

**MINISTRY OF CORPORATE AFFAIRS****RECEIPT****G.A.R.7****SRN :** H37109972**Service Request Date :** 28/12/2018**Payment made into :** ICICI Bank**Received From :****Name :** RAVI SHARMA**Address :** R S M & Co.

D-63, JFF COMPLEX, JHANDEWALAN

NEW DELHI, Delhi

India - 110055

**Entity on whose behalf money is paid****CIN:** L74899TN1987PLC111744**Name :** BHARTIYA INTERNATIONAL LIMITED**Address :** 56/7, Nallambakkam Village (Via Vandalur)

Chennai, Tamil Nadu

India - 600048

**Full Particulars of Remittance****Service Type:** eFiling

<b>Service Description</b>	<b>Type of Fee</b>	<b>Amount(Rs.)</b>
Fee for Form MGT-7 for the financial year ending on 2018	Normal	600.00
<b>Total</b>		<b>600.00</b>

**Mode of Payment:** Internet Banking - ICICI Bank**Received Payment Rupees:** Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

# 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

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

L74899TN1987PLC111744

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACB0728M

(ii) (a) Name of the company

BHARTIYA INTERNATIONAL LIM

(b) Registered office address

56/7, Nallambakkam Village (Via Vandalur)  
Chennai  
Chennai  
Tamil Nadu  
600048

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

shares@bhartiya.com

(d) \*Telephone number with STD code

095551050418

(e) Website

(iii) Date of Incorporation

07/01/1987

(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
	BSE LIMITED	1
	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,  
Okhla Industrial Area, Phase - II

(vii) \*Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

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

(a) If yes, date of AGM 28/09/2018

(b) Due date of AGM 30/09/2018

(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	C2	Textile, leather and other apparel products	100

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

\*No. of Companies for which information is to be given 14

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BHARTIYA GLOBAL MARKETIN	U74899DL1996PLC075128	Subsidiary	100
2	J & J LEATHER ENTERPRISES LIM	U18209TN1991PLC020874	Subsidiary	100

3	BHARTIYA INTERNATIONAL SE	U74999DL2007PLC159827	Subsidiary	88.95
4	BHARTIYA URBAN INFRASTRU	U70100TN2015PLC101707	Subsidiary	100
5	BHARTIYA FASHION RETAIL LIM	U17120DL2009PLC193608	Subsidiary	100
6	ULTIMA S.A		Subsidiary	100
7	DESIGN INDUSTRY LIMITED		Subsidiary	100
8	DESIGN INDUSTRY CHINA LIM		Subsidiary	100
9	ULTIMA ITALIA SRL		Subsidiary	100
10	WORLD FASHION TRADE LIMIT		Subsidiary	100
11	TADA MEGA LEATHER CLUSTE	U74140DL2013PTC249002	Associate	50
12	BHARTIYA CITY DEVELOPERS P	U45200TN2008PTC103956	Associate	36.77
13	BHARTIYA DEVELOPERS CONS	U45201HR2005PTC036107	Associate	36.77
14	MILESTONE BUILDCON PRIVAT	U45201TN2005PTC112747	Associate	36.77

#### 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	20,000,000	12,181,254	12,181,254	12,181,254
Total amount of equity shares (in Rupees)	200,000,000	121,812,540	121,812,540	121,812,540

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	20,000,000	12,181,254	12,181,254	12,181,254
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	121,812,540	121,812,540	121,812,540

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	500,000	0	0	0
Total amount of preference shares (in rupees)	50,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	50,000,000	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
<b>Equity shares</b>				
<b>At the beginning of the year</b>	11,740,945	117,409,450	117,409,450	
<b>Increase during the year</b>	440,309	4,403,090	4,403,090	1,612,360
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	40,309	403,090	403,090	1,612,360
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Conversion of Warrants	400,000	4,000,000	4,000,000	0

<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	12,181,254	121,812,540	121,812,540	

### Preference shares

#### At the beginning of the year

#### Increase during the year

##### i. Issues of shares

##### ii. Re-issue of forfeited shares

##### iii. Others, specify

#### Decrease during the year

##### i. Redemption of shares

##### ii. Shares forfeited

##### iii. Reduction of share capital

##### iv. Others, specify

#### At the end of the year

(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	<input type="text" value="27/09/2017"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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"/>
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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"/>
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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) \*Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,826,768,115
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			<b>2,826,768,115</b>

**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)**

1
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Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
ESOP	40,309	10	403,090	50	2,015,450
<b>Total</b>	<b>40,309</b>		<b>403,090</b>		<b>2,015,450</b>

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

### (i) Turnover

4,822,392,180

### (ii) Net worth of the Company

2,542,934,405

## 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	2,232,636	18.33	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)	3,561,926	29.24	0	

10.	Others	0	0	0	
	<b>Total</b>	5,794,562	47.57	0	0

**Total number of shareholders (promoters)**

11

**(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	2,151,127	17.66	0	
	(ii) Non-resident Indian (NRI)	34,339	0.28	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	39,989	0.33	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	16,253	0.13	0	
5.	Financial institutions	200	0	0	
6.	Foreign institutional investors	48,207	0.4	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,951,727	32.44	0	
10.	Others      Clearing Member, Directors	144,850	1.19	0	
	<b>Total</b>	6,386,692	52.43	0	0

