

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

L65910MH1995PLC220793

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACR2668G

(ii) (a) Name of the company

NIPPON LIFE INDIA ASSET MAN

(b) Registered office address

4th Floor, Tower A, Peninsula Business Park, Ganapatrao Kadam Marg, Lower Parel (West) NA
Mumbai
Mumbai City
Maharashtra
400012

(c) *e-mail ID of the company

Investorrelation@nipponindia

(d) *Telephone number with STD code

02268087000

(e) Website

https://mf.nipponindiaim.com

(iii) Date of Incorporation

24/02/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(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

(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

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	K	Financial and insurance Service	K6	Fund Management Services	100

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	NIPPON LIFE INDIA AIF MANAC +	U74999MH2000PLC127497	Subsidiary	100
2	NIPPON LIFE INDIA ASSET MAN +		Subsidiary	100

3	NIPPON LIFE INSURANCE COM ✚		Holding	72.86
4	RELIANCE CAPITAL PENSION F ✚	U66020MH2009PLC191340	Associate	49

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	1,000,000,000	629,998,730	629,998,730	629,998,730
Total amount of equity shares (in Rupees)	10,000,000,000	6,299,987,300	6,299,987,300	6,299,987,300

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	1,000,000,000	629,998,730	629,998,730	629,998,730
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	6,299,987,300	6,299,987,300	6,299,987,300

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,000,000	0	0	0
Total amount of preference shares (in rupees)	300,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	3,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	300,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	60	623,175,383	623175443	6,231,754,4	6,231,754,	
Increase during the year	0	6,823,287	6823287	68,232,870	68,232,870	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	6,823,287	6823287	68,232,870	68,232,870	
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						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	60	629,998,670	629998730	6,299,987,3	6,299,987,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE298J01013

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

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

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

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

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

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

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

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

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

15,211,171,171.35

(ii) Net worth of the Company

31,378,204,785.76

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	459,028,095	72.86	0	
10.	Others	0	0	0	
	Total	459,028,095	72.86	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	36,886,935	5.86	0	
	(ii) Non-resident Indian (NRI)	2,634,339	0.42	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	42,414,145	6.73	0	

4.	Banks	4,020	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	46,285,505	7.35	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,011,932	0.95	0	
10.	Others AIF, FPI, Trusts, NBFC, Cleari +	36,733,759	5.83	0	
	Total	170,970,635	27.14	0	0

Total number of shareholders (other than promoters)

186,165

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

186,166

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	188,721	186,165
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	3	1	3	0.1	0
B. Non-Promoter	0	4	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	8	0.1	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

(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)
Ameeta Chatterjee	03010772	Director	0	
General Ved Prakash M	00006628	Director	0	
Sundeep Sikka	02553654	Whole-time director	626,039	
Ashvin Parekh	06559989	Director	0	
Sundeep Sikka	ADNPS7006G	CEO	626,039	
Minoru Kimura	07497568	Director	0	
B. Sriram	02993708	Director	0	
Upendra Kumar Sinha	00010336	Director	0	
Tomohiro Yao	08429687	Director	0	
Nilufer Shekhawat	ABDPI7014E	Company Secretar	0	03/06/2024
Amol Vijay Bilagi	AIOPB8335R	CFO	22,023	
Ajay Patel	AAHPP7269H	Manager	20,186	
Hiroki Yamauchi	08813007	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 7

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)
Akira Shibata	08107588	Director	25/04/2023	Cessation
Hiroki Yamauchi	08813007	Additional director	25/04/2023	Appointment
Upendra Kumar Sinf	00010336	Additional director	01/05/2023	Appointment
Hiroki Yamauchi	08813007	Director	12/07/2023	Change in designation
Upendra Kumar Sinf	00010336	Director	12/07/2023	Change in designation
Prateek Jain	ABWPJ8382R	CFO	29/12/2023	Cessation
Amol Vijay Bilagi	AIOPB8335R	CFO	04/01/2024	Appointment

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

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

Number of meetings held

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	12/07/2023	188,139	57	73.75

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	25/04/2023	8	8	100
2	27/06/2023	9	7	77.78
3	27/07/2023	9	9	100
4	20/09/2023	9	9	100
5	30/10/2023	9	9	100
6	12/12/2023	9	9	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
7	04/01/2024	9	9	100
8	29/01/2024	9	9	100
9	16/03/2024	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

