

## NOTICE

**NOTICE** is hereby given that the Eighth (8<sup>th</sup>) Annual General Meeting of the Members of **CARE ESG Ratings Limited** (formerly known as CARE Advisory Research and Training Limited) will be held on Friday, June 28, 2024 at 11:30 a.m. at the Registered Office of the Company at 4<sup>th</sup> Floor, Godrej Coliseum, Somaiya Hospital Road, Off. Eastern Express Highway, Sion (East), Mumbai- 400 022 to transact the following business(s):

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2024, including the Audited Balance Sheet as on March 31, 2024, the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mehul Pandya (DIN:07610232), who retires by rotation and being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS:**

3. **To appoint Ms. Sonal Gunvant Desai (DIN:08095343) as a Non-Executive Independent Director of the Company**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for appointment of Ms. Sonal Gunvant Desai (DIN:08095343) as a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom a notice in writing under Section 160 of the Act has been received from a Member proposing her candidature for office of the Director of the Company, for a term of three (3) consecutive years with effect from December 15, 2023 or co-terminus with her directorship with CARE Ratings Limited (Holding Company) whichever is earlier and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix the sitting fees and any commission payable and reimbursement of expenses to Ms. Sonal Desai within the limits prescribed under the Act.

**RESOLVED FURTHER THAT** the Board of Director(s) or any Key Managerial Personnel(s) of the Company be and are hereby severally authorized to do the necessary filings with the

Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**4. To appoint Ms. Madhu Dubhashi (DIN:00036846) as a Non-Executive Independent Director of the Company**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for appointment of Ms. Madhu Dubhashi (DIN:00036846) as a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom a notice in writing under Section 160 of the Act has been received from a Member proposing her candidature for office of the Director of the Company, for a term of three (3) consecutive years with effect from February 2, 2024, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix the sitting fees and any commission payable and reimbursement of expenses to Ms. Madhu Dubhashi within the limits prescribed under the Act.

**RESOLVED FURTHER THAT** the Board of Director(s) or any Key Managerial Personnel(s) of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013 (“the Act”) a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights

- may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of this Annual General Meeting.
  - 4) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
  - 5) The details of the directors seeking appointment under item no. 3 and 4 of this Notice, as stipulated under Secretarial Standards - 2 issued by the Company Secretaries of India is annexed.
  - 6) Members/proxies should sign the attendance register for attending the meeting.
  - 7) An Explanatory Statement pursuant to Section 102 of the Act, is annexed hereto and forms part of this Notice.
  - 8) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  - 9) Body corporate members are requested to lodge a valid authorization in pursuance of section 113 of the Act at the registered office of the Company.

**By Order of the Board of Directors  
For CARE ESG Ratings Limited  
(Formerly known as CARE Advisory Research and Training Limited)**

Sd/-

**Meenal Dandekar  
Company Secretary  
Membership No. A24180**

Place: Mumbai

Date: April 18, 2024

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3****To appoint Ms. Sonal Gunvant Desai (DIN:08095343) as a Non-Executive Independent Director of the Company**

The Board of Directors of the Company by way of Circular Resolution passed on December 15, 2023, had approved appointment of Ms. Sonal Gunvant Desai (DIN:08095343), as an additional director in the category of Independent Director of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("the Act").

Considering the knowledge, expertise, experience and skillsets of Ms. Sonal Gunvant Desai, the Board of Directors approved appointment of Ms. Sonal Gunvant Desai as a Non-Executive Independent Director of the Company for the period of Three (3) years with effect from December 15, 2023 or co-terminus with her directorship with CARE Ratings Limited (Holding Company), whichever is earlier.

The Company has received a declaration from Ms. Desai that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received a notice in writing from a Member as per Section 160 of the Act proposing the candidature of Ms. Sonal Gunvant Desai for the office of Independent Director of the Company. The Company has also received her consent to act as an Independent Director and declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The brief profile and areas of expertise of Ms. Sonal Gunvant Desai and additional information pursuant to the Secretarial Standard on General Meetings issued by the Institute of the Company Secretaries of India as applicable are annexed to the Notice.

In the opinion of the Board, Ms. Sonal Gunvant Desai fulfils the conditions for appointment as an Independent Director as specified in the Act. Ms. Sonal Gunvant Desai is independent of the Management.

Accordingly, it is proposed to appoint her as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of three (3) consecutive years w.e.f. December 15, 2023 or co-terminus with her directorship with CARE Ratings Limited (Holding Company) whichever is earlier.

