

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

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

U24236GJ2018PLC102269

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAGCV4195E

(ii) (a) Name of the company

ZYDUS ANIMAL HEALTH AND I

(b) Registered office address

Zydus Corporate Park, Scheme No. 63, Survey No. 536  
Khoraj(Gandhinagar),Nr. Vaishnodevi Circle,  
Ahmedabad  
Ahmedabad  
Gujarat  
382 401

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

hiranya.deshmukh@zyduslife.c

(d) \*Telephone number with STD code

07948040000

(e) Website

(iii) Date of Incorporation

10/05/2018

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	ZYDUS LIFESCIENCES LIMITED	L24230GJ1995PLC025878	Holding	88.31
2	BIOCHEM PHARMACEUTICAL P	U24304GJ2017PTC097977	Subsidiary	100
3	VIOLIO HEALTHCARE LIMITED	U24299GJ2018PLC101374	Subsidiary	100
4	VIONA PHARMACEUTICALS INC		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	5,000,000	1,019,143	1,019,143	1,019,143
Total amount of equity shares (in Rupees)	50,000,000	10,191,430	10,191,430	10,191,430

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	5,000,000	1,019,143	1,019,143	1,019,143
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,000,000	10,191,430	10,191,430	10,191,430

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,295,000,000	1,773,350,000	1,773,350,000	1,773,350,000
Total amount of preference shares (in rupees)	22,950,000,000	17,733,500,000	17,733,500,000	17,733,500,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
8% Optionally Convertible Non-Cumulative Redeem				
Number of preference shares	2,295,000,000	1,773,350,000	1,773,350,000	1,773,350,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	22,950,000,000	17,733,500,000	17,733,500,000	17,733,500,000

(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	1,019,143	0	1019143	10,191,430	10,191,430	

<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						
<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						
<b>At the end of the year</b>	1,019,143	0	1019143	10,191,430	10,191,430	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	2,273,350,000	0	2273350000	22,733,500,000	22,733,500,000	
<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						
<b>Decrease during the year</b>	500,000,000	0	500000000	5,000,000,000	5,000,000,000	0
i. Redemption of shares	500,000,000	0	500000000	5,000,000,000	5,000,000,000	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	1,773,350,0	0	1773350000	17,733,500,	17,733,500	

ISIN of the equity shares of the company

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

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

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

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

Ledger Folio of Transferor				<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

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

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

**(i) Turnover**

644,090,000

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

24,256,000,000

**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	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0

3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1,019,143	100	1,773,350,000	100
10.	Others	0	0	0	0
	<b>Total</b>	1,019,143	100	1,773,350,000	100

**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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0



8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	<b>Total</b>	0	0	0	0

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

0

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

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	8	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>	0	3	0	2	0	0
<b>B. Non-Promoter</b>	1	1	1	2	0	0
(i) Non-Independent	1	1	1	2	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	1	0	1	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	1	0	1	0	0
Total	1	5	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

**(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)
NITINKUMAR D. PARE	00155570	Director	1	
CHIMANLAL PATEL	08075198	Director	1	
BHAVANA DOSHI	02067636	Director	0	
UPEN H. SHAH	02060778	Nominee director	0	
KUNAL CHITNIS	09344785	Additional director	0	
PRAMOD LOKHNADE	09344837	Whole-time director	0	
HIREN MISTRY	ARPPM0794H	CFO	0	
HIRANYA DESHMUKH	CEQPD3000K	Company Secretary	0	

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

6

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)
ARUN ATREY	00032249	Managing Director	14/07/2021	Cessation
VISHAL A. SHAH	ANYPS5077N	CFO	14/07/2021	Cessation
HARISH SADANA	00026483	Director	04/10/2021	Cessation
KUNAL CHITNIS	09344785	Additional director	04/10/2021	Appointment
PRAMOD LOKHNADE	09344837	Whole-time director	04/10/2021	Appointment
HIREN MISTRY	ARPPM0794H	CFO	04/10/2021	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
Extra Ordinary General Meeting	10/05/2021	8	8	100
Annual General Meeting	10/08/2021	8	8	100