27

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 Committee	25/04/2023	6	5	83.33
2	Audit Committee	27/06/2023	7	5	71.43
3	Audit Committee	27/07/2023	7	7	100
4	Audit Committee	30/10/2023	7	7	100
5	Audit Committee	12/12/2023	7	7	100
6	Audit Committee	04/01/2024	7	7	100
7	Audit Committee	29/01/2024	7	7	100
8	Audit Committee	12/03/2024	7	7	100
9	Audit Committee	16/03/2024	7	7	100
10	Nomination and Remuneration Committee	25/04/2023	6	6	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	
1	Ameeta Chatterjee	9	8	88.89	23	19	82.61	
2	General Ved Prakash	9	9	100	21	21	100	
3	Sundeep Sikka	9	9	100	6	5	83.33	

4	Ashvin Parekh	9	8	88.89	26	24	92.31	
5	Minoru Kimura	9	9	100	19	18	94.74	
6	B. Sriram	9	9	100	27	27	100	
7	Upendra Kumar	8	8	100	23	23	100	
8	Tomohiro Yao	9	9	100	17	17	100	
9	Hiroki Yamada	8	8	100	15	15	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sundeep Sikka	Executive Director	82,090,000	0	0	466,929,894	0
2	Ajay Patel	Manager	10,913,988	0	0	1,785	0
	Total		93,003,988	0	0	466,931,679	0

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prateek Jain	CFO	30,101,073	0	0	161,557,804	0
2	Amol Vijay Bilagi	Interim CFO	1,500,000	0	0	8,737,308	0
3	Nilufer Shekhawat	Company Secretary	6,450,000	0	0	1,641,392	0
	Total		38,051,073	0	0	171,936,504	0

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ameeta Chatterjee	Independent Director	0	2,000,000	0	2,700,000	0
2	Ashvin Parekh	Independent Director	0	2,000,000	0	3,200,000	0
3	B. Sriram	Independent Director	0	2,000,000	0	3,600,000	0
4	General Ved Prakash	Independent Director	0	2,000,000	0	3,000,000	0
5	Upendra Kumar Sinha	Independent Director	0	0	0	3,100,000	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	8,000,000	0	15,600,000	0

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

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

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

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

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

Name

Mukesh Siroya

Whether associate or fellow

Associate Fellow

Certificate of practice number

4157

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

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

-
-
-
-

List of attachments

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

Note: This e-form MGT-7 (draft) along with form MGT-8 (draft) has been placed on the website of the Company in compliance of the Companies (Amendment) Act, 2017, effective August 28, 2020. This e-form MGT-7 shall be filed with Ministry of Corporate Affairs upon the completion of 29th Annual General Meeting of the Company as required under Section 92 of the Companies Act, 2013, and the Rules made thereunder and a copy of the same shall be furnished on the website of the Company.

M Siroya and Company

Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

DRAFT (Subject to finalization)

Form No. MGT-8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of Nippon Life India Asset Management 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 March 31, 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, wherever applicable, complied with provisions of the Act & Rules made there under in respect of the following:
 1. the Company is Public Limited Company and Listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE);
 2. the Company has maintained requisite registers/records & made necessary entries therein within the time prescribed therefore;
 3. the Company has filed forms and returns as stated in the Annual return, with the Registrar of Companies within the prescribed time. As per the requirement of Section 90(1), any significant beneficial owner(s) in respect of the shareholding of the erstwhile promoter M/s. Reliance Capital Limited (“RCAP”) was required to file Form BEN 1 with the Company within the time prescribed therein and after the expiry of the given time, pursuant to Section 90(7) of the Act, the Company had made requisite application bearing no. 1198 of 2020 to the National Company Law Tribunal (“Tribunal”) seeking directions from the Hon’ble Tribunal under Section 90(8) of the Act and an extension of time, under Rule 15(1) of the National Company Law Tribunal Rules, 2016, in filing the said Application. Subsequent to the filing of the Application/Petition No. 1198 of 2020, the Respondent had submitted requisite disclosures to the Applicant/Petitioner Company on December 30, 2020. Further, the Petitioner has, on its own, submitted the e-Form BEN 2 with the Registrar of Companies vide SRN T63980510 on December 14, 2021 w.r.t. changes in (upon cessation of) the Significant Beneficial Ownership.

Accordingly, thereafter, the Company has filed a miscellaneous application before the Hon'ble Tribunal for withdrawal of the said Application. The same is pending before the Hon'ble Tribunal. Other than the above, the Company was not required to file any forms and returns with Central Government, Court or other authorities.

