

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
- 611, Tulsiani Chambers
Nariman Point
Mumbai
Maharashtra
400021
- (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 |
|---------------------|---------------------------|-------------------------------|
| Private 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

(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 | C | Manufacturing | C7 | Metal and metal products | 85.88 |
| 2 | G | Trade | G2 | Retail Trading | 13.92 |

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

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

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|-----------------------|-----------------------|--|------------------|
| 1 | IMEC SERVICES LIMITED | L74110MH1987PLC142326 | Holding | 88.74 |

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 | 11,000,000 | 10,010,000 | 10,010,000 | 10,010,000 |
| Total amount of equity shares (in Rupees) | 110,000,000 | 100,100,000 | 100,100,000 | 100,100,000 |

Number of classes

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-----------------|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |

| | | | | |
|---|-------------|-------------|-------------|-------------|
| Number of equity shares | 11,000,000 | 10,010,000 | 10,010,000 | 10,010,000 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 110,000,000 | 100,100,000 | 100,100,000 | 100,100,000 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 59,000,000 | 49,488,700 | 49,488,700 | 49,488,700 |
| Total amount of preference shares (in rupees) | 590,000,000 | 494,887,000 | 494,887,000 | 494,887,000 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Preference Shares | | | | |
| Number of preference shares | 59,000,000 | 49,488,700 | 49,488,700 | 49,488,700 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 590,000,000 | 494,887,000 | 494,887,000 | 494,887,000 |

(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 | 10,010,000 | 0 | 10010000 | 100,100,000 | 100,100,000 | |
| 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 | 0 | 0 | 0 | 0 | 0 | |
| <input type="text" value="0"/> | | | | | | |
| 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 | 0 | 0 | 0 | 0 | 0 | |
| <input type="text" value="0"/> | | | | | | |
| At the end of the year | 10,010,000 | 0 | 10010000 | 100,100,000 | 100,100,000 | |

Preference shares

| | | | | | | |
|-------------------------------------|------------|---|----------|-------------|-------------|---|
| At the beginning of the year | 49,488,700 | 0 | 49488700 | 494,887,000 | 494,887,000 | |
| 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 | 0 | 0 | 0 | 0 | 0 | |
| <input type="text" value="0"/> | | | | | | |
| 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 | |
| iv. Others, specify | 0 | 0 | 0 | 0 | 0 | |
| <input type="text" value="0"/> | | | | | | |
| At the end of the year | 49,488,700 | 0 | 49488700 | 494,887,000 | 494,887,000 | |

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

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

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

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

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

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

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

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

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

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 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 |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

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

(i) Turnover

(ii) Net worth of the Company

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 | 1 | 0 | 0 | 0 |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |

| | | | | | |
|-----|---|------------|-----|------------|-------|
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 10,009,999 | 100 | 42,788,700 | 86.46 |
| 10. | Others | 0 | 0 | 0 | 0 |
| | Total | 10,010,000 | 100 | 42,788,700 | 86.46 |

Total number of shareholders (promoters)

| |
|---|
| 3 |
|---|

(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 | 0 | 0 | 0 | 0 |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 6,700,000 | 13.54 |
| 10. | Others | 0 | 0 | 0 | 0 |

| | | | | | |
|--|--------------|---|---|-----------|-------|
| | Total | 0 | 0 | 6,700,000 | 13.54 |
|--|--------------|---|---|-----------|-------|

Total number of shareholders (other than promoters)

5

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

8

**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 | 3 | 3 |
| Members (other than promoters) | 5 | 5 |
| 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 |
| A. Promoter | 0 | 0 | 0 | 0 | 0 | 0 |
| B. Non-Promoter | 0 | 2 | 0 | 2 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Independent | 0 | 2 | 0 | 2 | 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 | 2 | 0 | 2 | 0 | 0 |

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

5

(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) |
|-------------------|------------|------------------|--------------------------------|--|
| Ashutosh Mishra | 00038320 | Director | 0 | |
| Sunil Kumar Vijay | 08176254 | Director | 0 | |
| Arvind Mishra | ACVPM3557B | CEO | 0 | |
| Deepak Sogani | APBPS3333L | CEO | 0 | |
| Parag Gupta | BXTPG1137P | Company Secretar | 0 | |

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

3

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|------------------|------------|--|---|--|
| Deepak Sogani | APBPS3333L | CFO | 19/08/2020 | Appointment |
| Parag Gupta | BXTPG1137P | Company Secretar | 19/08/2020 | Appointment |
| Chaitanya Zaveri | AAJPZ0883B | Company Secretar | 30/05/2020 | 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 |
| Annual General Meeting | 28/09/2020 | 8 | 4 | 93.45 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 21/07/2020 | 2 | 2 | 100 |
| 2 | 23/07/2020 | 2 | 2 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 3 | 05/09/2020 | 2 | 2 | 100 |
| 4 | 06/11/2020 | 2 | 2 | 100 |
| 5 | 02/02/2021 | 2 | 2 | 100 |

