

# FORM NO. MGT-7

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

U15111UP1988PLC009771

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCS7820A

(ii) (a) Name of the company

RSPL LIMITED

(b) Registered office address

119-121 (Part), Block P&T Fazal Ganj NA  
Kanpur  
Kanpur  
Uttar Pradesh  
208012  
In India

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

SE\*\*\*\*\*UP.COM

(d) \*Telephone number with STD code

05\*\*\*\*\*01

(e) Website

<https://www.rsplgroup.com/>

(iii) Date of Incorporation

22/06/1988

(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

L72400TG2017PLC117649

Pre-fill

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 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 25/09/2024

(b) Due date of AGM 25/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

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	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	98.5

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

\*No. of Companies for which information is to be given 4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	RSPL HEALTH PRIVATE LIMITE	U36912DL2011PTC347104	Subsidiary	100
2	RSPL HEALTH BD LIMITED		Subsidiary	100
3	RSPL GLOBAL CONSUMERS FZ		Subsidiary	100
4	RSPL HOMECARE AND HYGIEN		Subsidiary	99.01

## 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	100,000,000	80,913,140	80,913,140	80,913,140
Total amount of equity shares (in Rupees)	1,000,000,000	809,131,400	809,131,400	809,131,400

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF RS. 10/- EACH				
Number of equity shares	100,000,000	80,913,140	80,913,140	80,913,140
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	809,131,400	809,131,400	809,131,400

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	41,506,990	41506990	415,069,900	415,069,900	

<b>Increase during the year</b>	0	41,506,990	41506990	415,069,900	415,069,900	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	41,506,990	41506990	415,069,900	415,069,900	
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 <div></div>						
<b>Decrease during the year</b>	0	2,100,840	2100840	21,008,400	21,008,400	0
i. Buy-back of shares	0	2,100,840	2100840	21,008,400	21,008,400	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
<b>At the end of the year</b>	0	80,913,140	80913140	809,131,400	809,131,400	
<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 <div></div>						
<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						
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)

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							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

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

**(iv) \*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

Particulars	Number of units	Nominal value per unit	Total value
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**

54,073,391,000

**(ii) Net worth of the Company**

41,875,232,000

**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	80,913,140	100	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	
	<b>Total</b>	80,913,140	100	0	0

**Total number of shareholders (promoters)**

7

**(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	
	(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	
	<b>Total</b>	0	0	0	0

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

0

**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	7	7
Members (other than promoters)	0	0
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>	5	0	5	0	99.36	0
<b>B. Non-Promoter</b>	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	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	6	3	6	3	99.36	0

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

11

**(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)
MURLIDHAR GYANCHAND	00049298	Managing Director	23,757,121	
BIMAL KUMAR GYANCHAND	00049337	Managing Director	20,228,056	
MANOJ GYANCHAND	00049387	Whole-time director	12,137,200	
ROHIT GYANCHAND	00049486	Whole-time director	12,137,200	
NARESH KUMAR PHOOLAN	07681794	Whole-time director	0	
RAJINDER PAL SINGH	02135781	Director	0	
JAGGANATH GUPTA	00397952	Director	0	
RENUKA GULATI	07395200	Director	0	
SUSHIL KUMAR BAJPAI	AEUPB9460R	Company Secretary	0	
RAHUL GYANCHAND	00049468	Managing Director	12,137,200	
SUSHIL KUMAR BAJPAI	AEUPB9460R	CFO	0	

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

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

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

**A. MEMBERS/CLASS /REQUISITIONED/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	26/06/2023	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
1	17/05/2023	9	9	100
2	26/06/2023	9	6	66.67
3	07/08/2023	9	9	100
4	18/09/2023	9	7	77.78
5	09/10/2023	9	9	100
6	08/11/2023	9	9	100
7	15/12/2023	9	7	77.78
8	12/02/2024	9	9	100
9	14/03/2024	9	6	66.67

## C. COMMITTEE MEETINGS

Number of meetings held

10

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	17/05/2023	3	3	100
2	AUDIT COMM	07/08/2023	3	3	100
3	AUDIT COMM	09/10/2023	3	3	100
4	AUDIT COMM	08/11/2023	3	3	100
5	AUDIT COMM	15/12/2023	3	2	66.67
6	AUDIT COMM	12/02/2024	3	3	100
7	CORPORATE	17/05/2023	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
8	CORPORATE	15/12/2023	3	3	100
9	NOMINATION	17/05/2023	3	3	100
10	INDEPENDEN	15/12/2023	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	25/09/2024
								(Y/N/NA)
1	MURLIDHAR	9	9	100	2	2	100	Yes
2	BIMAL KUMAR	9	9	100	2	2	100	Yes
3	MANOJ GYAN	9	9	100	0	0	0	Yes
4	ROHIT GYAN	9	9	100	0	0	0	Yes
5	NARESH KUMAR	9	9	100	0	0	0	No
6	RAJINDER PA	9	5	55.56	8	8	100	No
7	JAGGANATH	9	6	66.67	8	8	100	No
8	RENUKA GUL	9	7	77.78	4	4	100	No
9	RAHUL GYAN	9	8	88.89	6	5	83.33	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