4. the Company has called/ convened/ held meetings of Board of Directors, its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the Circular Resolutions/ Circular Notes have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed. There were two resolutions passed through postal ballot notices dated September 20, 2023 and March 16, 2024 the result whereof were declared on October 28, 2023 and April 20, 2024 respectively;
5. the Company has not closed the Register of Members / Security holders; the Company had fixed record date on June 30, 2023 and November 9, 2023 for the purpose of final dividend for 2022-23 and interim dividend for 2023-24 respectively;
6. the Company has not made any advances/loans to its directors and/or persons or firms or companies referred to in section 185 of the Act;
7. the Company has entered into contracts/arrangements with related parties as specified in section 188 of the Act and, as informed by the Management, all related party transactions entered into during the year were in the ordinary course of business and on arm's length basis. The Company has taken prior approval of the Audit Committee for all related party transactions;
8. the Company has allotted securities and ~~issued security certificates~~/duly credited shares into the demat accounts of respective shareholders in all such instances and not transferred and transmitted securities. The Company has not issued, bought back any securities/ redeemed preference shares/ altered/reduced its share capital/converted its shares/securities during the year under review;
9. the Company was not required to keep in abeyance the rights to dividend nor rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. the Company had confirmed the payment of Interim Dividend of Rs. 5.50 per Equity Share and declared a Final Dividend of Rs. 11 per Equity Share for the financial year 2023-24. The Company was not required to transfer unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with sections 124 and 125 of the Companies Act, 2013 read with applicable rules as amended from time to time;
11. the Company has complied with the provisions of Section 134 of the Companies Act, 2013 w.r.t. signing of audited financial statements and Report of Directors as per sub-sections (3), (4) and (5) thereof;

12. the Board of the Company is duly constituted and during the year under review, the appointment, re-appointment and cessation of Directors and disclosures of the Directors were duly made; as regards the remuneration paid to Mr. Sandeep Sikka, Executive Director and CEO, the Company had taken approval of members by special resolution passed by postal ballot on April 20, 2024 for the payment of remuneration in excess of the maximum remuneration permissible under the Act and the SEBI Listing Regulations, on account of value of perquisites arising from exercise of employee stock options which were granted previously during 2017 to 2019. There was no filling-up of casual vacancy of Directors;
13. the Company has appointed M/s. S R Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors on July 12, 2023 as per the provisions of section 139 of the Act for a term of five years, to hold office as Statutory Auditors of the Company until the conclusion of the ensuing 33th Annual General Meeting for the year 2024;
14. no approvals were required to be taken from the Central Government, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, other than the one mentioned at serial no. 3 herein before;
15. the Company has not accepted/ renewed/ repaid any deposits during the year under review;
16. the Company has not borrowed any money from its members, public financial institutions, others or Banks and the Company was not required to create/ modify/ satisfy any charge in that respect;
17. the Company had granted loans and/or made investments, though not provided any guarantees or securities to other bodies corporate or persons falling under the provisions of section 186 of the Act and complied with the provisions of the Act, wherever applicable; and
18. the Company has not altered Articles of Association and Memorandum of Association during the year under review.

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682; CP No.: 4157
PR No.: 1075/2021
UDIN:
Date:
Place: Mumbai

DETAILS OF COMMITTEE MEETINGS HELD DURING THE YEAR:

Item No. IX. C Committee Meetings (in continuation to the Form MGT-7)						
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	
11	Nomination and Remuneration Committee Meeting	27.06.2023	7	5	71.43%	
12	Nomination and Remuneration Committee Meeting	27.07.2023	7	7	100%	
13	Nomination and Remuneration Committee Meeting	20.09.2023	7	7	100%	
14	Nomination and Remuneration Committee Meeting	29.12.2023	7	7	100%	
15	Nomination and Remuneration Committee Meeting	16.03.2024	7	7	100%	
16	Stakeholders Relationship Committee Meeting	27.07.2023	6	6	100%	
17	Stakeholders Relationship Committee Meeting	29.01.2024	6	6	100%	
18	Corporate Social Responsibility Committee Meeting	24.04.2023	8	5	62.5%	
19	Corporate Social Responsibility Committee Meeting	05.07.2023	9	8	88.88%	
20	Corporate Social Responsibility Committee Meeting	27.09.2023	9	8	88.88%	
21	Corporate Social Responsibility Committee Meeting	12.03.2024	9	9	100%	
22	Risk Management Committee Meeting	11.07.2023	7	7	100%	
23	Risk Management Committee Meeting	08.09.2023	7	7	100%	
24	Risk Management Committee Meeting	06.12.2023	7	6	85.71%	
25	Risk Management Committee Meeting	06.03.2024	7	7	100%	
26	Independent Director Committee Meeting	12.03.2024	5	5	100%	
27	Unit Holder Protection Committee Meeting	19.02.2024	3	3	100%	