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 | | | | | |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on (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 | Ashutosh Mishra | 5 | 5 | 100 | 0 | |
| 2 | Sunil Kumar Verma | 5 | 5 | 100 | 0 | 0 | 0 | |

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

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

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 |
|--------|------|-------------|--------------|------------|---------------------------|--------|--------------|
|--------|------|-------------|--------------|------------|---------------------------|--------|--------------|

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|------------------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Arvind Mishra | CEO | 2,293,260 | 0 | 0 | 0 | 2,293,260 |
| 2 | Deepak Sogani | CFO | 528,973 | 0 | 0 | 0 | 528,973 |
| 3 | Parag Gupta | CS | 42,290 | 0 | 0 | 0 | 42,290 |
| 4 | Chaitanya Zaveri | CS | 234,699 | 0 | 0 | 0 | 234,699 |
| | Total | | 3,099,222 | 0 | 0 | 0 | 3,099,222 |

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

Manish Jain

Whether associate or fellow

Associate Fellow

Certificate of practice number

3049

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 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

| |
|---------------|
| Attach |
| Attach |
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List of attachments

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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

List of Equity and Preference Shareholders as on March 31, 2021

i.) Equity Shares of Rs. 10/- each:

| Ledger Folio No. | Name of the Shareholder | Address of the Shareholder | No. of Shares held | Percentage of holding |
|------------------|-------------------------|---|--------------------|-----------------------|
| 01 | IMEC Services Limited | 611, Tulsiani Chambers, Nariman Point, Mumbai-400021 | 1,00,09,999 | 99.999 |
| 02 | Mr. Umesh Shakra* | 10-A, Sharda Building, Flat No. 102, A Road, Near Churchgate Railway Station, Mumbai-400020 | 01 | 0.001 |
| Total (A) | | | 1,00,10,000 | 100.00 |

* Mr. Umesh Shakra holds one share as a nominee on behalf of IMEC Services Limited.

ii.) 5% Non-Cumulative Redeemable Preference Shares of Rs. 10/- each:

| Ledger Folio No. | Name of the Shareholder | Address of the Shareholder | No. of Shares held | Percentage of holding |
|------------------|--|---|--------------------|-----------------------|
| Ps1 | IMEC Services Limited | 611, Tulsiani Chambers, Nariman Point, Mumbai | 4,27,88,700 | 86.46 |
| Ps2 | Shashwat Realty Developers Private Limited | Flat no. 1404, B-29, Silver Arch, CHS Ltd. Shastri Nagar, Andheri (w), Nr. Lokhandwala Circle, Mumbai | 13,60,000 | 2.75 |
| Ps3 | Avirat Urja Private Limited | 43-B, Dilshad Garden, Shahdara East Delhi, Delhi | 11,75,000 | 2.38 |

RSAL STEEL PRIVATE LIMITED

301, The Horizon, 11/5, South Tukoganj, Nath Mandir Road, Indore – 452001. INDIA.
Ph.: +91 731 4017577, 2518125-26
CIN: U28990MH2010PTC211581

| | | | | |
|------------------------------------|--|---|---------------------|---------------|
| Ps4 | Ruchi Real Estate Developers Private Limited | Flat no. 1404, Plot No. B-29, Silver Arc, Shashtri Nagar, opp. J.P. road, Andheri (w), Mumbai | 13,60,000 | 2.75 |
| Ps5 | Mandhana Leafin Limited | B-44, Basement 8, Camac Street, Shantiniketan Building, Kolkata | 22,00,000 | 4.45 |
| Ps6 | Radiant Merchandise Private Limited | B-44, Basement 8, Camac Street, Shantiniketan Building, Kolkata | 6,05,000 | 1.23 |
| Total (B) | | | 4,94,88,700 | 100.00 |
| Total Paid up Shares (A+B) | | | 5,94,98,700 | |
| Total Paid up Share Capital | | | 59,49,87,000 | |

FOR RSAL STEEL PRIVATE LIMITED

Rajender Kumar Girdhar

Resolution Professional

Reg. No. - IBBI/IPA-003/IP-N00048/2017-18/10396

Address registered with IBBI:

OshiwaraMahada Complex, Building No. 5, Aster
Co-op Housing Society, Flat No. 205, 2ndFloor,
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E-mail Id as per IBBI registration-rkjirdhar1@yahoo.co.in

Process specific address:

Sumedha Management Solutions Pvt. Ltd.,
C-703, Marathon Innova, off. G.K. Marg,
Lower Parel (West), Mumbai-400 013

Process specific e-mail ID-rspl@sumedhamanagement.com



Regd. Office : 611, Tulsiani Chambers, Nariman Point, MUMBAI-21
Ph.: 022-22851303, Fax : 022-22823177.
E-mail : rsalsteel@rsalsteel.com / www.rsalsteel.com



Manish Jain & Co.

