

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

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

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  
Kanpur  
Kanpur  
Uttar Pradesh  
200012

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

secretarial@rsplgroup.com

(d) \*Telephone number with STD code

05122221201

(e) Website

(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

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(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	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

**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	RSPL HEALTH PRIVATE LIMITED	U36912DL2011PTC347104	Subsidiary	100
2	RSPL HEALTH BD LIMITED		Subsidiary	100

**IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY****(i) \*SHARE CAPITAL**

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	45,000,000	44,032,500	44,032,500	44,032,500
Total amount of equity shares (in Rupees)	450,000,000	440,325,000	440,325,000	440,325,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	45,000,000	44,032,500	44,032,500	44,032,500
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	450,000,000	440,325,000	440,325,000	440,325,000

**(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)	0	0		

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	44,032,500	44032500	440,325,000	440,325,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<input type="text"/>						
<b>At the end of the year</b>	0	44,032,500	44032500	440,325,000	440,325,000	
<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						
<input type="text"/>						
<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						
<input type="text"/>						
<b>At the end of the year</b>	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" value="30/12/2020"/>	
Date of registration of transfer (Date Month Year)		<input type="text" value="09/09/2020"/>	
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
Ledger Folio of Transferor		<input type="text" value="IN301330 22240482"/>	
Transferor's Name	<input type="text" value="Gyanchandani"/>	<input type="text"/>	<input type="text" value="Murlidhar"/>
	Surname	middle name	first name

Ledger Folio of Transferee		IN301330 40375917	
Transferee's Name	Gyanchandani		Parth
	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	
----------------------------	--

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
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	2,000,000,000	0	2,000,000,000	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**

52,345,615,000

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

28,230,427,000

**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	44,032,500	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>	44,032,500	100	0	0

**Total number of shareholders (promoters)**

8

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

0

**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	7	8
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	96.37	0
<b>B. Non-Promoter</b>	1	3	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	4	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
<b>Total</b>	6	3	6	4	96.37	0

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

12

**(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 GYANCH	00049298	Managing Director	11,609,999	
BIMAL KUMAR GYANC	00049337	Managing Director	11,008,000	
RAHUL GYANCHANDA	00049468	Managing Director	6,605,000	
MANOJ KUMAR	00049387	Whole-time directo	6,605,000	
ROHIT GYANCAHND	00049486	Whole-time directo	6,605,000	
NARESH KUMAR PHO	07681794	Whole-time directo	0	
RAJINDER PAL SINGH	02135781	Director	0	
JAGANNATH GUPTA	00397952	Director	0	
RENUKA GULATI	07395200	Director	0	
SUNIL SRIVASTAV	00237561	Director	0	
SUSHIL KUMAR BAJPA	AEUPB9460R	Company Secretar	0	
SUSHIL KUMAR BAJPA	AEUPB9460R	CFO	0	

**(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)
SUNIL SRIVASTAV	00237561	Director	15/12/2020	APPOINTMENT

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

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	30/12/2020	8	5	96.37
EXTRA-ORDINARY GENE	01/10/2020	8	5	96.37

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2020	9	7	77.78
2	24/06/2020	9	9	100
3	24/07/2020	9	6	66.67
4	07/10/2020	9	9	100
5	12/11/2020	9	9	100
6	15/12/2020	9	9	100

**C. COMMITTEE MEETINGS**

Number of meetings held

8

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	24/06/2020	3	3	100
2	AUDIT COMM	07/10/2020	3	2	66.67
3	AUDIT COMM	12/11/2020	3	3	100
4	CSR COMMIT	24/06/2020	3	3	100
5	CSR COMMIT	07/10/2020	3	3	100
6	CSR COMMIT	15/12/2020	3	3	100
7	NOMINATION	15/12/2020	3	3	100
8	NDEPENDEN	12/11/2020	3	2	66.67

**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	
								30/09/2021
								(Y/N/NA)

1	MURLIDHAR	6	6	100	3	3	100	Yes
2	BIMAL KUMAR	6	6	100	3	3	100	Yes
3	RAHUL GYAN	6	6	100	3	3	100	Yes
4	MANOJ KUMAR	6	6	100	0	0	0	Yes
5	ROHIT GYAN	6	6	100	0	0	0	Yes
6	NARESH KUMAR	6	6	100	0	0	0	No
7	RAJINDER PA	6	4	66.67	5	4	80	No
8	JAGANNATH	6	4	66.67	5	4	80	No
9	RENUKA GUL	6	5	83.33	5	5	100	No
10	SUNIL SRIVA	0	0	0	0	0	0	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

