359,704,507

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	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,371,549	100	0	
10.	Others	0	0	0	
	Total	5,371,549	100	0	0

Total number of shareholders (promoters)

1

(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	6	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	6	0	0	0
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Total number of shareholders (other than promoters)

6

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

7

**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	1	1
Members (other than promoters)	6	6
Debenture holders	1	2

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	3	0	3	0	0

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

4

(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)
MUNISH SINGLA	02703417	Director	0	
KUNAL VERMA	06366347	Director	0	
MANOJ KUMAR VARMA	02943850	Additional director	0	
NITYAM RASTOGI	██████████	Company Secretary	0	29/04/2024

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

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KAMAL GOGNA	08087269	Director	21/08/2023	Change in Designation
MANOJ KUMAR VA	02943850	Additional director	31/08/2023	Appointment
KAMAL GOGNA	08087269	Director	31/08/2023	Cessation
JEEVAN SAPKOTA	██████████	Company Secretary	08/01/2024	Cessation
NITYAM RASTOGI	██████████	Company Secretary	11/01/2024	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	21/08/2023	7	7	100
EGM	31/08/2023	7	7	100

B. BOARD MEETINGS

*Number of meetings held

9

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

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/04/2023	3	3	100
2	13/07/2023	3	3	100
3	29/08/2023	3	3	100
4	31/08/2023	3	2	66.67
5	12/10/2023	3	3	100
6	23/11/2023	3	3	100
7	11/01/2024	3	3	100
8	07/03/2024	3	3	100
9	11/03/2024	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

0

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					

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	09/09/2024
								(Y/N/NA)
1	MUNISH SINGH	9	9	100	0	0	0	Yes
2	KUNAL VERMA	9	9	100	0	0	0	Yes
3	MANOJ KUMAR	5	5	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Jeevan Sapkota	Company Secre	448,600			19,220	467,820
2	NITYAM RASTOGI	Company Secre	179,819			7,707	187,526
	Total		628,419	0		26,927	655,346

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

0

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

Number of other directors whose remuneration details to be entered

0

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

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

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

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

Yes No

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

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

Name

Sandeep Kumar

Whether associate or fellow

Associate Fellow

Certificate of practice number

24026

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:

- 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.
- 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

MANOJ KUMAR VARMANI
 Digitally signed by MANOJ KUMAR VARMANI
 Date: 2024.11.04 16:00:38 +05'30'

DIN of the director

0*9*3*5*

To be digitally signed by

OSHI GOYAL
 Digitally signed by OSHI GOYAL
 Date: 2024.11.04 15:31:46 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders_Debentureholders_De
Clarification_Debentures_Den Broadband.
Clarification_Designated Person_Den Broa
MGT-8_Den Broadband.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Optional Attachment

Clarification w.r.t point no (IV) sub point (iv)

Debentures (Outstanding as at the end of financial year):

Particulars	Numbers of units	Nominal value per unit	Total Value
Non-convertible debentures	-	-	-
Partly convertible debentures	-	-	-
Fully convertible debentures	i. 1,53,33,333 ii. 20,00,000 iii. 2,50,00,000	i. Rs. 30 ii. Rs. 20 iii. Rs. 10	i. Rs. 45,99,99,990 ii. Rs. 4,00,00,000 iii. Rs. 25,00,00,000
Total			Rs. 74,99,99,990



Optional Attachment

Designated Person under Rule 9 of Companies (Management and Administration) Rules, 2014

The Board of Directors of the Company, in terms of sub-rule 4 of Rule 9 of the Companies (Management and Administration) Rules, 2014, appointed Ms. Oshi Goyal, Company Secretary, as the Designated Person for the purpose of furnishing and extending co-operation, for providing information to the Registrar of Companies or any such other officer authorised by the Ministry of Corporate Affairs with respect to beneficial interest in shares of the Company.



DEN Broadband Limited

CIN: U74140DL2011PLC228312

Regd. Office: 236, Okhla Industrial Estate, Phase-III, New Delhi -110 020

Landline: +91 11 40522100 || Facsimile: +91 11 40522203 || E-mail: denbroadband@denonline.in || www.denbroadband.com



LIST OF SHAREHOLDER OF DEN BROADBAND LIMITED
AS ON 31st March, 2024

S. No.	Name of the Shareholder	No of Shares	Type of Shares	Face value (Rs.)	Percentage
1	Den Networks Limited	5371549	Equity	10	100
2	Munish Singla*	1	Equity	10	0.00
3	Satyendra Jindal*	1	Equity	10	0.00
4	Amarpreet Singh Rekhi*	1	Equity	10	0.00
5	Kunal Verma*	1	Equity	10	0.00
6	Anand Verma*	1	Equity	10	0.00
7	Manoj Kumar Varmani*	1	Equity	10	0.00
	Total	5371555			100

* Nominee of Den Networks Limited

For Den Broadband Limited

Oshi For DEN BROADBAND LTD.