Company Secretaries

1st Floor, 236, Anoop Nagar
Indore (M.P.)-452008

Phone: (O) 2528775, 4098775

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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 have examined the registers, records and books and papers of **RSAL Steel Private Limited** (a Company under Corporate Insolvency Resolution Process) (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 March 31, 2021. 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 **except to the extent mention hereunder:**
 1. its status under the Act;
 2. maintenance of registers / records & making entries therein within the time prescribed therefore; (The Company has maintained all required Registers and records as provided under the Companies Act, 2013);
 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 **except** the Company has not filed Form DIR-12 regarding the resignation of Ms. Shivani Gupta (Holding DIN: 08275256), Independent Woman Director of the Company with the Registrar of Companies and the Company also not filed Cost Audit Report for the F.Y. 2019-20 with the Central Government; (During the financial year, the Company was not required to file forms with the Regional Director, the Tribunal, Court or other authorities and in some cases forms have been filed with the additional fees with the Registrar of Companies);

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 in some instances the meetings were held on shorter notice in due compliance of the provisions of the Companies Act, 2013 and the proceedings including the circular resolution 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; (The Company is under Corporate Insolvency Resolution Process (CIRP) pursuant to NCLT, Mumbai Bench order dated 03/09/2019 and the meetings of the Suspended Board of Directors of the Company were chaired by the Resolution Professional and the other compliances were done according to the provisions of Insolvency and Bankruptcy Code, 2016 (Code). Further there were no committee meetings held during the period as the Company is under CIRP therefore the powers of Board of directors ceases and consequently the committee of Board also ceases to be in effect. Moreover there were no instances of for passing of resolution(s) through postal ballot and circular resolution);
5. closure of Register of Members / Security holders, as the case may be; (The Company was not required to close its Register of Members/ Security holders during the financial year);
6. advances/loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act; (During the financial year, the Company has not provided advances/given loans to its Directors and/or persons or firms or companies as referred under Section 185 of the Act);
7. contracts/arrangements with related parties as specified in Section 188 of the Act; (During the financial year the Company has not entered into any contract/arrangement with related parties in pursuance to 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 *except* that the Company has not availed dematerialization facilities for all its existing securities as per Rule 9A of The Companies (Prospectus and Allotment of Securities) Rules, 2014; (During the financial year, there were no instances of issue or allotment or transfer or transmission or buy back of securities or redemption of debentures or alteration or reduction of share capital or conversion of shares or securities and issue of security certificates. However the preference shareholders of the Company requested in the Annual General Meeting of the Company regarding redemption of 5% Non-Cumulative Redeemable Preference shares of Rs.10/- each but the Resolution Professional, Chairman of the Annual General Meeting, informed the members that the Company is not in a position to redeem such shares due to losses faced by the Company during last 4 years and he further added that the prior approval of Committee of Creditors (“COC”) is

required for such redemption as per the provisions of the Insolvency and Bankruptcy Code, 2016 therefore he will place the matter of such redemption before COC for their advice);

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; (There were no such instances to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares);
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; (The Company has not declared any dividend during the financial year and there was no unclaimed dividend or any other amount required to be transferred to Investor Education and Protection Fund);
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; (the Audited Financial Statement and report of Directors for the year ended March 31, 2020 was signed in accordance with the provisions of Companies Act, 2013);
12. constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them *except* as per Section-149 of the Companies Act, 2013, the Company did not have minimum number of three directors during the period under review and as per Section 203(4) of the Companies Act, 2013, vacancy in the Office of Chief Financial Officer of the Company was not filled-up by the Company within a period of six months from the date of vacancy;
13. appointment / reappointment / filling up casual vacancies of Auditors as per the provisions of Section 139 of the Act (there were no instances of appointment/ reappointment and filling up of casual vacancy of auditors during the year);
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; (During the year, there was no requirement for approval from aforesaid Authorities);
15. acceptance/ renewal/ repayment of deposits; (The Company had not invited, renewed or accepted any deposits during the financial year);
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable except the Company has defaulted in repayment of the certain loans from banks which are outstanding as on the Financial Year end date and consequently the Company is under Corporate Insolvency Process (“CIRP”); (During the year, the Company has not made any borrowings from its directors,

members, banks, public financial institutions and others and there were no instance of creation/ modification/ satisfaction of charges);

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; (During the year the Company has not made any loans and investments or given any guarantee or provided 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; (During the year the Company has not altered the provisions of Memorandum and/or Articles of Association of the Company).

Place: Indore
Date: _____

Signature:
CS Manish Jain
For Manish Jain & Co.
Company Secretaries
FCS No.4651
C P No.:3049

UDIN: _____

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