

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]



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

L52602MH1996PLC192090

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCS0279B

(ii) (a) Name of the company

FUTURE CONSUMER LIMITED

(b) Registered office address

Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,Jogeshwari(East)
Mumbai
Maharashtra
400060

(c) *e-mail ID of the company

manoj.gagvani@futuregroup.i

(d) *Telephone number with STD code

02240552200

(e) Website

www.futureconsumer.in

(iii) Date of Incorporation

10/07/1996

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

(v) Whether company is having share capital

☒ Yes ☐ No

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

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(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	G	Trade	G1	Wholesale Trading	100

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

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

19

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AADHAAR WHOLESALE TRADING PRIVATE LIMITED	U52110MH2006PLC160440	Subsidiary	100
2	THE NILGIRI DAIRY FARM PRIVATE LIMITED	U85110MH1970PTC265706	Subsidiary	100

3	BLOOM FOODS AND BEVERAG +	U74120MH2016PTC272100	Subsidiary	100
4	AUSSEE OATS MILLING (PRIVA +		Subsidiary	50
5	FCEL OVERSEAS FZCO		Subsidiary	60
6	FCL TRADEVEST PRIVATE LIMIT +	U15549MH2018PTC318714	Subsidiary	100
7	FUTURE FOOD AND PRODUCT +	U15410MH2008PLC179919	Subsidiary	0
8	INTEGRATED FOOD PARK LIMIT +	U74900KA2007PLC071171	Subsidiary	0
9	FUTURE FOOD PROCESSING LI +	U15122MH2011PLC215430	Subsidiary	0
10	SUBLIME FOODS LIMITED	U15310KA2012PLC101087	Subsidiary	0
11	AUSSEE OATS INDIA LIMITED	U15122MH2011PLC223036	Subsidiary	0
12	MNS FOODS LIMITED	U15400KA2015PLC101423	Subsidiary	0
13	NILGIRIS FRANCHISE LIMITED	U65910MH1996PLC265704	Subsidiary	0
14	NILGIRI'S MECHANISED BAKER +	U85110MH1988PTC265435	Subsidiary	15.27
15	APPU NUTRITIONS PRIVATE LIM +	U01541KA1985PTC006784	Subsidiary	24
16	DELECT SPICES AND HERBS PR +	U15490KA2017PTC106461	Subsidiary	0
17	ILLUSIE TRADING AG (FORMER +		Joint Venture	50
18	HAIN FUTURE NATURAL PROD +	U51909HR2017PTC069554	Joint Venture	50
19	FONTERRA FUTURE DAIRY PRIN +	U74999MH2018PTC329965	Joint Venture	50

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	5,650,000,000	1,997,034,743	1,997,034,743	1,997,034,743
Total amount of equity shares (in Rupees)	33,900,000,000	11,982,208,458	11,982,208,458	11,982,208,458

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	5,650,000,000	1,997,034,743	1,997,034,743	1,997,034,743
Nominal value per share (in rupees)	6	6	6	6
Total amount of equity shares (in rupees)	33,900,000,000	11,982,208,458	11,982,208,458	11,982,208,458

(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	1,670,000,000

(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	Physical	DEMAT	Total			
At the beginning of the year	150,320	1,986,890,519	1987040879	11,922,245	11,922,245	
Increase during the year	0	9,993,764	9993764	59,962,584	59,962,584	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 <div></div>	0	9,993,764	9993764	59,962,584	59,962,584	0
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	150,320	1,996,884,31	1997034643	11,982,207,	11,982,207	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE220J01025

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

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	2,000	1000000	2,000,000,000
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Total			2,000,000,000

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	2,200,000,000	0	200,000,000	2,000,000,000
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

(ii) Net worth of the Company

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	167,388,694	8.38	0	
10.	Others Relatives of Promoter	166,788	0.01	0	
	Total	167,555,482	8.39	0	0

Total number of shareholders (promoters)

16

(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	774,700,778	38.79	0	
	(ii) Non-resident Indian (NRI)	20,036,039	1	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	510,000	0.03	0	
4.	Banks	24,700,266	1.24	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	207,059,139	10.37	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	548,369,823	27.46	0	
10.	Others Foreign Company	254,103,116	12.72	0	

	Total	1,829,479,161	91.61	0	0
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Total number of shareholders (other than promoters)