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MURLIDHAR GYAN	MANAGING DIR	120,000,000	86,439,000	0	0	206,439,000
2	BIMAL KUMAR	MANAGING DIR	120,000,000	86,439,000	0	0	206,439,000
3	RAHUL GYANCHAI	MANAGING DIR	102,000,000	86,439,000	0	0	188,439,000
4	MANOJ GYANCHAI	WHOLE-TIME D	102,000,000	86,439,000	0	0	188,439,000
5	ROHIT GYANCHAN	WHOLE-TIME D	102,000,000	86,439,000	0	0	188,439,000
6	NARESH PHOOLW	WHOLE-TIME D	1,159,000	0	0	0	1,159,000
	Total		547,159,000	432,195,000	0	0	979,354,000

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	SUSHIL KUMAR B	COMPANY SEC	8,792,000	0	0	0	8,792,000
	Total		8,792,000	0	0	0	8,792,000

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RENUKA GULATI	INDEPENDENT	0	0	0	360,000	360,000
2	DR. R.P. SINGH	INDEPENDENT	0	0	0	360,000	360,000
3	DR. J.N. GUPTA	INDEPENDENT	0	0	0	400,000	400,000
	Total		0	0	0	1,120,000	1,120,000

#### 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

**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

S.K. GUPTA

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

1920

**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. ...

4

dated

24/05/2024

(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 

Bimal Kumar

DIN of the director 

0\*0\*9\*3\*

To be digitally signed by 

Sushil Kumar Bajpai

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number 

3\*5\*

 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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of shareholders\_RSPL Limited\_31032024.pdf  
RSPL Limited\_MGT\_8\_2024.pdf  
Clarification.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

**Annexure to MGT-7 (Annual Return)**

**LIST OF SHAREHOLDERS AS ON 31<sup>st</sup> March, 2024**

Authorized Capital: Rs. 1,00,00,00,000/-

Paid-Up Capital: Rs. 80,91,31,400/-

Sr. No.	DP ID	Client ID	Name of Shareholders	Father's / Husband Name	Address	No. of Shares	% of Total Shares
1	IN301330	22240482	Shri Murlidhar Gyanchandani	S/o. Late Dayal Das	R/o. 7/189, Swaroop Nagar, KANPUR— 208002	2,37,57,121	29.36
2	IN30 1330	22237487	Shri Bimal Kumar Gyanchandani	S/o. Late Dayal Das	R/o. 7/189, Swaroop Nagar, KANPUR— 208002	2,02,28,056	25.00
3	IN301330	22213007	Shri Manoj Kumar	S/o. Shri Murlidhar Gyanchandani	R/o. 7/189. Swaroop Nagar, KANPUR — 208002	1,21,37,200	15.00
4	IN301330	22212990	Shri Rahul Gyanchandani	S/o. Shri Murlidhar Gyanchandani	R/o. 7/189. Swaroop Nagar, KANPUR — 208002	1,21,37,200	15.00
5	IN301330	22213015	Shri Rohit Gyanchandani	S/o Shri Bimal Kumar Gyanchandani	R/o. 124, State Bank Colony, Delhi- 110033	1,21,37,200	15.00
6	IN301330	22237495	Smt Rajani Gyanchandani	W/o Shri Manoj Kumar	R/o. 7/189, Swaroop Nagar, KANPUR — 208002	5,16,361	0.64
7	IN301330	40375917	Shri Parth Gyanchandani	S/o Shri Manoj Kumar	R/o. 7/189, Swaroop Nagar, KANPUR — 208002	2	0.00
<b>TOTAL</b>						<b>8,09,13,140</b>	<b>100</b>

**For and on behalf of Board of Directors**



**Sushil Kumar Bajpai**  
**Company Secretary**  
**Membership No.: F3753**

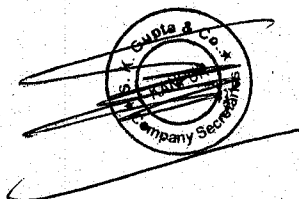


**FORM NO. MGT-8**  
**ANNUAL RETURN CERTIFICATE**

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of the  
Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **RSPL Limited** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the Rules made thereunder for the Financial Year ended on 31<sup>st</sup> 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:

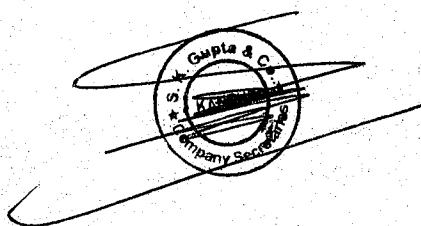
- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with the provisions of the Act and the Rules made there under in respect of the matters as stated below:
  - 1. The status of the Company is that of an Unlisted Public Company Limited by Shares within the meaning of Section 2 (71) of the Companies Act, 2013.
  - 2. The Company has maintained the registers / records as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Act and the Rules made thereunder and the entries therein have been duly recorded within the time prescribed therefor.