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. MURLIDHAR G	DIRECTOR	99,000,000	82,574,000			181,574,000
2	MR. BIMAL KUMAR	MANAGING DIR	99,000,000	82,574,000			181,574,000
3	MR. RAHUL GYAN	MANAGING DIR	82,500,000	82,574,000			165,074,000
4	MR. MANOJ KUMAR	Whole-time Dire	82,500,000	82,574,000			165,074,000
5	MR. ROHIT GYAN	Whole-time Dire	82,500,000	82,574,000			165,074,000
6	MR. NARESH KUMAR	Whole-time Dire	709,000				709,000
7	DR. R.P. SINGH	DIRECTOR	240,000				240,000
8	DR. J.N. GUPTA	DIRECTOR	240,000				240,000
9	MRS RENUKA GUL	DIRECTOR	300,000				300,000
	Total		446,989,000	412,870,000			859,859,000

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
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR SUSHIL KUMAR	Company Secre	4,912,000				4,912,000
	Total		4,912,000	0			4,912,000

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

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. ...  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

Murli  
Dhar

DIN of the director

00049298

#### To be digitally signed by

Sushil  
Kumar  
Bajpai

Company Secretary

Company secretary in practice

Membership number

3753

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Shareholders31_03_2021RSPL.pdf Form MGT-8 RSPL_2021.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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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**

**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, 2021. 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



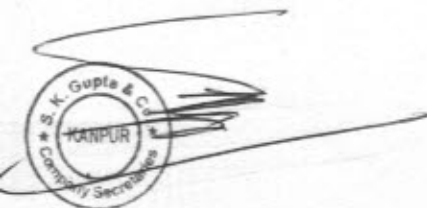


thereunder and the entries therein have been duly recorded within the time prescribed therefor.

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 6 (Six) times respectively on 26<sup>th</sup> May, 2020, 24<sup>th</sup> June, 2020, 24<sup>th</sup> July, 2020, 7<sup>th</sup> October, 2020, 12<sup>th</sup> November, 2020 and 15<sup>th</sup> December, 2020 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 3 (Three) times respectively on 24<sup>th</sup> June, 2020, 7<sup>th</sup> October, 2020 and 12<sup>th</sup> November, 2020 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 15<sup>th</sup> December, 2020 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 3 (Three) times respectively on 24<sup>th</sup> June, 2020, 7<sup>th</sup> October, 2020 and 15<sup>th</sup> December, 2020 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) In accordance with the Order No. ROC / KAN / AGM EXTN. / 2020 / 1105 issued by the Registrar of Companies, Uttar Pradesh dated 8th September, 2020 granting general extension of time to the Companies for holding of the Annual General Meeting for the Financial year ended 31st March, 2020 by a period of three months from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) to Section 96 of the Companies Act, 2013, the Annual General Meeting of the Company for the Financial Year ended on 31<sup>st</sup> March, 2020 was held on 30<sup>th</sup> December, 2020 after giving shorter 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..



# S. K. Gupta & Co.

Company Secretaries

9, Roland Complex  
Upper Floor, 37/17  
Westcott Building,  
The Mall,  
Kanpur-208001  
Telefax :0512- 2315123  
Cell - 9415042137  
E-mail:sk\_gupta1@rediffmail.com

(vii) During the year under review, 1 (One) Extraordinary General Meeting was held on 1<sup>st</sup> October, 2020 after giving due 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.

5. The Company has not closed its Register of Members during the financial year under review.
6. The Company has not given any loans to its Directors or persons or firms referred to under 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 any shares, debentures or other securities during the financial year.
  - (ii) recorded transfer of securities in dematerialized form during the financial year under scrutiny. However, the Company has not made any transmission and allotment of securities during the financial year under scrutiny.
  - (iii) has not bought back any shares or other securities during the financial year;
  - (iv) has not redeemed any Preference Shares during the Financial year under review. However, the Board of Directors of the Company at its meeting held on