## B. BOARD MEETINGS

\*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/05/2021	6	5	83.33
2	12/05/2021	6	6	100
3	15/05/2021	6	5	83.33
4	26/05/2021	6	5	83.33
5	01/07/2021	6	5	83.33
6	14/07/2021	6	5	83.33
7	10/08/2021	5	4	80
8	01/09/2021	5	4	80
9	04/10/2021	5	4	80
10	26/10/2021	6	5	83.33
11	15/12/2021	6	5	83.33
12	28/01/2022	6	5	83.33

## C. COMMITTEE MEETINGS

Number of meetings held

2

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	CSR Committee	26/05/2021	3	3	100
2	CSR Committee	28/01/2022	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	09/08/2022
								(Y/N/NA)
1	NITINKUMAR	12	12	100	2	2	100	Yes
2	CHIMANLAL F	12	12	100	1	1	100	Yes
3	BHAVANA DC	12	1	8.33	0	0	0	No
4	UPEN H. SHA	12	12	100	0	0	0	Yes
5	KUNAL CHITM	3	3	100	1	1	100	Yes
6	PRAMOD LOH	3	3	100	0	0	0	Yes

**X. \* REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arun Atrey	Managing Director	35,550,502	0	0	394,105	35,944,607
2	Pramod Lokhande	Whole Time Director	1,214,624	0	0	60,816	1,275,440
	Total		36,765,126	0	0	454,921	37,220,047

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	Vishal A. Shah	Chief Financial Officer	5,680,508	0	0	64,946	5,745,454
2	Hiranya Deshmukh	Company Secretary	390,187	0	0	24,912	415,099
3	Hiren Mistry	Chief Financial Officer	303,584	0	0	16,028	319,612
	Total		6,374,279	0	0	105,886	6,480,165

Number of other directors 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	Bhavana Doshi	Director	0	100,000	0	0	100,000
	Total		0	100,000	0	0	100,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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

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

Yes  No

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

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

Name

Tapan Shah

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2839

**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

Digitally signed by  
Patel Chimanlal  
Purushottamdas  
Date: 2022.09.07  
11:17:36 +05'30'

DIN of the director

**To be digitally signed by**

Digitally signed by  
DESHMUKH  
HIRANYA  
TUSHARBHAI  
Date: 2022.09.07  
11:19:58 +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

**List of attachments**

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List of Shareholders as on 31 03 2022.pdf  
MGT-8\_2021-22.pdf

**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**



**LIST OF HOLDERS OF EQUITY SHARES OF RS.10/- EACH FULLY PAID-UP AS ON MARCH 31, 2022**

Sr. No.	Folio No.	Name of Member	No. of Equity Shares Held	% of Holding
1	1	Zydus Lifesciences Limited (Formerly known as Cadila Healthcare Limited)	8,99,994	88.31
2	2	Mr. Pankaj Ramanbhai Patel Zydus Lifesciences Limited	1*	0
3	4	Mr. Nitinkumar Parekh Zydus Lifesciences Limited	1*	0
4	5	Mr. Chimanlal Patel Zydus Lifesciences Limited	1*	0
5	6	Mr. Harish Sadana Zydus Lifesciences Limited	1*	0
6	8	Dr. Sharvil Pankajbhai Patel Zydus Lifesciences Limited	1*	0
7	9	Mr. Mukund Thakkar Zydus Lifesciences Limited	1*	0
8	10	Zydus Healthcare Limited	1,19,143	11.69
		<b>Total</b>	<b>10,19,143</b>	<b>100.00</b>

\*Shares are held as nominee of Zydus Lifesciences Limited

**LIST OF HOLDERS OF 8% OPTIONALLY CONVERTIBLE NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES OF RS.10/- EACH FULLY PAID-UP AS ON MARCH 31, 2022**

Sr. No.	Folio No.	NAME OF MEMBER	NO. OF PREFERENCE SHARES HELD	% OF HOLDING
1	1	Zydus Lifesciences Limited (Formerly known as Cadila Healthcare Limited)	177,33,50,000	100

