

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

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

L45209WB1924PLC004969

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAEC55076R

(ii) (a) Name of the company

SIMPLEX INFRASTRUCTURES LI

(b) Registered office address

'SIMPLEX HOUSE' 27,SHAKESPEARE SARANI
KOLKATA
West Bengal
700017
India

(c) * e-mail ID of the company

blbajoria@simplexinfra.com

(d) * Telephone number with STD code

06623011600

(e) Website

www.simplexinfra.com

(iii) Date of Incorporation

19/12/1924

(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
	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
	BSE LIMITED, THE CALCUTTA STOCK EXCHANGE LTD	4

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/12/2020

(b) Due date of AGM 31/12/2020

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension R52016771

Pre-fill

(e) Extended due date of AGM after grant of extension 31/12/2020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	99
2	N	Support service to Organizations	N1	Rental and leasing of motor vehicles, machinery, equipment, capital goods, etc.	1

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

*No. of Companies for which information is to be given 12

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SIMPLEX INFRA DEVELOPMENT	U45203WB2007PTC115817	Subsidiary	100
2	MAA DURGA EXPRESSWAYS PI	U45203WB2011PTC170736	Subsidiary	100
3	JAINTIA HIGHWAY PRIVATE LIM	U45400WB2012PTC179350	Subsidiary	100
4	PC PATEL MAHALAXMI SIMPLEX	U14290GJ2017PTC099829	Subsidiary	51
5	SIMPLEX (BANGLADESH) PVT L		Subsidiary	95
6	SIMPLEX (MIDDLE EAST) LIMITI		Subsidiary	100
7	SIMPLEX INFRASTRUCTURES LI		Associate	45
8	ARABIAN CONSTRUCTION CO.	U45400WB2011PTC168384	Joint Venture	50
9	SHREE JAGANNATH EXPRESSW	U45203WB2010PTC150429	Associate	34
10	RAICHUR SHOLAPUR TRANSMI	U40108MH2009PTC220024	Associate	33.33
11	SIMPLEX ALMOOYYED WLL		Joint Venture	49
12	SIMPLEX INFRASTRUCTURES LI		Joint Venture	65

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	374,900,000	57,772,820	57,772,820	57,142,820
Total amount of equity shares (in Rupees)	749,800,000	115,545,640	115,545,640	114,285,640

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF F.V OF Rs.2 EACH				
Number of equity shares	374,900,000	57,772,820	57,772,820	57,142,820
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	749,800,000	115,545,640	115,545,640	114,285,640

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000	0	0	0
Total amount of preference shares (in rupees)	200,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	20,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	200,000	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
Equity shares				
At the beginning of the year	57,142,820	114,285,640	114,285,640	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				

Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	57,142,820	114,285,640	114,285,640	

Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(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		30/09/2019	
Date of registration of transfer (Date Month Year)		16/04/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	500	Amount per Share/ Debenture/Unit (in Rs.)	2
Ledger Folio of Transferor	R00272		
Transferor's Name	RAY	SHANTILAL	BHAVNABEN
	Surname	middle name	first name
Ledger Folio of Transferee	S02613		
Transferee's Name	SHANTILAL	DIPAKKUMAR	RAY
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		16/04/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	500	Amount per Share/ Debenture/Unit (in Rs.)	2

Ledger Folio of Transferor	R00217
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Transferor's Name	RATHI		SUNITA
	Surname	middle name	first name

Ledger Folio of Transferee	R00881
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Transferee's Name	RATHI	NARAYAN	SATYA
	Surname	middle name	first name

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

Ledger Folio of Transferee	
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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	4,950	1000000	4,950,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			39,986,902,539
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			241,372,349
Deposit			0
Total			45,178,274,888

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	5,250,000,000	0	300,000,000	4,950,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

37,541,494,483

(ii) Net worth of the Company

16,208,775,417

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,384,875	16.42	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)	19,087,173	33.4	0	
10.	Others	0	0	0	
	Total	28,472,048	49.82	0	0