Except Ms. Sonal Gunvant Desai being the appointee and/or her relatives, none of the other Directors and Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution.

In view of the above, the Board recommends Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Members of the Company.

**Item No. 4**

**To appoint Ms. Madhu Dubhashi (DIN:00036846) as a Non-Executive Independent Director of the Company**

The Board of Directors of the Company by way of Circular Resolution passed on February 2, 2024, had approved appointment of Ms. Madhu Dubhashi (DIN: 00036846), as an additional director in the category of Independent Director of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("the Act").

Considering the knowledge, expertise, experience and skillsets of Ms. Madhu Dubhashi, the Board of Directors approved appointment of Ms. Madhu Dubhashi as a Non-Executive Independent Director of the Company for the period of Three (3) years with effect from February 2, 2024.

The Company has received a declaration from Ms. Madhu Dubhashi that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received a notice in writing from a Member as per Section 160 of the Act proposing the candidature of Ms. Madhu Dubhashi for the office of Independent Director of the Company. The Company has also received her consent to act as an Independent Director and declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The brief profile and areas of expertise of Ms. Madhu Dubhashi and additional information pursuant to the Secretarial Standard on General Meetings issued by the Institute of the Company Secretaries of India as applicable are annexed to the Notice.

In the opinion of the Board, Ms. Madhu Dubhashi fulfils the conditions for appointment as an Independent Director as specified in the Act. Ms. Madhu Dubhashi is independent of the Management.

Accordingly, it is proposed to appoint her as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of three (3) consecutive years w.e.f. February 2, 2024.

Except Ms. Madhu Dubhashi being the appointee and/or her relatives, none of the other Directors and Key Managerial Personnels and their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution.



A subsidiary of CARE Ratings Limited

In view of the above, the Board recommends Ordinary Resolution as set out in Item No. 4 of the Notice for approval of the Members of the Company.

**By Order of the Board of Directors  
For CARE ESG Ratings Limited  
(Formerly known as CARE Advisory Research and Training Limited)**

Sd/-

**Meenal Dandekar  
Company Secretary  
Membership No. A24180**

Place: Mumbai

Date: April 18, 2024

**As per Secretarial Standards issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed/ re-appointed:**

<b>Name of the Director</b>	<b>Mr. Mehul Pandya</b>	<b>Ms. Sonal Gunvant Desai</b>	<b>Ms. Madhu Dubhashi</b>
Director Identification Number	07610232	08095343	00036846
Date of Birth	September 5, 1972	August 13, 1957	February 6, 1951
Age	51 years	66 years	73 years
Nationality	Indian	Indian	Indian
Date of appointment on the Board	September 9, 2016	December 15, 2023	February 2, 2024
Number of equity shares held in the Company	Nil	Nil	Nil
Qualification	BE, MBA, CFA charter holder from the CFA Institute, USA.	FCA and B.Com.	Graduate in Economics and Post Graduate in Business Administration
Brief Resume and Expertise in specific functional area	A technocrat with a management background, He is a CFA charter holder from CFA Institute, USA. Over the years, he has attended various leadership programmes at IIMA and the High Potentials Leadership Programme at Harvard Business School as well. Prior to joining CARE Ratings, he worked with a state-level financial institution in Gujarat for about four years and was instrumental in setting up an in-house credit rating cell for the screening of lending proposals. He has worked as a Consultant for the Asian Development Bank and conducted various training programmes on credit risk analysis in India and abroad.	Ms. Sonal Desai is a Non-Executive Independent Director of our Company. Currently, she is working as Executive Director at Sushrut Hospital (a 100 bedded Charitable Trust Hospital). She is also an advisor to Prashanti Medical Trust (Sathya Sai Hospital). Prior to this, she was working with Hindustan Petroleum Corporation Ltd (HPCL) as Executive Director-Refinery Finance with additional responsibility of Head-Corporate Social Responsibility (CSR). Her vast experience of 33 years comprised of handling not only pure finance and accounting functions but also commercial and embedded functions, which resulted in rare blend of leadership	Ms. Madhu Dubhashi is a Non-Executive Independent Director of our Company. She has experience of more than four decades in the capital market and financial service sectors, which includes Project Appraisal, Financial Structuring, Financial Syndication, Share Valuation, Corporate Restructuring, Merchant Banking and Merger & Acquisition. She has worked for various organizations

