

MINISTRY OF CORPORATE AFFAIRS**RECEIPT****G.A.R.7****SRN : R27816016****Service Request Date : 30/12/2019****Payment made into : ICICI Bank****Received From :****Name :** SUMAN PANDEY**Address :** D-63

JFF COMPLEX

JHANDEWALAN, Delhi

IN - 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

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2019	Normal	600.00
Total		600.00

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| 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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 26/09/2019

(b) Due date of AGM 30/09/2019

(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 LIMI		Subsidiary	100
9	ULTIMA ITALIA SRL		Subsidiary	100
10	WORLD FASHION TRADE LIMIT		Subsidiary	100
11	BHARTIYA URBAN PRIVATE LIM	U45200TN2008PTC103956	Associate	36.77
12	TADA MEGA LEATHER CLUSTE	U74140DL2013PTC249002	Associate	50
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	12,194,174	12,194,174	12,194,174
Total amount of equity shares (in Rupees)	200,000,000	121,941,740	121,941,740	121,941,740

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	20,000,000	12,194,174	12,194,174	12,194,174
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	121,941,740	121,941,740	121,941,740

(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
Equity shares				
At the beginning of the year	12,181,254	121,812,540	121,812,540	
Increase during the year	12,920	129,200	129,200	516,800
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	12,920	129,200	129,200	516,800
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				

Decrease during the year	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				
At the end of the year	12,194,174	121,941,740	121,941,740	

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="28/09/2018"/>
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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
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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"/>		
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			3,410,214,005
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			3,410,214,005

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

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	99,518	10	995,180	10	995,180
Total	99,518		995,180		995,180

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

(i) Turnover

5,769,298,000

(ii) Net worth of the Company

2,691,180,000

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	2,232,636	18.31	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	29.21	0	

10.	Others	0	0	0	
	Total	5,794,562	47.52	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	2,447,512	20.07	0	
	(ii) Non-resident Indian (NRI)	35,688	0.29	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	5,000	0.04	0	
5.	Financial institutions	200	0	0	
6.	Foreign institutional investors	1,024,587	8.4	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,775,137	22.76	0	
10.	Others Clearing Member, Directors	71,499	0.59	0	
	Total	6,399,612	52.48	0	0

Total number of shareholders (other than promoters)

4,801

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

4,812

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

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
TIMF Holdings				706,474	5.79
Morgan Stanley Asia (278,315	2.28
India Max Investment				30,000	0.25
BNP Paribas Arbitrage				9,798	0.08

**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)	4,965	4,801
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	1	1	1	9.37	2.79
B. Non-Promoter	2	6	1	7	0.16	0.19
(i) Non-Independent	2	1	1	2	0.16	0.16
(ii) Independent	0	5	0	5	0	0.03
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	3	7	2	8	9.53	2.98
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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	
MR. SANDEEP SETH	01408624	Director	0	
MR. CHARANJIT LAL HINDI	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	00694981	Whole-time director	20,025	
MR. ROBERT BURTON	08108097	Director	0	
MR. RAJ KUMAR CHAUDHARY	ABTPC1467H	CFO	0	
MS. SHILPA BUDHIA	AGKPS0835P	Company Secretary	0	

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

8

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)
MS. JASPAL SETHI	01689695	Whole-time director	31/07/2018	Cessation
MR. ASHOK KUMAR G	01254410	Whole-time director	16/04/2018	Cessation
MR. MANOJ KHATTAR	00694981	Additional director	13/08/2018	Appointment
MR. MANOJ KHATTAR	00694981	Whole-time director	28/09/2018	Change in designation
MR. ROBERT BURTON	08108097	Additional director	16/04/2018	Appointment
MR. ROBERT BURTON	08108097	Director	28/09/2018	Change in designation
MR. MANOJ KHATTAR	00694981	CFO	11/02/2019	Cessation
MR. RAJ KUMAR CHA	ABTPC1467H	CFO	11/02/2019	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	28/09/2018	5,079	41	0.81

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2018	10	7	70
2	13/08/2018	9	7	77.78
3	14/11/2018	10	9	90
4	11/02/2019	10	7	70

C. COMMITTEE MEETINGS

Number of meetings held

51

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	29/05/2018	3	3	100
2	AUDIT COMM	11/08/2018	3	2	66.67
3	AUDIT COMM	13/11/2018	3	3	100
4	AUDIT COMM	09/02/2019	3	3	100
5	STAKEHOLDER	15/05/2018	3	3	100
6	STAKEHOLDER	17/07/2018	3	2	66.67
7	STAKEHOLDER	05/11/2018	3	3	100
8	STAKEHOLDER	08/12/2018	3	3	100
9	STAKEHOLDER	01/01/2019	3	3	100
10	STAKEHOLDER	15/02/2019	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	26/09/2019
								(Y/N/NA)
1	MR. SNEHDE	4	4	100	34	33	97.06	No
2	MR. RAMESH	4	2	50	3	1	33.33	No
3	MR. SANDEE	4	4	100	20	20	100	Yes
4	MR. CHARAN	4	3	75	33	27	81.82	Yes
5	MR. NIKHIL A	4	4	100	0	0	0	No
6	MR. SHASHA	4	3	75	17	17	100	No
7	MR. ANANTH	4	3	75	0	0	0	No
8	MS. ANNAPU	4	2	50	0	0	0	No
9	MR. MANOJ K	2	2	100	22	22	100	Yes
10	MR. ROBERT	4	4	100	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

4

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	380,000	0	0	0	380,000
3	MR.ASHOK KUMAR	Whole Time Dire	31,091	0	0	0	31,091
4	MR. MANOJ KHAT	Whole Time Dire	6,605,546	0	0	0	6,605,546
	Total		8,856,237	0	0	8,995,000	8,856,237

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	MR.MANOJ KHATT	CHEIF FINANCI	2,725,668	0	2,783	0	2,728,451
2	MR. RAJ CHAWLA	CHEIF FINANCI	665,788	0	0	0	665,788
3	MS.SHILPA BUDHI	COMPANY SEC	1,507,853	0	0	0	1,507,853
	Total		4,899,309	0	2,783	0	4,902,092

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	22,777	22,777
2	Mr.Ramesh Bhatia	Director	0	0	0	2,778	2,778
3	Mr. Ananthakrishan	Director	0	0	0	8,334	8,334
4	Mr.Shashank Mada	Director	0	0	0	277,221	277,221
5	Mr.Sandeep Seth	Director	0	0	0	29,999	29,999
6	Ms.Annapurna Dixit	Director	0	0	0	5,556	5,556
7	Mr. Nikhil Aggarwal	Director	0	0	0	0	0
8	Mr. Robert Burton M	Director	0	0	0	8,995,000	8,995,000
	Total		0	0	0	9,341,665	9,341,665

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

Mr. Ravi Sharma

Whether associate or fellow

Associate Fellow

Certificate of practice number

3666

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

MANOJ KHATTAR
Digitally signed by
MANOJ KHATTAR
Date: 2019.12.30
12:36:35 +05'30'

DIN of the director

To be digitally signed by

SHILPA BUDHIA
Digitally signed by
SHILPA BUDHIA
Date: 2019.12.30
12:36:35 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders.pdf
MGT-8_BIL.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