377,259

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

377,275

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

31

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ALASKA PERMANENT +				117,577	0.01
AMERICAN CENTURY F +				445,553	0.02
AMERICAN CENTURY F +				106,536	0.01
AMERICAN CENTURY F +				2,618	0
BNP PARIBAS ARBITRA +				5,940	0
CITY OF LOS ANGELES +				183,415	0.01
DFA INTERNATIONAL +				550,826	0.03
DIMENSIONAL FUNDS +				237,585	0.01
DIMENSIONAL WORL +				729,313	0.04
EMERGING MARKETS C +				105,867	0.01
EMERGING MARKETS C +				995,208	0.05
EMERGING MARKETS F +				229,055	0.01
EMERGING MARKETS S +				582,124	0.03
EMERGING MARKETS S +				104,715	0.01
EMERGING MARKETS T +				308,324	0.02
SPDR PORTFOLIO EME +				2,343,528	0.12
SPDR S AND P EMERG +				365,898	0.02
SPDR S&P EMERGING I +				1,396,805	0.07
SRI SILVERDALE OPPO +				100,957	0.01
THE EMERGING MARK +				175,333	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
VANGUARD EMERGIN +				13,567,445	0.68
VANGUARD ESG INTE +				340,222	0.02
VANGUARD FIDUCIAR +				348,411	0.02
VANGUARD FIDUCIAR +				5,367,136	0.27
VANGUARD FTSE ALL- +				4,028,568	0.2

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	17	16
Members (other than promoters)	319,344	377,259
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	0	1	0	1	0	0
B. Non-Promoter	2	6	2	6	0	0.01
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	4	0	4	0	0.01
C. Nominee Directors representing	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	2	8	2	8	0	0.01
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Kishore Laxminarayan E 	00005740	Director	0	
Ghyanendra Nath Bajpe 	00946138	Director	250,000	
Krishan Kant Rathi	00040094	Director	0	
Ashni Biyani	00058775	Managing Director	67,169	
Deepak Malik	00662141	Nominee director	0	
Frederic de Mevius	03359921	Director	0	16/06/2022
Adhiraj Anil Harish	03380459	Director	0	03/05/2022
Harminder Sahni	00576755	Director	0	
Neelam Chhiber	00838007	Director	18,000	
Jude Linhares	08314396	Director	1,200	15/04/2022
Manoj Gagvani	AEAPG5724P	Company Secretar	100	
Amit Kumar Agrawal	ADGPA5269C	CFO	183,999	
Rajendra Bajaj	ALUPB6650J	CFO	42,500	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 3

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)
Narendra Baheti	00057255	Director	29/04/2021	Cessation
Jude Linhares	08314396	Director	29/04/2021	Appointment
Sailesh Kedawat	ABQPK1580L	CFO	14/02/2022	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 Meeting	29/09/2021	341,304	82	14.46

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2021	10	9	90
2	26/06/2021	10	10	100
3	13/08/2021	10	10	100
4	12/11/2021	10	8	80
5	02/02/2022	10	9	90
6	10/02/2022	10	9	90
7	10/03/2022	10	8	80

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/04/2021	4	4	100
2	Audit Committee	26/06/2021	4	4	100
3	Audit Committee	13/08/2021	4	3	75
4	Audit Committee	12/11/2021	4	3	75
5	Audit Committee	02/02/2022	4	4	100
6	Audit Committee	10/02/2022	4	4	100
7	Nomination and Remuneration Committee	29/04/2021	4	3	75
8	Nomination and Remuneration Committee	26/06/2021	4	4	100

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
9	Nomination an	02/02/2022	3	2	66.67
10	Nomination an	10/02/2022	3	2	66.67

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	
								(Y/N/NA)
1	Kishore Laxmi	7	5	71.43	6	3	50	
2	Ghyanendra N	7	7	100	9	9	100	
3	Krishan Kant F	7	7	100	7	6	85.71	
4	Ashni Biyani	7	7	100	3	2	66.67	
5	Deepak Malik	7	4	57.14	2	2	100	
6	Frederic de Me	7	6	85.71	0	0	0	
7	Adhiraj Anil Ha	7	6	85.71	10	10	100	
8	Harminder Sal	7	7	100	6	6	100	
9	Neelam Chhib	7	7	100	0	0	0	
10	Jude Linhares	7	6	85.71	0	0	0	

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	Ashni Biyani	Managing Direct	21,067,524	0	0	0	21,067,524
2	Jude Linhares	Executive Direct	35,420,807	0	0	0	35,420,807
	Total		56,488,331	0	0	0	56,488,331

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Manoj Gagvani	Company Secre	12,667,960	0	0	0	12,667,960
	Total		12,667,960	0	0	0	12,667,960

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ghyanendra Nath B	Chairman	0	0	0	625,000	625,000
2	Kishore Biyani	Director	0	0	0	325,000	325,000
3	Frederic De Mevius	Director	0	0	0	300,000	300,000
4	Krishan Kant Rathi	Director	0	0	0	525,000	525,000
5	Adhiraj Harish	Director	0	0	0	600,000	600,000
6	Harinder Sahni	Director	0	0	0	550,000	550,000
7	Neelam Chhiber	Director	0	0	0	375,000	375,000
	Total		0	0	0	3,300,000	3,300,000

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

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

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

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

Name

Virendra Bhatt

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

124

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. ..

7

dated

23/04/2022

(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

00058775

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

Attach

Attach

Attach

Attach

List of attachments

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