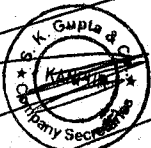
**S. K. Gupta & Co.**  
Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016  
Website: www.skgco.net  
E-mail:skgupta1903@gmail.com

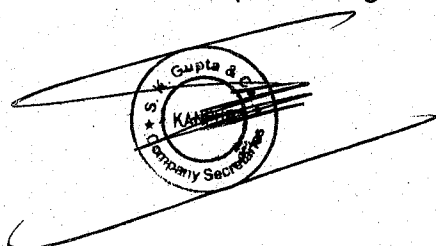
3. The Company has filed Forms and Returns with the Registrar of Companies, Uttar Pradesh, Regional Director, Central Government, the Tribunal, Court or other Authorities under the Act and the Rules made thereunder, the details whereof are stated in Annexure –'B' to this Certificate.
4. (i) The Board of Directors duly met 9 (Nine) times respectively on 17<sup>th</sup> May, 2023, 26<sup>th</sup> June, 2023, 7<sup>th</sup> August, 2023, 18<sup>th</sup> September, 2023, 9<sup>th</sup> October, 2023, 8<sup>th</sup> November, 2023, 15<sup>th</sup> December, 2023, 12<sup>th</sup> February, 2024 and 14<sup>th</sup> March, 2024 as stated in the Annual Return and in respect of such meetings proper notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed. No circular resolution was passed during the financial year under review.
- (ii) The Board of Directors have constituted 3 (Three) Committees namely; Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee pursuant to provisions of the Companies Act, 2013 read with Rules made thereunder.
- (iii) The Audit Committee of the Board met 6 (Six) times respectively on 17<sup>th</sup> May, 2023, 7<sup>th</sup> August, 2023, 9<sup>th</sup> October, 2023, 8<sup>th</sup> November, 2023, 15<sup>th</sup> December, 2023 and 12<sup>th</sup> February, 2024 as stated in the Annual Return and in respect of such meetings proper notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.



- (iv) The Nomination & Remuneration Committee of the Board met once on 17<sup>th</sup> May, 2023 as stated in the Annual Return and in respect of such meeting proper notice was given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purposes which have been duly signed.
- (v) The Corporate Social Responsibility Committee of the Board met 2 (Two) times respectively on 17<sup>th</sup> May, 2023 and 15<sup>th</sup> December, 2023 as stated in the Annual Return and in respect of such meetings proper notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.
- (vi) The Thirty-Fifth Annual General Meeting of the Company for the financial year ended on 31<sup>st</sup> March, 2023 was held on 26<sup>th</sup> June, 2023 after giving proper notice to the Members of the Company and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed. However, no resolution was passed by Postal Ballot during the financial year. No Extraordinary General Meeting was held during the year under review.
5. The Company has not closed its Register of Members during the financial year under review.
6. The Company has not given any advances / loans to its Directors (except as a part of the conditions of service) or persons or firms referred to under Section 185 of the Act. However, during the year under review, the Company has given guarantees and provided security to RSPL Health Private Limited, a wholly owned subsidiary of the company which is exempted under the provisions of Section 185 of the Act.



7. The Company has duly complied with the provisions of Section 188 of the Act in respect of contracts / arrangements with related parties specified in that section.
8. The Company has:
- (i) not issued and allotted debentures or other securities during the financial year under review. However, the Board of Directors of the Company at its meeting held on 26<sup>th</sup> June, 2023 have allotted 4,15,06,990 (Four Crore Fifteen Lakh Six Thousand Nine Hundred and Ninety) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 41,50,69,900/- (Rupees Forty One Crore Fifty Lakh Sixty Nine Thousand and Nine Hundred only) as fully paid-up bonus shares in the proportion of 1 (One) Bonus Equity Shares for every 1 (One) existing Equity Share (1:1) held by Shareholders of the Company on the 'Record Date' in compliance with the provisions of Section 63 of the Companies Act, 2013 read with Rules made thereunder, for which necessary approval was accorded by the Members at the Annual General Meeting of the Company held on 26<sup>th</sup> June, 2023 in compliance with the provisions of the Act read with rules framed thereunder.
  - (ii) no transfer and transmission of securities during the financial year under review.
  - (iii) The Board of Directors of the Company at its Meeting held on 9<sup>th</sup> October, 2023 approved the buy-back of 21,00,840 Equity Shares of Rs.10/- each at a price of Rs. 476/- per Equity Share aggregating to Rs. 99,99,99,840/- representing 2.53% of the total Paid-up Equity Share Capital and free



**S. K. Gupta & Co.**  
Company Secretaries

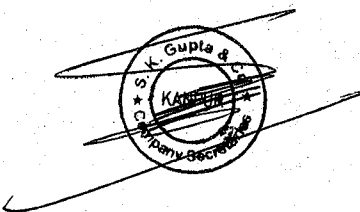
9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016  
Website: www.skgco.net  
E-mail: skgupta1903@gmail.com

reserves of the Company as per the provisions of Section 68, 69 and 70 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid buy-back process was completed on 1<sup>st</sup> November, 2023.