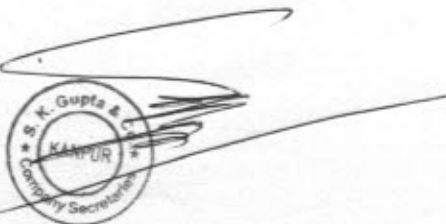


15<sup>th</sup> December, 2020 have approved the proposal for an early redemption of 2000, 9.20% Rated, Secured, Listed, Non Convertible Debentures [ISIN:INE816K07017] having face value of Rs 10,00,000/- each aggregating to Rs. 200 crores which were issued on a Private Placement basis to SBI Life Insurance Corporation Limited on 14<sup>th</sup> October, 2016 with a maturity period of 10 (Ten) years. Accordingly, the said Debentures were redeemed at a premium of Rs. 40,000/- per debenture aggregating to Rs. 208.00 Crore on 19<sup>th</sup> January, 2021 and ISIN for the said debentures was extinguished on 21<sup>st</sup> January, 2021.

(v) has not altered or reduced its share capital and has not converted its shares / securities during the financial year.

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. The Board of Directors at its meeting held on 12<sup>th</sup> March, 2020 declared Interim Dividend of Rs. 7.50/- per share on 4,40,32,500 Equity Shares of Rs. 10/- each of the Company which was confirmed at the Annual General Meeting held on 30<sup>th</sup> December, 2020 in compliance with the provisions of the Act. 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.

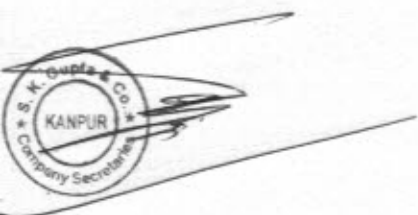


11. The Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2021 have been signed in accordance with the provisions of Section 134(1) of the Companies Act, 2013 and the Report of Board of Directors of the Company has been prepared in compliance with the provisions 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) Based upon the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting of held on 15<sup>th</sup> December, 2020, approved the re-appointment of Mrs. Renuka Gulati, Non-Executive Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from 31<sup>st</sup> December, 2020 and her re-appointment was ratified by the Members at the Annual General Meeting held on 30<sup>th</sup> December, 2020 in compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder.
  
- (iii) Based upon the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting of held on 15<sup>th</sup> December, 2020, approved the appointment of Shri Sunil Srivastav, as Non-Executive Independent Director of the Company for a term of 3 (Three) consecutive years



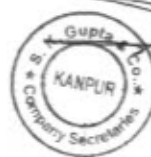
with effect from 15<sup>th</sup> December, 2020 and his appointment was ratified by the Members at the Annual General Meeting held on 30<sup>th</sup> December, 2020 in compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder.

- (iv) There was no appointment of 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. The Members at the 32<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> December, 2020 have approved the appointment of M/s Walker Chandiook & Co LLP., Chartered Accountants as Statutory Auditors of the Company for a period of 1 (One) year to hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2021 to fill casual vacancy caused by resignation of M/s S.R. Batliboi & Co. LLP, Chartered Accountants in compliance with the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.
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 were creation, modification and satisfaction of charges during the financial year and the particulars of creation, modification and satisfaction of charges were filed in compliance with the provisions of the Act.
17. The loans and advances given and the guarantees and securities provided and the investments made in the securities of other Body Corporates are in compliance with the provisions of Section 186 of the Companies Act, 2013.
18. The Company has not altered its Memorandum of Association and Articles of Association during the year under review.

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



(S.K.GUPTA)  
Managing Partner  
F.C.S - 2589  
C.P.No.-1920

UDIN: F002589C001510370

Place: Kanpur  
Date: 23<sup>rd</sup> November, 2021

**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 Debentureholders u/s 88 of the Companies Act, 2013 read with Rule 4 of the Companies (Management and Administration) Rules, 2014.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. Register of Charges u/s 85 of the Companies Act, 2013 read with Rule 10 of the Companies (Registration of Charges) Rules, 2014.
9. Attendance Register for the Meetings of the Board of Directors and Committees thereof.
10. Register of Share Application and Allotment.
11. Register of Share Transfers.
12. Attendance Register for the Meetings of the Shareholders.