Oshi Goyal

Company Secretary

Company Secretary

Mem No. A73326

Add: I-2/27, Budh Vihar,
Phase-1, New Delhi-110086

DEN Broadband Limited

CIN: U74140DL2011PLC228312

Regd. Office: 236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020

Landline: +91 11 40522100 || Facsimile: +91 11 40522203 || E-mail: denbroadband@denonline.in || www.denbroadband.com



LIST OF DEBENTUREHOLDERS OF DEN BROADBAND LIMITED
AS ON 31st March, 2024

S. No.	Name of the Debenture holders	No of Debentures	Type of Debentures	Nominal Amount per Security (Including Premium)	Percentage
1	Den Networks Limited	1,53,33,333	Zero Coupon Unsecured Optionally Fully Convertible Debentures	30	100
2	Den Networks Limited	20,00,000	Zero Coupon Unsecured Optionally Fully Convertible Debentures	20	100
3	Futuristic Media and Entertainment Limited	2,50,00,000	Zero Coupon Unsecured Optionally Fully Convertible Debentures	10	100
	Total	4,23,33,333			100

For Den Broadband Limited


For DEN BROADBAND LTD.
Company Secretary

Oshi Goyal

Company Secretary

Mem No. A73326

Add: I-2/27, Budh Vihar,

Phase-1, New Delhi-110086

DEN Broadband Limited

CIN: U74140DL2011PLC228312

Regd. Office: 236, Okhla Industrial Estate, Phase-III, New Delhi - 110 020

Tel: +91 11 49522122 || Fax: +91 11 49522202 || E-mail: denbroadband@denonline.in || www.denbroadband.com



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]

We have examined the registers, records and books and papers of **Den Broadband Limited** ("Company") having **CIN: U74140DL2011PLC228312** and **Registered Office at 236, Okhla Industrial Estates, Phase-III, Delhi, North East, Delhi-110020**, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder (as amended) for the financial year ended on 31st March, 2024. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial Year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. The company was a Public Limited Company as per Article of association of the company during period under review, however the company is a Wholly-owned subsidiary of Den Networks Limited (Listed Company).
 2. The company has kept and maintained all registers/records as per the provisions of the act and rules made thereunder and all the entries therein have been duly recorded.
 3. The Company has duly filed all forms and returns, with the Registrar of Companies, NCT of Delhi & Haryana, within the prescribed time and with applicable fees as prescribed under Section 403 of the Companies Act, 2013 and the rules made thereunder, wherever applicable.
 4. Calling/ convening/ holding meetings of Board of Directors 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; During the Period under review, following meetings were held by the Company:
 - **9 (Nine) Board Meeting** were held on **April 13, 2023, July 13, 2023, August 29, 2023, August 31, 2023, October 12, 2023, November 23, 2023, January 11, 2024, March 07, 2024 and March 11, 2024.**
 - **Extra Ordinary General Meeting** was held on **August 31, 2023**
 - **Annual General Meeting** was held on **August 21, 2023.**

The Company has not passed any resolution through postal ballot during the year.

5. The register to Members was not required to be closed by the Company





6. During the period under review, there were no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act according to the information and explanations given to us.
7. There were no Contracts/ Arrangements with related parties as specified in section 188 of the Act except the transactions in the Ordinary course of business and which were at Arm's length basis and necessary approvals has been taken by the company, as particularly stated in the Board report and Financial Statement of the company.
8. As per the information provided to us during the financial year:
 - i. The company had not Issued or allot Equity shares during the period under review;
 - ii. The company had offered, issued and allotted 2,50,00,000 (Two Crore Fifty Lakh), Zero Coupon Unsecured Optionally Fully Convertible Debentures of face value of Rs. 10 (Rupees Ten Only) each ("OFCDs"), for cash at par, aggregating to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only), by way of preferential offer on a Private Placement basis.
 - iii. No Transfer or transmission or Buy back of Securities/reduction of Preference shares or Debentures/ reduction of share capital/conversion of share/securities were recorded during the period under review.
9. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. During the period under review, No dividend were declared by the company and Company was not required to 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 is as per sub - sections (3), (4) and (5) thereof.
12. The Board of Directors of the Company was duly constituted and
 - i. During the year under review, the following changes took place in the composition of Board of Directors and key Managerial persons of the Company:-

S.No	Name	Designation	Appointment/Cessation/Change in Designation	Date of Appointment/Resignation
1.	Kamal Gogna	Director	Change in Designation	21/08/2023
2.	Kamal Gogna	Director	Cessation	31/08/2023
3.	Manoj Kumar Varmani	Additional director	Appointment	31/08/2023
4.	Jeevan Sapkota	Company Secretary	Cessation	08/01/2024





**SANDEEP & ASSOCIATES
COMPANY SECRETARIES**

5.	Nityam Rastogi	Company Secretary	Appointment	11/01/2024
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ii. Appointment and resignation of Director during the financial year is in Compliance with all the Provisions of Companies Act, 2013 and the rules made thereunder.

13. M/S. Chaturvedi & Shah LLP, Chartered Accountants, having Firm Registration No. 101720W/W100355 were appointed as the Statutory Auditors of the Company at the Annual General Meeting ("AGM") of the Company held in on 30th September, 2019 for holding the said position until the conclusion of Annual General Meeting ("AGM") of the Shareholders of the Company held in year 2024.

14. As per the information given to us, the company has not obtained any approvals from the Central Government, Tribunal, Regional Director, Registrar, or such other authorities under the various provisions of the Act.

15. As per the information furnished to us the Company has not invited/ accepted / renewed any deposit falling within purview of section 74, 75 and rules made thereunder of the act during the financial year.

16. As per the information furnished to us, following charges has been created during the period under review:-

S.No.	Charge ID	Name of Bank	Date of Creation	Amount
1.	100882326	HDFC Bank Limited	22/02/2024	1,00,00,000
2.	100882319	HDFC Bank Limited	22/02/2024	1,00,00,000
3.	100882316	HDFC Bank Limited	22/02/2024	1,50,00,000
4.	100882129	HDFC Bank Limited	22/02/2024	1,00,00,000

17. As per the information furnished to us, the Company has not made any inter-corporate loans, guarantee or investment and are in compliance with the provisions of Section 186 of the Act.

18. The company has not altered any clauses of the Memorandum of Association or the Articles of Association of the Company during the period under review.

**For Sandeep & Associates
Company Secretaries**


Sandeep Kumar
Company Secretary in practice
Mem. No.: A53504
C.P. No.: 24026
UDIN: A053504F001852499

**Place: Noida
Date: 04/11/2024**