		<p>experience and functional competency. Her assignments provided her unique experience and expertise in business areas such as Marketing, Operations, Projects and Refineries Management.</p>	<p>including ICICI Limited, Standard Chartered Bank, J M Financial and Investment Consultancy Services Limited, INNOVEN Business Consultancy and Global Data Services of India Limited (a wholly-owned subsidiary of CRISIL, now merged with CRISIL). She has organized and also addressed several seminars and lectures. She has contributed a number of articles and papers on various issues which have been published in leading Business Magazines and News Papers.</p>
<p>List of Directorship held in other companies</p>	<ol style="list-style-type: none"> <li>1. CARE Ratings Limited</li> <li>2. CARE Analytics and Advisory Private Limited (Formerly known as CARE Risk Solutions Private Limited)</li> <li>3. Association of Indian Rating Agencies</li> <li>4. CARE Ratings Nepal Limited</li> <li>5. CARE Ratings (Africa) Private Limited</li> <li>6. Association of Credit Rating Agencies in Asia</li> </ol>	<ol style="list-style-type: none"> <li>1. CARE Ratings Limited</li> <li>2. Sharda Cropchem Limited</li> <li>3. Mobilizing Minds Consulting Private Limited</li> <li>4. Tendance Foundation</li> <li>5. CARE Ratings (Africa) Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Tega Industries Limited</li> <li>2. Sanghvi Movers Limited</li> <li>3. Clean Science and Technology Limited</li> <li>4. Pudumjee Paper Products Limited</li> <li>5. J M Financial Trustee Company</li> </ol>



	<p>7. US India Importers' Council</p> <p>8. CARE Ratings South Africa (Pty) Ltd.</p>		<p>Private Limited</p>
<p>Chairman / Member of the Committees of the Boards of other companies in which he is a director</p>	<p><b>CARE Ratings Limited</b></p> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee - Member</li> <li>Risk Management Committee – Member</li> <li>Corporate Social Responsibility and Sustainability Committee - Member</li> </ul>	<p><b>Sharda Cropchem Limited-</b></p> <ul style="list-style-type: none"> <li>Audit Committee-Member</li> <li>Nomination and Remuneration Committee-Member and</li> <li>Stakeholders Relationship Committee-Member</li> </ul> <p>Risk Management Committee-Member</p>	<p><b>Tega Industries Limited-</b></p> <ul style="list-style-type: none"> <li>Audit Committee-Chairperson</li> <li>Nomination and Remuneration Committee-Member</li> <li>Corporate Social Responsibility Committee-Chairperson</li> </ul> <p><b>Pudumjee Paper Products Limited-</b></p> <ul style="list-style-type: none"> <li>Audit Committee-Member;</li> <li>Nomination and Remuneration Committee-Member</li> </ul> <p><b>Clean Science and Technology Limited-</b></p> <ul style="list-style-type: none"> <li>Audit Committee-Member</li> <li>Stakeholders Relationship Committee-Chairperson</li> </ul> <p><b>Sanghvi Movers Limited-</b></p>

			Audit Committee-Member
Terms & Conditions of appointment	NA	Appointment as a Non-Executive Independent Director for a term of 3 years or co-terminus with her directorship with CARE Ratings Limited (Holding Company) whichever is earlier and who shall not be liable to retire by rotation	Appointment as a Non-Executive Independent Director for a term of 3 years
Remuneration sought to be paid	NA	Sitting Fees for attending the Board Meeting and Committee Meetings, if any	Sitting Fees for attending the Board Meeting and Committee Meetings, if any
Inter-se relationship with other Directors or Manager or KMP	NA	None	None
Last drawn remuneration	NA	Sitting Fees for attending Board Meeting was paid to Ms. Sonal Desai. During FY 23-24, she was paid Rs.100,000 in form of Sitting Fees.	Sitting Fees for attending Board Meeting was paid to Ms. Madhu Dubhashi. During FY 23-24, she was paid Rs.50,000 in form of Sitting Fees.
No. of Board meetings attended during the year	6	2	1

**By Order of the Board of Directors  
For CARE ESG Ratings Limited  
(Formerly known as CARE Advisory Research and Training Limited)**

Sd/-

**Meenal Dandekar  
Company Secretary  
Membership No. A24180**

Place: Mumbai

Date: April 18, 2024

# 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

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

Godrej Coliseum, 4th Floor, Somaiya Hospital Road off East  
ern Express Highway, Sion (East) NA  
Mumbai  
Mumbai City  
Maharashtra  
400022

(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

(b) CIN of the Registrar and Transfer Agent

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	K	Financial and insurance Service	K7	Financial Advisory, brokerage and Consultancy Services	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	CARE Ratings Limited	L67190MH1993PLC071691	Holding	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	15,000,000	14,095,450	14,095,450	14,095,450
Total amount of equity shares (in Rupees)	150,000,000	140,954,500	140,954,500	140,954,500