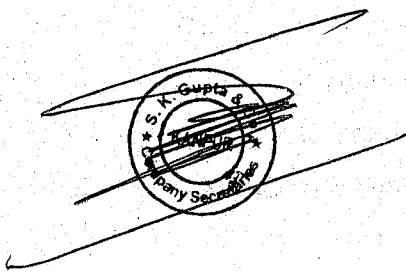
(iv) has not redeemed any Preference Shares during the financial year under review.

(v) except to the extent of Buy-back of Equity Shares as stated in point (iii) supra, the Company has not reduced its share capital and has not converted its shares / securities during the financial year under review. However, the Company has altered the Share Capital by means of increase in the Authorised Share Capital of the Company from 45,00,00,000/- (Rupees Forty-Five Crore) divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of 5,50,00,000 (Five Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 55,00,00,000/- (Rupees Fifty-Five Crore only) with the consent accorded by the Members at the Annual General Meeting held on 26<sup>th</sup> June, 2023 in compliance with the provisions of the Act read with Rules framed there under.

9. 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.

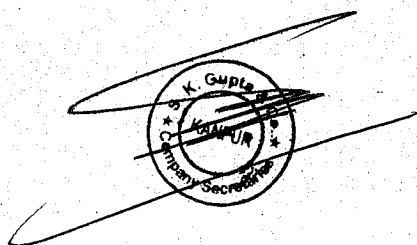


10. (i) The Board of Directors of the Company at its meeting held on 20<sup>th</sup> March, 2023, had declared an Interim Dividend of Re. 1/- per share on 4,15,06,990 Equity Shares of Rs. 10/- each fully paid up shares of the Company during the Financial year 2022-23, which was confirmed and declared as final dividend by the Shareholders at the Annual General Meeting held on 26<sup>th</sup> June, 2023 in compliance with the provisions of the Act.
- (ii) The Board of Directors at its meeting held on 14<sup>th</sup> March, 2024 had declared an Interim Dividend of Re. 1/- per share on 8,09,13,140 Equity Shares of Rs. 10/- each fully paid up shares of the Company for the financial year 2023-24 in compliance with the provisions of the Act.
- (iii) deposited the amount of dividend declared in a separate Bank Account within the period of five days from the date of declaration of dividend;
- (iv) electronically transferred the amount of dividend to all the Equity Shareholders within the prescribed period of thirty days from the date of declaration of dividend.
- (v) There was no unpaid / unclaimed dividend or other amounts remaining unclaimed or unpaid requiring transfer to Investor Education and Protection Fund in accordance with provisions of Section 125 of the Companies Act, 2013.
11. The Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2024 have been signed in accordance with the provisions of Section 134(1) of the Companies Act, 2013 and the Report of Board of Directors of the Company has



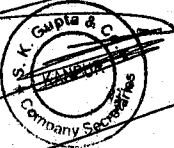
been prepared in compliance with the provisions of sub-sections (3), (4) and (5) of Section 134 of the said Act.

12. (i) The Board of Directors of the Company has been duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year. Further, the re-appointment of retiring Director at the Annual General Meeting has been made in compliance with the provisions of the Act. The Directors have made requisite disclosures as required under the Act and the Rules framed thereunder.
- (ii) During the year under review, the Board of Directors of the Company at its meeting held on 17<sup>th</sup> May, 2023 approved the revision in remuneration of Shri Naresh Kumar Phoolwani (DIN: 07681794), Whole-time Director of the Company with effect from 1<sup>st</sup> April, 2023 based upon his performance and contribution made towards business affairs of the Company in compliance with provisions of the Companies Act, 2013 read with rules framed thereunder.
- (iii) There was no appointment of the Key Managerial Personnel under the provisions of Section 203 of the Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under review.
13. During the year under review, there was no appointment, re-appointment and filling up of casual vacancies of Auditors of the Company. However, M/s. Walker Chandiok & Co LLP., Chartered Accountants were appointed as Statutory Auditors of the Company at the Thirty-Third Annual General Meeting of the Company held on 30<sup>th</sup> September, 2021 to hold office for a term of 5 (Five) years from the conclusion of 33<sup>rd</sup> Annual General Meeting till the conclusion of 38<sup>th</sup>



Annual General Meeting of the Company to be held in the year, 2026 in compliance with the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and accordingly, they continued to hold the office of Statutory Auditors of the Company during the financial year under scrutiny.