**ANNEXURE 'B'**

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

**March, 2021**

- 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. CHG -1 [Creation of Charge - Charge ID-100356166]	U/s 77 & 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 28.07.2020	10.08.2020	Yes
2.	Form No. MSME FORM - 1 [Furnishing of half yearly return in respect of outstanding dues to Micro or Small Enterprises Supplier, commencing from 01.10.2019 to 31.03.2020]	Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013 dated 31.03.2020	24.08.2020	No



3.	Form No. PAS-6 [Reconciliation of Share Capital Audit Report for the half year ended 30.09.2019]	Pursuant to sub rule 8 of Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014 dated 30.09.2019.	11.09.2020	Yes
4.	Form No. PAS-6 [Reconciliation of Share Capital Audit Report for the half year ended 31.03.2020]	Pursuant to sub rule 8 of Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014 dated 31.03.2020.	11.09.2020	Yes
5.	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)]	Pursuant to Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014 dated 31.03.2020.	11.09.2020*	Yes



	Rules, 2014]			
6.	Form No. MGT-14 [Registration of Board Resolution- • To avail Covid - 19 emergency credit line facilities upto 16 crores sanctioned by the State Bank of India.	U/s 179(3) of the Companies Act, 2013 dated 26.05.2020.	26.09.2020*	Yes
7.	Form No. MGT-14 [Registration of Board Resolution- • To avail working capital limits amounting to Rs. 500 million from ICICI Bank.	U/s 179(3) of the Companies Act, 2013 dated 24.07.2020.	30.09.2020*	Yes
8.	Form No. CHG-1 [Modification of Charge – Charge ID-100273901]	U/s 77 & 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of	30.09.2020*	Yes



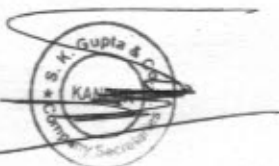
		Charges) Rules, 2014 dated 06.07.2020		
9.	Form No. ADT-1 [Appointment of M/s Walker Chandiook & Co.LLP, as Statutory Auditor of the Company for the period of 1 (One) year from the conclusion of 32 <sup>nd</sup> Annual General Meeting till the conclusion of 33 <sup>rd</sup> Annual General Meeting of the Company to be held in the year 2021 to fill casual vacancy caused due to resignation of M/s S.R. Batliboi & Co. LLP]	U/s 139 (8) of the Companies Act, 2013 read with Rule 4(2) of the Companies (Audit and Auditors) Rules, 2014 dated 07.10.2020.	08.10.2020	Yes
10.	Form No. CHG-1 [Modification of Charge – Charge ID-100356166]	U/s 77 & 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014	13.10.2020	Yes



		dated 01.10.2020		
11.	Form No. MGT-14 [Registration of Board Resolution for appointment of M/s Protiviti India Member Private Limited, as Internal Auditor of the Company for Financial Year 2020-2021]	U/s 179(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 dated 07.10.2020.	23.10.2020	Yes
12.	Form No. MGT-14 [Registration of Board Resolution for: <ul style="list-style-type: none"> <li>• Approval of Financial Statements for the Financial year ended 31.03.2020;</li> <li>• To avail External Commercial Borrowings amounting to Euro 68,00,000 from Standard</li> </ul>	U/s 179(3) the Companies Act, 2013 dated 24.06.2020.	23.10.2020*	Yes



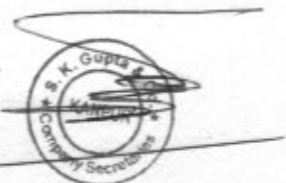
	Chartered Bank.			
13.	Form No. MGT-14 [Registration of Board Resolution for appointment of M/s S.K. Gupta & Co., Company Secretaries as Secretarial Auditor of the Company for the Financial Year 2019-2020]	U/s 179(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 dated 12.03.2020	23.10.2020*	Yes
14.	Form No. MSME FORM - 1 [Furnishing of half yearly return in respect of outstanding dues to Micro or Small Enterprises Supplier, commencing from 01.04.2020 to 30.09.2020]	Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013 dated 30.09.2020	30.10.2020	Yes
15.	Form No. PAS-6 [Reconciliation of Share Capital Audit Report for the half year ended 30.09.2020]	Pursuant to sub rule 8 of Rule 9A of Companies (Prospectus and Allotment of Securities)	18.11.2020	Yes