Total number of shareholders (promoters)

18

(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	15,521,550	27.16	0	
	(ii) Non-resident Indian (NRI)	631,850	1.11	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	3,200	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	701,545	1.23	0	
7.	Mutual funds	5,070,944	8.87	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,103,991	10.68	0	
10.	Others TRUSTEE, IEPF, CLEARING	637,692	1.12	0	
	Total	28,670,772	50.18	0	0

Total number of shareholders (other than promoters)

17,354

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

17,372

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

6

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DAUPHINE MAURITIUS	J.P.MORGAN CHASE BANK N.A. IND			251	0
STICHTING SHELL PEN	JPMORGAN CHASE BANK N.A. IND			4,473	0.01
SHELL PENSIONS TRU	JPMORGAN CHASE BANK N.A. IND			2,723	0
ALLIANZ GLOBAL INV	JPMORGAN CHASE BANK N.A. IND			1,098	0
POLUS GLOBAL FUND	ICICI BANK LTD SMS DEPT 1ST FLC			64,300	1.13
INDIA OPPORTUNITIES	STANDARD CHARTERED BANK Sec			50,000	0.09

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	19	19
Members (other than promoters)	12,958	17,354
Debenture holders	29	27

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) * Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	3.27	0
B. Non-Promoter	3	4	2	4	0	0
(i) Non-Independent	3	0	2	0	0	0
(ii) Independent	0	4	0	4	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	4	4	3	4	3.27	0

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

8

(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)
RAJIV MUNDHRA	00014237	Whole-time director	1,868,790	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUKUMAR DUTTA	00062827	Whole-time director	500	
DIPAK NARAYAN BASTI	00981990	Whole-time director	0	
NRIPENDRA NATH BHADRA	00014250	Director	0	
SHEO KISHAN DAMAN	00062780	Director	0	
ASUTOSH SEN	00165345	Director	0	
LEENA GHOSH	07099984	Director	0	
BANWARI LAL BAJORI	AEEP5506Q	Company Secretary	750	

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

1

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)
ATINDRA NARAYAN BASTI	05296613	Whole-time director	15/11/2019	CESSATION

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	30/09/2019	13,534	86	0.64

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2019	8	7	87.5
2	30/05/2019	8	8	100
3	02/08/2019	8	6	75

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	14/08/2019	8	7	87.5
5	06/09/2019	8	5	62.5
6	14/11/2019	8	8	100
7	14/02/2020	7	6	85.71
8	18/03/2020	7	5	71.43

C. COMMITTEE MEETINGS

Number of meetings held

28

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	COMMITTEE	16/04/2019	3	3	100
2	COMMITTEE	02/05/2019	3	3	100
3	COMMITTEE	20/05/2019	3	3	100
4	COMMITTEE	17/06/2019	3	3	100
5	COMMITTEE	23/07/2019	3	3	100
6	COMMITTEE	19/08/2019	3	2	66.67
7	COMMITTEE	10/10/2019	3	3	100
8	COMMITTEE	02/11/2019	3	3	100
9	COMMITTEE	20/12/2019	3	3	100
10	COMMITTEE	03/02/2020	3	3	100

D. ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 30/12/2020 (Y/N/NA)
		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	RAJIV MUNDI	8	6	75	15	15	100	Yes

2	SUKUMAR DU	8	8	100	27	27	100	Yes
3	DIPAK NARAY	8	5	62.5	4	3	75	Yes
4	NRIPENDRA I	8	8	100	14	14	100	No
5	SHEO KISHAI	8	7	87.5	7	6	85.71	Yes
6	ASUTOSH SE	8	7	87.5	9	8	88.89	Yes
7	LEENA GHOS	8	6	75	1	1	100	No