For, ZYDUS ANIMAL HEALTH AND INVESTMENTS LIMITED  
(Formerly known as Violio Pharmaceuticals and Investments Limited)

*Hiranya*

HIRANYA DESHMUKH  
COMPANY SECRETARY



**Zydus Animal Health and Investments Limited** (A wholly owned subsidiary of Cadila Healthcare Limited)  
(Formerly known as Violio Pharmaceuticals and Investments Limited)

Regd. Office : 'Zydus Corporate Park', Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad 382 481, India.  
Phone : +91-79-71800000, +91-79-48040000 e-mail : enquiry@zydusahl.com www.zydusahl.com CIN : U24236GJ2018PLC102269



**Form No. MGT-8**

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

To,

**ZYDUS ANIMAL HEALTH AND INVESTMENTS LIMITED**

(formerly known as Violio Pharmaceuticals Limited and then  
Violio Pharmaceuticals and Investments Limited)

**CIN: U24236GJ2018PLC102269**

Zydus Corporate Park, Scheme No. 63,

Survey No. 536, Khoraj(Gandhinagar),

Nr. Vaishnodevi Circle,

Ahmedabad 382481

I have examined the registers, records and books and papers of **M/s ZYDUS ANIMAL HEALTH AND INVESTMENTS LIMITED (the Company)** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents through electronically by way of scan copy or soft copy through mail or otherwise, I 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 generally complied with material provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
  2. maintenance of registers/records & making entries therein within/ beyond the time prescribed therefor;



: 2 :

3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, if any, within/beyond the prescribed time;
4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, notices were given and the proceedings including the circular resolutions, if any, have been recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. closure of Register of Members / Security holders, keeping record dates for members/ Security holders, as the case may be. – N.A.
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; - N.A.
7. contracts/arrangements with related parties, if any, as specified in section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities, if any, and issue of security certificates in all instances. During the year, the Company has redeemed 50,00,00,000, 8% Optionally Convertible Non-cumulative Redeemable Preference Shares (OCRPS) of Rs.10/- each aggregating to Rs. 500 crores, from total OCPRS of Rs. 2273.35 crores, as approved by the board members in their meeting held on 15th December, 2021.



: 3 :

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; - N.A.
10. declaration/payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; - N.A.
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel, if any, and the remuneration paid to them;

During the year, change in Board of Directors as well as in Key Managerial Person took place, which was carried out in compliance of provisions of Companies Act, 2013 and rules made there under. Dr. Arun Atrey and Mr. Vishal Shah ceased to be a Managing Director and Chief Financial Officer (CFO), respectively, of the Company from the close of business hours of 14th July, 2021. Same way, Mr. Harish Sadana ceased to be a Director of the Company w.e.f. 4th October, 2021. The Company has appointed Mr. Pramod Lokhande as an additional Whole time Director and Dr. Kunal Chitnis as an Additional Director of the Company in their board meeting dated 4<sup>th</sup> October, 2021. The Company has appointed Mr. Hiren Mistry as a Chief Financial Officer and Key Managerial Personnel [KMP] of the Company w.e.f. 4<sup>th</sup> October, 2021.

13. appointment/ reappointment/ filling up casual vacancies of auditors, if any, as per the provisions of section 139 of the Act;- N.A.



: 4 :

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities, if any, under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits;- The Company has not accepted any new unsecured loans under Section 73 of the Act ;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; - During the year under review, the Company has adopted the new set of Articles of Association of the Company which were carried out in compliance of provisions of Companies Act, 2013 and rules made there under.

Place: Ahmedabad  
Date: 06/09/2022

TAPAN  
RAJNIKANT  
Signature: SHAH  
Name of Company Secretary in practice: Tapan Shah  
C P No. : 2839  
UDIN : F004476D000925792

Digitally signed by  
TAPAN RAJNIKANT SHAH  
Date: 2022.09.06  
15:35:15 +05'30'