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

4,965

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

4,976

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

6

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
TIMF HOLDINGS				706,474	5.8
MORGAN STANLEY AS				278,315	2.29
A.S. MEJIE				12,500	0.1
ANA MAGDALENE MC				5,000	0.04
MELUYN GEORGE LOP				5,000	0.04
MEENA SURANA				2	

**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	11	11
Members (other than promoters)	5,970	4,965
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>	1	1	1	1	9.39	2.79
<b>B. Non-Promoter</b>	2	7	2	6	0.81	0.19
(i) Non-Independent	2	1	2	1	0.81	0.16
(ii) Independent	0	6	0	5	0	0.03
<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	3	8	3	7	10.2	2.98

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)
MR. SNEHDEEP AGGARWAL	00928080	Managing Director	1,143,362	
MR. RAMESH BHATIA	00052320	Director	340,250	
MS. JASPAL SETHI	01689695	Whole-time director	98,800	31/07/2018
MR. ASHOK KUMAR GUPTA	01254410	Whole-time director	0	16/04/2018
MR. SANDEEP SETHI	01408624	Director	0	
MR. CHARANJIT LAL HINDU	00928283	Director	0	
MR. NIKHIL AGGARWAL	01891082	Director	20,000	
MR. SHASHANK MADAN	01569514	Director	0	
MR. ANANTHAKRISHNA	01983690	Director	0	
MS. ANNAPURNA DIXIT	06844250	Director	4,000	
MR. MANOJ KHATTAR	AAAPK0700H	CFO	17,250	
MS. SHILPA BUDHIA	AGKPS0835P	Company Secretary	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)
MR. SANJAY BAWEJA	00232126	Director	03/10/2017	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 MEETI	27/09/2017	5,618	36	0.64

## B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/04/2017	11	6	54.55
2	29/05/2017	11	9	81.82
3	12/08/2017	11	7	63.64
4	07/12/2017	10	9	90
5	13/02/2018	10	8	80

## C. COMMITTEE MEETINGS

Number of meetings held

40

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	27/05/2017	3	3	100
2	AUDIT COMM	11/08/2017	3	3	100
3	AUDIT COMM	06/12/2017	3	3	100
4	AUDIT COMM	12/02/2018	3	3	100
5	STAKEHOLDE	26/05/2017	3	3	100
6	STAKEHOLDE	31/07/2017	3	3	100
7	STAKEHOLDE	21/11/2017	3	3	100
8	STAKEHOLDE	05/02/2018	3	3	100
9	NOMINATION	03/05/2017	3	3	100
10	NOMINATION	22/05/2017	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	28/09/2018
								(Y/N/NA)
1	MR. SNEHDE	5	5	100	25	24	96	No
2	MR. RAMESH	5	1	20	2	1	50	Yes
3	MS. JASPAL S	5	5	100	0	0	0	No
4	MR. ASHOK K	5	2	40	23	23	100	No
5	MR. SANDEE	5	5	100	15	15	100	Yes
6	MR. CHARAN	5	4	80	30	30	100	No
7	MR. NIKHIL A	5	4	80	0	0	0	No
8	MR. SHASHA	5	3	60	15	15	100	No
9	MR. ANANTH	5	4	80	0	0	0	No
10	MS. ANNAPU	5	4	80	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. SNEHDEEP A	Managing direct	1,839,600	0	0	0	1,839,600
2	MS.JASPAL SETHI	Whole Time Dire	1,268,250	0	0	0	1,268,250
3	MR.ASHOK KUMAR	Whole Time Dire	703,756	0	0	0	703,756
	Total		3,811,606	0	0	0	3,811,606

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR.MANOJ KHATTAR	CHEIF FINANCIAL	10,616,260	0	3,340	0	10,619,600
2	MS.SHILPA BUDHIRAJA	COMPANY SECRETARY	1,401,331	0	400	0	1,401,731
	Total		12,017,591	0	3,740	0	12,021,331

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. C.L Handa	Director	0	0	0	25,000	25,000
2	Mr.Ramesh Bhatia	Director	0	0	0	2,500	2,500
3	Mr. Ananthakrishan	Director	0	0	0	10,000	10,000
4	Mr.Shashank Mada	Director	0	0	0	22,500	22,500
5	Mr.Sandeep Seth	Director	0	0	0	27,500	27,500
6	Ms.Annapurna Dixit	Director	0	0	0	10,000	10,000
7	Mr. Sanjay Baweja	Director	0	0	0	5,000	5,000
8	Mr. Nikhil Aggarwal	Director	0	0	0	0	0
	Total		0	0	0	102,500	102,500

**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

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**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

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

**List of attachments**

List of Shareholders.pdf
BIL_MGT-8.pdf
List of Share Transfer.pdf
List of committee meetings.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**