		Rules, 2014 dated 30.09.2020.		
16.	Form No. CHG-4 [Satisfaction of Charge Charge ID: 100288293]	U/s 82 of the Companies Act, 2013 read with Rule 8 of the Companies (Registration of Charges) Rules, 2014 dated 10.12.2020	17.12.2020	Yes
17.	Form No. CHG-1 [Modification of Charge – Charge ID-100356166]	U/s -77 & 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 04.12.2020	25.12.2020	Yes
18.	Form No. CHG-1 [Modification of Charge – Charge ID-100356166]	U/s 77 & 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 04.12.2020	25.12.2020	Yes



19.	Form No. CHG-1 [Modification of Charge – Charge ID-100356166]	U/s -77 & 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 04.12.2020	25.12.2020	Yes
20.	Form No. DIR-12 • Appointment of Shri Sunil Srivastav as Independent Director of the Company for a period of three years with effect from 15.12.2020.	U/s 149, 150, 152 and 170(2) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 dated 15.12.2020.	07.01.2021	Yes
21.	Form No. CHG-4 [Satisfaction of Charge Charge ID: 100168492]	U/s 82 of the Companies Act, 2013 read with Rule 8 of the Companies (Registration of Charges) Rules, 2014 dated 19.12.2020	07.01.2021	Yes

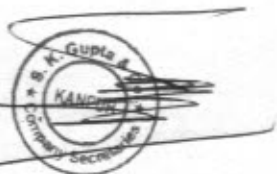




22.	Form No. MGT-14  [Registration of Special Resolution passed in Annual General Meeting of the Company for:  • Re-appointment of Mrs. Renuka Gulati as Independent Director for second term of 5 years w.e.f. 31st December, 2020.	U/s 149(9) and 117 of the Companies Act, 2013 dated 30.12.2020	25.01.2021	Yes
23.	Form No. MGT-14  [Registration of Board Resolution for:  • Approval of Boards' Report for the period ended 31 <sup>st</sup> March, 2020.	U/s 179(3) of the Companies Act, 2013 dated 15.12.2020.	25.01.2021	No
24.	Form No. AOC-4 XBRL  [Filing of Standalone and Consolidated Financial Statements and other documents for F.Y. 2019-	U/s 137 of the Companies Act, 2013 read with Rule 12(2) of the Companies (Accounts) Rule, 2014	28.01.2021	Yes



	2020]	and Rule 3 of the Companies (Filing of Documents and Forms in XBRL) Rules, 2015 Dated 31.03.2020		
25.	Form No. CHG-4 [Satisfaction of Charge Charge ID: 100109064]	U/s 82 of the Companies Act, 2013 read with Rule 8 of the Companies (Registration of Charges) Rules, 2014 dated 10.02.2021	17.02.2021	Yes
26.	Form No. CHG-4 [Satisfaction of Charge Charge ID: 100051618]	U/s 82 of the Companies Act, 2013 read with Rule 8 of the Companies (Registration of Charges) Rules, 2014 dated 10.02.2021	17.02.2021	Yes
27.	Form No. MGT-7 [Annual Return for the Financial Year 2019- 2020]	U/s. 92 of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 dated 31.03.2020	28.02.2021	Yes



28.	Form No. ADT-1 [Appointment of M/s Walker Chandiook & Co.LLP, as Statutory Auditor of the Company for the period of 1 (One) year from the conclusion of 32 <sup>nd</sup> Annual General Meeting till the conclusion of 33 <sup>rd</sup> Annual General Meeting of the Company to be held in the year 2021	U/s 139 (1) of the Companies Act, 2013 read with Rule 4(2) of the Companies (Audit and Auditors) Rules, 2014 dated 30.12.2020.	03.03.2021	No
29.	Form No. CHG-4 [Satisfaction of Charge Charge ID: 100296450]	U/s 82 of the Companies Act, 2013 read with Rule 8 of the Companies (Registration of Charges) Rules, 2014 dated 26.02.2021	10.03.2021	Yes

*\*[E-Form No. DPT-3 dated 31<sup>st</sup> March, 2020 was filed on 11<sup>th</sup> September, 2020 and Form MGT-14 dated 26<sup>th</sup> May, 2020, 24<sup>th</sup> July, 2020, 24<sup>th</sup> June, 2020 and 12<sup>th</sup> March, 2020 were filed on 26<sup>th</sup> September, 2020, 30<sup>th</sup> September, 2020, 23<sup>rd</sup> March, 2020 and 23<sup>rd</sup> March, 2020 respectively pursuant to the Scheme for relaxation on account of the pandemic caused by the COVID-19 notified vide General Circular Nos. 11/2020, 12/2020 and 30/2020 dated 24<sup>th</sup> March, 2020, 30<sup>th</sup> March, 2020 and 28<sup>th</sup> September, 2020 respectively issued by the Ministry of Corporate Affairs, New Delhi]*