14. The Company was not required to obtain any approval of Central Government, Regional Director or such other Authorities prescribed under the various provisions of the Companies Act, 2013 during the financial year.
15. The Company has not accepted or renewed any deposits falling within the purview of Sections 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.
16. The amount borrowed by the Company from Directors, Public Financial Institutions, Banks and others during the financial year is within the borrowing limits of the Company as approved by the special resolution passed by the Members under Section 180 (1) (c) of the Act at the Annual General Meeting held on 30<sup>th</sup> September, 2016. There was no modification or satisfaction of charges except for creation of charges during the financial year and the particulars whereof were filed in compliance with the provisions of the Act.
17. The Company has not given any loans and / or advances to other Bodies Corporate or persons falling within the meaning of the provisions of Section 186 of the Companies Act, 2013 during the financial year under review. However, during the financial year, the Company has made further investments in securities of RSPL Health Private Limited by subscribing 1,01,60,272 Equity Shares of Rs. 10/-





**S. K. Gupta & Co.**  
Company Secretaries

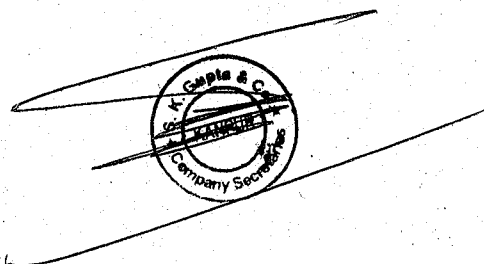
9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016

Website: [www.skgco.net](http://www.skgco.net)  
E-mail: [skgupta1903@gmail.com](mailto:skgupta1903@gmail.com)

each at par aggregating to Rs. 10,16,02,720/- on rights basis. The Company has also made investments in units of mutual funds / bonds of other Body Corporates and continued to hold investments in securities of its Wholly Owned Subsidiary and other Group Companies. Further, during the financial year under review, the Company has extended the Corporate Guarantee to its Wholly Owned Subsidiary namely; RSPL Health Private Limited and continued to provide the Corporate Guarantee and security granted during preceding year(s) in compliance with the provisions of the Companies Act, 2013 read with rules made thereunder.

18. During the year under review, the Company has altered its Memorandum of Association and Articles of Association with the approval of Shareholders of the Company by means of passing of Special Resolutions at the 35<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> June, 2023 in the following manner:

- (a) Increase in Authorised Share Capital of the Company from Rs. 45,00,00,000/- (Rupees Forty-Five Crore) divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by addition of Rs. 55,00,00,000/- (Rupees Fifty-Five Crore only) divided into 5,50,00,000 (Five Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each and consequent alteration in Clause V of the Memorandum of Association of the Company.

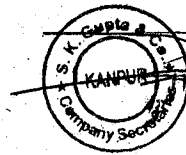


**S. K. Gupta & Co.**  
Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016  
Website: www.skgco.net  
E-mail:skgupta1903@gmail.com

- (b) Alteration in Articles of Association of the Company by insertion of new Article Nos. 6A and 6B after the existing Article No. 6 of the Articles of Association of the Company making specific provisions for capitalization of profits of the Company by way of issue of bonus shares.

For **S.K. Gupta & Co.**  
Company Secretaries  
ICSI Unique Code: P1992UP012800  
Peer Review Certificate No. 1088 / 2021



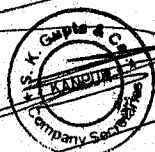
Place: Kanpur  
Date: 21<sup>st</sup> November, 2024

(S.K.GUPTA)  
Managing Partner  
F.C.S 2589, C.P 1920  
UDIN: F002589F002491361

**ANNEXURE 'A'**

**Registers as maintained by the Company**

1. Register of Members u/s 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014.
2. Register of Directors and Key Managerial Personnel and their Shareholding u/s 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
3. Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013 read with Rule 16 of the Companies (Meetings of Board and its Powers) Rules, 2014.
4. Register of loans, guarantee, security and acquisition made by the company maintained u/s 186 of the Companies Act, 2013 read with Rule 12(1) of the Companies (Meetings of Board and its Powers) Rules, 2014.
5. Register of Investments not held in its own name by the Company u/s 187(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Meetings of Board and its Powers) Rules, 2014.
6. Minutes of the proceedings of the General Meetings, Board Meetings and Committee Meetings u/s 118 of the Companies Act, 2013 read with Rule 25 of the Companies (Management and Administration) Rules, 2014.
7. Register of Charges u/s 85 of the Companies Act, 2013 read with Rule 10 of the Companies (Registration of Charges) Rules, 2014.
8. Register of Dividend.