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUKUMAR DUTTA	WHOLE TIME D	4,900,600	0	0	0	4,900,600
2	RAJIV MUNDHRA	WHOLE TIME D	9,699,600	0	0	0	9,699,600
3	ATINDRA NARAYA	WHOLE TIME D	6,141,441	0	0	0	6,141,441
4	DIPAK NARAYAN E	WHOLE TIME D	4,232,400	0	0	0	4,232,400
	Total		24,974,041	0	0	0	24,974,041

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BANWARI LAL BAJ	SR VICE PRESI	2,663,000	0	0	0	2,663,000
	Total		2,663,000	0	0	0	2,663,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NRIPENDRA NATH	INDEPENDENT	0	0	0	365,000	365,000
2	S.K. DAMANI	INDEPENDENT	0	0	0	220,000	220,000
3	ASUTOSH SEN	INDEPENDENT	0	0	0	280,000	280,000
4	LEENA GHOSH	INDEPENDENT	0	0	0	130,000	130,000
	Total		0	0	0	995,000	995,000

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

AMBER AHMAD

Whether associate or fellow

Associate Fellow

Certificate of practice number

8581

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

RAJIV
MUNDHRA

DIN of the director

00014237

To be digitally signed by

banwari
lal bajoria

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

Attach
Attach
Attach
Attach

MGT-8.pdf
AGM_Extension_Approval.pdf
MCA_Circular_08_Sept_2020.pdf
Meeting_Details.pdf
FI_Holding_Details.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



FORM NO. MGT- 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules, 2014, as amended]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Simplex Infrastructures Limited** ("the Company") having CIN L45209WB1924PLC004969, as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on **31st March, 2020**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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 – *Listed Public Company, Limited by Shares*;
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
 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 as the case may be, within/beyond the prescribed time;
 4. calling / convening / holding meetings of Board of Directors and its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed, further the Company did not pass any resolution by circulation and was not required to pass any resolution by postal ballot;
 5. closure of Register of Members / Security holders during the year, as the case may be;
 6. the Company has not advanced/given loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the period under review;

1



7. contracts and arrangements with related parties as specified in the provisions of Section 188 of the Act;
8. there were no events of issue or allotment or transfer or transmission or buy back or redemption of preference shares or debentures/ alteration or reduction of share capital / conversion of shares/securities during the year under review.
 - 3,007,261 convertible warrants lapsed due to non-exercise of option for conversion into equity shares and an amount of Rs. 4,166 lakhs were forfeited by the Company.
9. during the period under review, there were no transactions necessitating the Company to keep 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 in accordance with the relevant section of the Act and transfer of unpaid/ unclaimed dividend/other amounts to the Investor Education and Protection Fund in accordance with section 125 of the Act *except for payment of dividend due to promoters*;
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. (a) Constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:
 - Mr. Dipak Narayan Basu (DIN: 00981990) was re-appointment as Whole-time Director of the Company for a term of two consecutive year w.e.f. 21st November, 2019;
 - Mr. Nripendra Nath Bhattacharyya (DIN: 00014250), Mr. Sheo Kishan Damani (DIN: 00062780) and Mr. Asulosh Sen (DIN: 00165345) were re-appointed as Independent Directors of the Company for a second term of five consecutive years w.e.f. 5th September, 2019;
 - Mr. Atindra Narayan Basu (DIN: 05296613) was re-appointed as Whole-time Director of the Company for a period of five years w.e.f. 20th September, 2019;
 - Mr. Atindra Narayan Basu (DIN: 05296613) resigned from the Company as Whole-time Director and KMP w.e.f. 15th November, 2019.
 - Mr. Rajiv Mundhra (DIN: 00014237), Executive Chairman was appointed as KMP for the purpose of Section 203 of the Act w.e.f. 14th February, 2020.





Amber Ahmad & Associates

COMPANY SECRETARIES

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

For AMBER AHMAD & ASSOCIATES
Company Secretaries



Amber Ahmad

CS AMBER AHMAD

Proprietor

Membership No.: FCS 9312

C.P. NO.: 8581

UDIN: F009312B003482298

Place: Kolkata

Date: 25th February, 2021