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	15,000,000	14,095,450	14,095,450	14,095,450
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	140,954,500	140,954,500	140,954,500

**(b) Preference share capital**

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

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	14,095,450	0	14095450	140,954,500	140,954,500	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	14,095,450	0	14095450	140,954,500	140,954,500	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

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

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"/>	
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"/>
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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

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

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

**Details of debentures**



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

54,507,000

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

131,836,000

**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	5	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)	14,095,445	100	0	
10.	Others	0	0	0	
	<b>Total</b>	14,095,450	100	0	0

**Total number of shareholders (promoters)**

7

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	<b>Total</b>	0	0	0	0
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**Total number of shareholders (other than promoters)**

0

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

7

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

Details	At the beginning of the year	At the end of the year
Promoters	7	7
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	0	0	0	0	0
<b>B. Non-Promoter</b>	0	3	0	3	0	0
(i) Non-Independent	0	2	0	1	0	0
(ii) Independent	0	1	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	0	3	0	3	0	0

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

6

**(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)
Sonal Desai	08095343	Additional director	0	
Madhu Dubhashi	00036846	Additional director	0	
Mehul Pandya	07610232	Director	0	
Rohit Inamdar	AAAPI6426L	CEO	0	
Meenal Dandekar	AOAPD9516J	Company Secretar	0	
Shwetha Poonja	BCMPP2705G	CFO	0	30/07/2024

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

10

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)
Meenal Dandekar	AOAPD9516J	Company Secretary	01/04/2023	Appointment
Samir Kenia	AGCPK4832C	CFO	14/04/2023	Appointment
Swati Agrawal	AAQPA6310D	CEO	16/10/2023	Cessation
Samir Kenia	AGCPK4832C	CFO	23/10/2023	Cessation
Sonal Desai	08095343	Additional director	15/12/2023	Appointment
Madasamy Mathisek	03584338	Director	20/12/2023	Cessation
Shwetha Poonja	BCMPP2705G	CFO	17/01/2024	Appointment
Rohit Inamdar	AAAPI6426L	CEO	17/01/2024	Appointment
Madhu Dubhashi	00036846	Additional director	02/02/2024	Appointment
Jinesh Shah	06454792	Director	29/02/2024	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

4

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	03/08/2023	7	6	85.71
Extra-Ordinary General Meeting	30/09/2023	7	7	100
Extra-Ordinary General Meeting	11/10/2023	7	7	100
Annual General Meeting	28/06/2023	7	6	85.71

## B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/04/2023	3	3	100
2	19/07/2023	3	3	100
3	30/09/2023	3	3	100
4	25/10/2023	3	3	100
5	17/01/2024	3	3	100
6	12/03/2024	3	3	100

## C. COMMITTEE MEETINGS

Number of meetings held

0

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					

## 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	
								28/06/2024
								(Y/N/NA)

1	Sonal Desai	2	2	100	0	0	0	Yes
2	Madhu Dubha	1	1	100	0	0	0	No
3	Mehul Pandya	6	6	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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rohit Inamdar	CEO	3,184,709	0	0	0	3,184,709
2	Swati Agrawal	CEO	5,655,706	0	0	2,610,157	8,265,863
3	Samir Kenia	CFO	0	0	0	0	0
4	Shwetha Poonja	CFO	0	0	0	0	0
5	Meenal Dandekar	Company Secre	0	0	0	0	0
	Total		8,840,415	0	0	2,610,157	11,450,572

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Madasamy Mathise	Director	0	0	0	200,000	200,000
2	Sonal Desai	Director	0	0	0	100,000	100,000
3	Madhu Dubhashi	Director	0	0	0	50,000	50,000
	Total		0	0	0	350,000	350,000

**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

Ritika Agrawal

Whether associate or fellow

Associate  Fellow

Certificate of practice number

8266

**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

MEHUL  
HARSHADR  
AY PANDYA  
Digitally signed by  
MEHUL HARSHADR  
PANDYA  
Date: 2024.08.19  
12:49:39 +05'30'

DIN of the director

#### To be digitally signed by

MEENAL  
YASHWANT  
DANDEKAR  
Digitally signed by  
MEENAL YASHWANT  
DANDEKAR  
Date: 2024.08.19  
11:10:06 +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

List of Shareholders.pdf  
MGT-8\_Care ESG\_23-24.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**