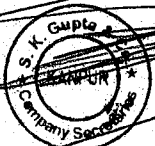


**ANNEXURE 'B'**

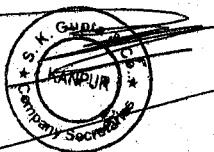
**Forms and Returns filed by the Company during the financial year ended 31<sup>st</sup> March, 2024**

- With Registrar of Companies, Uttar Pradesh

Sl. No.	Forms	Purpose	Date of Actual filing	Whether filed in time or not Yes/ No
1.	Form No. MGT-14 [Registration of Board Resolution for approval to make investment by way of subscription of 50,19,897 Equity Shares of Rs. 10/- each in a Wholly Owned Subsidiary Company namely, RSPL Health Private Limited, offered to the Company on right basis.	Under Section 179(3) read with Section 186 the Companies Act, 2013 and pursuant to Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 dated 20.03.2023.	12.04.2023	Yes
2.	Form DIR-12 [Resignation of Mr. Arvind Vats [PAN: AAEPV2377D] from the post of Chief Financial Officer (CFO) of the Company with effect from 31.03.2023]	Under Section 203 and 170(2) of the Act read with of the Companies Act, 2013 read with Rule 18 of the Companies (Appointment and Qualifications of Directors) Rules, 2014	12.04.2023	Yes



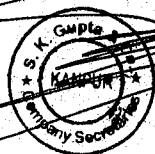
		dated 31.03.2023.		
3.	Form No. MSME FORM – I [Furnishing of half yearly return in respect of outstanding dues to Micro or Small Enterprises Supplier, commencing from 01.10.2022 to 31.03.2023]	Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013 dated 31.03.2023	27.04.2023	Yes
4.	Form No. MGT-14 [Registration of Board Resolution for appointment M/s S.K. Gupta & Co., Company Secretaries as Secretarial Auditor of the Company for the Financial Year 2022-2023.	Under Section 179(3) read with Section 204 of the Companies Act, 2013 dated 20.03.2023.	18.05.2023	No
5.	Form No. MGT-14 [Registration of Board Resolution for: <ul style="list-style-type: none"> <li>Approval of Audited Annual Standalone &amp; Consolidated Financial Statements of the Company for the Financial year ended 31.03.2023;</li> <li>Approval of Director's</li> </ul>	Under Section 179(3) read with Section 117 of the Companies Act, 2013 dated 17.05.2023.	27.05.2023	Yes



**S. K. Gupta & Co.**  
Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016  
Website: www.skgco.net  
E-mail:skgupta1903@gmail.com

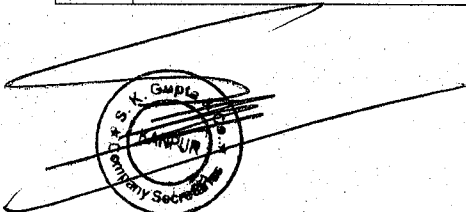
	Report for the Financial Year ended 31.03.2023. <ul style="list-style-type: none"><li>Appointment of M/s. Protiviti India Member Private Limited as Internal Auditor of the Company for the Financial year 2023-2024</li></ul>			
6.	Form No. PAS-6 [Reconciliation of Share Capital Audit Report for the half year ended 31.03.2023]	Pursuant to sub rule 8 of Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014 dated 31.03.2023.	29.05.2023	Yes
7.	Form No. MGT-14 [Registration of Board Resolution to approve the issuance of 4,15,06,990 Equity Shares of Rs. 10/- each to be allotted as fully paid-up Bonus Shares]	Under Section 179(3) and Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 dated 17.05.2023.	15.06.2023	Yes
8.	Form No. MGT-14 [Registration of Special Resolution passed by members at the Annual General Meeting of the	Under Section 117(3) and Section 63 of the Act read with Rule 14 of the Companies (Share Capital and Debentures) Rules,	03.07.2023	Yes



**S. K. Gupta & Co.**  
Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016  
Website: www.skgco.net  
E-mail:skgupta1903@gmail.com

	Company held on 26.06.2023 to approve the issuance of 4,15,06,990 Equity Shares of Rs.10/- each as fully paid-up Bonus Shares]	2014 dated 26.06.2023.		
9.	Form SH-7 [Alteration in Share Capital of the Company by way of increase in Authorized Share Capital of the Company]	U/s 64(1) and 61(1) of the Act read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 dated 26.06.2023	03.07.2023	Yes
10.	Form No. PAS-3 [Return of Allotment of 4,15,06,990 Bonus Shares of Rs. 10/- as fully paid-up Equity Shares of the Company]	Under Section 63 and 39(4) Companies Act, 2013 read with Rule 12 of Companies (Prospectus and Allotment of Securities) Rules, 2014 dt.26.06.2023	07.07.2023	Yes
11.	Form No. AOC-4 XBRL [Filing of Annual Audited Standalone and Consolidated Financial Statements and other documents in XBRL mode for the F.Y. 2022-2023]	U/s 137 of the Companies Act, 2013 read with Rule 12(2) of the Companies (Accounts) Rule, 2014 and Rule 3 of the Companies (Filing of Documents and Forms in XBRL) Rules, 2015 dated 31.03.2023.	25.07.2023	Yes



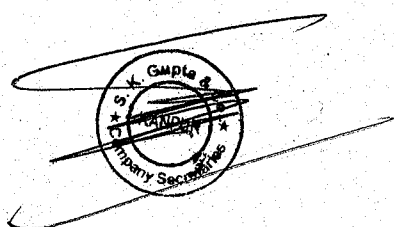
# S. K. Gupta & Co.

Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016

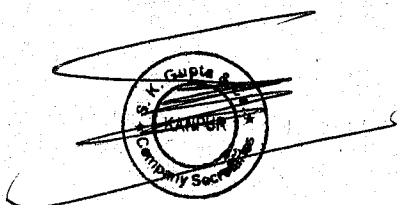
Website: [www.skgco.net](http://www.skgco.net)  
E-mail: [skgupta1903@gmail.com](mailto:skgupta1903@gmail.com)

12.	Form No. MGT-14 Registration of Special Resolution passed at the Annual General Meeting of the Company held on 26.06.2023 for Alteration of Articles of Association.	Under Section 117 and Section 14 of the Companies Act, 2013 read with Rule 24 of the Companies (Management and Administration) Rules, 2014 dated 26.06.2023.	25.07.2023	Yes
13.	Form No. MGT-14 [Registration of Board Resolution for: • approval to make investment by way of subscribing 1,01,60,272 Equity Shares of Rs. 10/- each of its Wholly Owned Subsidiary Company namely, RSPL Health Private Limited, offered to the Company on right basis. • Approval for availing / renewal of various credit facilities from Citi Bank N.A. not exceeding Rs. 365 Crore at any time.]	U/s 179(3) read with 186 the Companies Act, 2013 and pursuant to Rule 11 of the Companies (Meetings of Board and its Powers), 2014 dated 26.06.2023.	27.07.2023	Yes





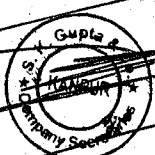
14.	Form No. DPT-3 [Particulars of transactions by Company not considered as deposit as per Rule 2(1)(c) of the Companies (Acceptance of Deposit) Rules, 2014]	Pursuant to Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014 dated 31.03.2023.	28.07.2023*	Yes
15.	Form No. MGT-7 [Annual Return for the Financial Year 2022-2023]	U/s. 92 of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 dated 31.03.2023.	23.08.2023	Yes
16.	Form No. MGT-14 [Registration of Board Resolution to approve the Buy-Back of fully paid-up Equity Shares of Rs. 10/- each not exceeding 21,00,840 Equity Shares, representing 2.53% of the total number of Equity Shares in the paid-up shares of the Company at a price of Rs. 476/- per equity share for an	Under Section 68, 69 and 70 read with section 179 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 dated 09.10.2023.	14.10.2023	Yes



**S. K. Gupta & Co.**  
Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016  
Website: www.skgco.net  
E-mail:skgupta1903@gmail.com

	aggregate consideration not exceeding Rs.1,00,00,00,000/- (Rupees One Hundred Crores Only).]			
17.	Form No. SH-9 [Declaration of Solvency - for Buy Back of Equity Shares]	U/s 68(6) of the Companies Act, 2013 read with Rule 17(3) of the Companies (Share Capital and Debentures) Rules, 2014 dated 09.10.2023.	17.10.2023	Yes
18.	Form No. MSME FORM – I [Furnishing of half yearly return in respect of outstanding dues to Micro or Small Enterprises Supplier, commencing from 01.04.2023 to 30.09.2023]	Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013 dated 30.09.2023.	30.10.2023	Yes
19.	Form No. CHG-1 [Creation of Charge: Charge ID-100815979]	Under Section 77 and 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 26.10.2023.	24.11.2023	Yes
20.	Form No. PAS-6 [Reconciliation of Share Capital Audit Report for the	Pursuant to sub rule 8 of Rule 9A of Companies (Prospectus and Allotment	29.11.2023	Yes



# S. K. Gupta & Co.

Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016

Website: [www.skgco.net](http://www.skgco.net)  
E-mail: [skgupta1903@gmail.com](mailto:skgupta1903@gmail.com)

	half year ended 30.09.2023]	of Securities) Rules, 2014 dated 30.09.2023.		
21.	Form SH-8 [Letter of Offer of Buy-Back of Shares]	Pursuant to Section 68 of the Companies Act, 2013 and rule 17(2) of Companies (Share Capital and Debentures) Rules, 2014 dated 09.10.2023.	29.12.2023	No
22.	Form No. CHG-1 [Creation of Charge – Charge ID- 100843560]	Under Section 77 and 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 15.12.2023.	13.01.2024	Yes
23.	Form No. MGT-14 [Registration of Board Resolution: <ul style="list-style-type: none"> <li>To approve the availing / renewal of various credit facilities amounting to Rs. 355 Crore from Citi Bank N.A.</li> <li>To provide guarantee for credit facilities availed by RSPL Health BD Limited, Bangladesh</li> </ul>	U/s 179(3) read with Section 186 the Companies Act, 2013 and pursuant to Rule 11 of the Companies (Meetings of Board and its Powers), 2014 dated 15.12.2023.	13.01.2024	Yes

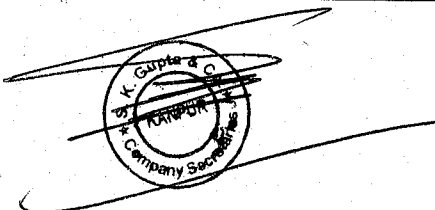


# S. K. Gupta & Co.

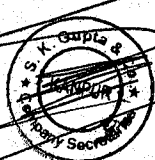
Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016  
Website: www.skgco.net  
E-mail:skgupta1903@gmail.com