# S. K. Gupta & Co.

Company Secretaries

9, Roland Complex  
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Westcott Building,  
The Mall,  
Kanpur-208001  
Telefax :0512- 2315123  
Cell - 9415042137

E-mail:sk\_gupta1@rediffmail.com

*\*\*[E-Form No. CHG-1 dated 6<sup>th</sup> July,2020 was filed on 30<sup>th</sup> September, 2020 pursuant to Scheme for relaxation on account of the pandemic caused by the COVID-19 notified vide General Circular No. 23/2020 dated 17<sup>th</sup> June, 2020 issued by the Ministry of Corporate Affairs, New Delhi]*

- **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 Jitendra, Navneet & Co. as Cost Auditor of the Company for the Financial Year 2020-2021]	U/s 148(3) of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 dated 24.07.2020	19.09.2020*	Yes
2.	Form No. CRA-4 [Filing of Cost Audit Report for Financial Year 2019-2020]	U/s 148(6) of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 dated	05.12.2020	Yes



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

9, Roland Complex  
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The Mall,  
Kanpur-208001  
Telefax :0512- 2315123  
Cell - 9415042137  
E-mail:sk\_gupta1@rediffmail.com

		12.11.2020		
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*\*[E-Form No. CRA-2 dated 24<sup>th</sup> July,2020 was filed on 19<sup>th</sup> September, 2020 pursuant to Scheme for relaxation on account of the pandemic caused by the COVID-19 notified vide General Circular Nos. 11/2020, 12/2020 and 30/2020 dated 24<sup>th</sup> March, 2020 and 30<sup>th</sup> March, 2020 issued by the Ministry of Corporate Affairs, New Delhi]*

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



(S.K.GUPTA)  
Managing Partner  
F.C.S - 2589  
C.P.No.-1920

Place: Kanpur  
Date: 23<sup>rd</sup> November, 2021

UDIN: F002589C001510370

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

**LIST OF SHAREHOLDERS AS ON 31<sup>st</sup> MARCH 2021**

Authorized Capital: Rs. 45,00,00,000/-

Paid-Up Capital: Rs. 44,03,25,000/-

**Type of Share: Equity**  
**Amount per Share: Rs. 10/-**

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 Gyan Chandani	S/o. Late Dayal Das	R/o. 7/189, Swaroop Nagar, KANPUR- 208002	11,609,999	26.37
2	IN301330	22237487	Shri Bimal Kumar Gyanchandani	S/o. Late Dayal Das	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	11,008,000	25.00
3	IN301330	22213007	Shri Manoj Kumar	S/o. Shri Murlidhar Gyan Chandani	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	6,605,000	15.00
4	IN301330	22212990	Shri Rahul Gyanchandani	S/o. Shri Murlidhar Gyan Chandani	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	6,605,000	15.00
5	IN301330	22213015	Shri Rohit Gyanchandani	S/o Shri Bimal Kumar Gyanchadani	R/o. 124, State Bank Colony, Delhi-110033	6,605,000	15.00
6	IN301330	22240499	Smt Kamla Devi	W/o Shri Murlidhar Gyan Chandani	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	1,318,500	2.99
7	IN301330	22237495	Smt Rajani Gyanchandani	W/o Shri Manoj Kumar	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	281,000	0.64
8	IN301330	40375917	Shri Parth Gyanchandani	S/o Shri Manoj Kumar	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	1	0.00

<b>TOTAL</b>	<b>44,032,500</b>	<b>100</b>
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**For and on behalf of the Board of Directors**

  
**S.K. Bajpai**  
**Company Secretary**  
**F3753**

**Corporate Office :** Plot No. 124, Sector - 44, Gurugram - 122003 (Haryana)

Phone : +91-124-2544186 to 88, 7518204740-41, 7233808503-504

Regd. Office : 119-121 (Part), Block P & T, Fazal Ganj, Kalpi Road, Kanpur - 208012 (U.P.)

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