	(Step Down Subsidiary) to the tune of Rs. 110 Crore sanctioned by Citi Bank N.A. <ul style="list-style-type: none"><li>To provide security for loans granted to its Wholly Owned Subsidiary namely, RSPL Health Private Limited, by way of pledge of FDRs not exceeding Rs. 25 Crore.</li></ul>			
24.	Form No. SH-11 [Return in respect of Buy- Back of Securities]	Under Section 68(10) of the Companies Act 2013 and pursuant to rule 17(13) of the Companies (Share Capital and Debentures) Rules, 2014 dated 01.11.2023.	19.01.2024	No
25.	Form No. MGT-14 [Registration of Board Resolution for : <ul style="list-style-type: none"><li>To approve the availing / renewal of various credit facilities amounting to Rs. 355 Crore from Citi Bank</li></ul>	U/s 179(3) read with 186 the Companies Act, 2013 dated 12.02.2024.	11.03.2024	Yes



	<p>N.A.</p> <ul style="list-style-type: none"> <li>To appoint M/s S.K. Gupta &amp; Co., Company Secretaries as Secretarial Auditors of the Company for FY 2023-24;</li> <li>To approve for providing Corporate Guarantee in respect of credit facilities granted by State Bank of India to RSPL Health Private Limited, its wholly owned subsidiary up to an amount not exceeding Rs. 31.50 Crore].</li> </ul>	U/s 179(3) read with Section 185 and Section 186 the Companies Act, 2013 and pursuant to Rule 11 of the Companies (Meetings of Board and its Powers), 2014 dated 12.02.2024.		
26.	Form CSR-2 [Report on Corporate Social Responsibility]	Pursuant to Rule 12(1B) of the Companies (Accounts) Rules, 2014 read with Notification issued by the Ministry of Corporate Affairs dated 11 <sup>th</sup> February, 2022 filed for the Financial year 2022-2023.	20.03.2024	Yes

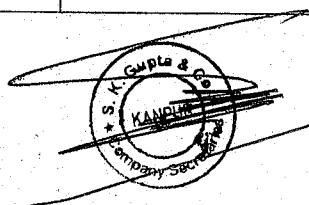


27.	Form No. CHG-1 [Creation of Charge – Charge ID-100888483]	U/s 77 & 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 28.02.2024.	29.03.2024	Yes
-----	---	--	------------	-----

- With Regional Director  
NIL

- With Central Government or other Authorities

Sl. No.	Forms	Purpose	Date of Actual filing	Whether filed in time or not Yes/ No
1.	Form No. CRA-2 [Intimation for appointment of M/s Jitender, Navneet & Co. as Cost Auditor of the Company for the Financial Year 2023-2024]	U/s 148(3) of the Companies Act, 2013 and Rule 6(2) and 6 (3A) of the Companies (Cost Records and Audit) Rules, 2014 dated 17.05.2023.	14.06.2023	Yes
2.	Form No. CRA-4 [Filing of Cost Audit Report for Financial Year 2022-2023]	U/s 148(6) of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit)	12.10.2023	Yes



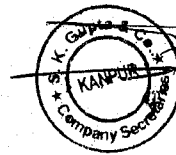
**S. K. Gupta & Co.**  
Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001(U.P.)  
Cell - 9415042137  
9415504016  
Website: www.skgco.net  
E-mail:skgupta1903@gmail.com

		Rules, 2014 dated 18.09.2023.		
--	--	----------------------------------	--	--

*\*[E-Form DPT-3 dated 31.03.2023 filed on 28.07.2023 pursuant to relaxation in paying additional fees in case of delay in filing DPT-3 for the Financial Year ended on 31<sup>st</sup> March, 2023 upto 31<sup>st</sup> July, 2023 through vide General Circular No. 06/2023 dated 21<sup>st</sup> June, 2023 issued by Ministry of Corporate Affairs.]*

For **S.K. Gupta & Co.**  
Company Secretaries  
ICSI Unique Code: P1992UP012800  
Peer Review Certificate No. 1088 / 2021



Place: Kanpur  
Date: 21<sup>st</sup> November, 2024

(S.K.GUPTA)  
Managing Partner  
F.C.S 2589, C.P 1920  
UDIN: F002589F002491361

**Clarification**

The figures of the Turnover and Networth of the Company shown under point No. V as well as the Remuneration and Commission paid to Directors and Remuneration paid to Key Managerial Personnel shown under point no. X of accompanying E-Form MGT-7 have been taken from the Audited Financial Statements of the Company as at 31<sup>st</sup> March, 2024 which have been rounded off in Lakhs.

**For and on behalf of Board of Directors**



**Sushil Kumar Bajpai**  
**Company Secretary**  
**Membership No.: F3753**