

# 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

L27101PN1985PLC038031

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACP6090Q

(ii) (a) Name of the company

PRAJ INDUSTRIES LIMITED

(b) Registered office address

"PRAJ TOWER", S.NO.274 & 275/2,  
BHUMKAR CHOWK- HINJEWADI ROAD, HINJEWADI  
PUNE  
Pune  
Maharashtra  
411057

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

DATTATRAYANIMBOLKAR@PR

(d) \*Telephone number with STD code

02071802000

(e) Website

www.praj.net

(iii) Date of Incorporation

08/11/1985

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 LTD.	1
2	NATIONAL STOCK EXCHANGE LTD.	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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

26/07/2023

(b) Due date of AGM

30/09/2023

(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	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	100

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

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

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	PRAJ ENGINEERING & INFRA LI	U45204PN1993PLC073239	Subsidiary	99.65
2	PRAJ HIPURITY SYSTEMS LIMIT	U41000MH2007PLC175261	Subsidiary	100

3	PRAJ FAR EAST PHILIPPINES IN		Subsidiary	100
4	PRAJ FAR EAST CO. LTD. THAIL		Subsidiary	100
5	PRAJ AMERICAS INC.		Subsidiary	100
6	Praj GenX Ltd.	U28299PN2023PLC218651	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	450,000,000	183,713,088	183,713,088	183,713,088
Total amount of equity shares (in Rupees)	900,000,000	367,426,176	367,426,176	367,426,176

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	450,000,000	183,713,088	183,713,088	183,713,088
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	900,000,000	367,426,176	367,426,176	367,426,176

###### (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>	181,860	183,491,228	183673088	367,346,176	367,346,176	
<b>Increase during the year</b>	0	40,000	40000	167,270	167,270	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	40,000	40000	80,000	80,000	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	
x. Others, specify				87,270	87,270	
Due to conversion of physical shares in to demat .						
<b>Decrease during the year</b>	0	0	0	87,270	87,270	0
i. Buy-back of shares	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				87,270	87,270	
Due to conversion of physical shares into Demat sh						
<b>At the end of the year</b>	181,860	183,531,228	183713088	367,426,176	367,426,176	
<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						
<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				0	0	
Not Applicable						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE074A01025

(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 style="width:95%;" type="text" value="04/08/2022"/>
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Date of registration of transfer (Date Month Year)	<input style="width:95%;" type="text"/>
--	---

Type of transfer	<input style="width:90%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
--	---	--	---

Ledger Folio of Transferor	<input style="width:95%;" type="text"/>
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Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width:95%;" type="text"/>
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Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width:95%;" type="text"/>
--	---

Type of transfer	<input style="width:90%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	---	--

Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" 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) \*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
<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>	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

**(i) Turnover**

31,525,730,157

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

10,458,496,462

**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	60,300,000	32.82	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>	60,300,000	32.82	0	0

**Total number of shareholders (promoters)**

3

**(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	61,331,159	33.38	0	
	(ii) Non-resident Indian (NRI)	3,490,483	1.9	0	
	(iii) Foreign national (other than NRI)	32,762,177	17.83	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,588,202	1.41	0	
4.	Banks	475	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	11,505,701	6.26	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8,635,736	4.7	0	
10.	Others HUF, Clearing Member,	3,099,155	1.69	0	
	<b>Total</b>	123,413,088	67.17	0	0

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

289,688

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

289,691

**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	3	3
Members (other than promoters)	284,662	289,688
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	1	1	1	21.07	7.84
<b>B. Non-Promoter</b>	2	5	2	5	0.13	0.12
(i) Non-Independent	2	0	2	0	0.13	0
(ii) Independent	0	5	0	5	0	0.12
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	6	3	6	21.2	7.96

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

10

### (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)
Dr Pramod Chaudhari	00196415	Whole-time director	38,700,000	
Mr. Shishir Joshipura	00574970	Managing Director	100,000	
Mr. Sachin Raole	00431438	Whole-time director	145,000	
Mr. Berjis Desai	00153675	Director	147,443	
Ms. Parimal Chaudhari	00724911	Director	14,400,000	
Mr. Sivaramakrishnan Iy	00503487	Director	60,000	
Ms. Mrunalini Joshi	00957617	Director	869	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Dr Shridhar Shukla	00007607	Director	0	
Mr. Suhas Baxi	00649689	Director	0	
Mr. Dattatraya Nimbolka	AAKPN1534A	Company Secretary	920	

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

0

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)

**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	04/08/2022	273,962	58	0.02

**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	25/05/2022	9	9	100
2	04/08/2022	9	8	88.89
3	18/10/2022	9	8	88.89
4	03/02/2023	9	9	100

**C. COMMITTEE MEETINGS**

Number of meetings held

20

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	25/05/2022	4	4	100
2	Audit Committee	04/08/2022	4	3	75
3	Audit Committee	18/10/2022	4	3	75
4	Audit Committee	03/02/2023	4	4	100
5	Nomination & Remuneration	25/05/2022	4	4	100
6	Nomination & Remuneration	03/02/2023	4	4	100
7	Stakeholders'	25/05/2022	3	3	100
8	Stakeholders'	04/08/2022	3	3	100
9	Stakeholders'	18/10/2022	3	3	100
10	Stakeholders'	03/02/2023	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	
								26/07/2023
1	Dr Pramod Ch	4	4	100	4	3	75	Yes
2	Mr. Shishir Jos	4	4	100	2	2	100	Yes
3	Mr. Sachin Ra	4	4	100	15	15	100	Yes
4	Mr. Berjis Des	4	4	100	8	6	75	Yes
5	Ms. Parimal C	4	4	100	10	10	100	Yes
6	Mr. Sivaramak	4	4	100	18	14	77.78	Yes
7	Ms. Mrunalini	4	2	50	11	7	63.64	Yes
8	Dr Shridhar Sh	4	4	100	4	4	100	Yes
9	Mr. Suhas Bay	4	4	100	4	4	100	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dr Pramod Chaudhary	Executive Chairman	66.261	0	0	31.4	97.661
2	Mr. Shishir Joshipur	CEO & Managing Director	38.984	0	0	18.994	57.978
3	Mr. Sachin Raole	CFO & Director	15.914	0	0	11.19	27.104
	Total		121.159	0	0	61.584	182.743

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	Mr. Dattatraya Nimbarkar	Chief Internal Auditor	10.06	0	0	0	10.06
	Total		10.06	0	0	0	10.06

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Berjis Desai	Independent Director	0	3,000,000	0	0	3,000,000
2	Mr. Sivaramakrishnan	Independent Director	0	2,700,000	0	0	2,700,000
3	Ms. Mrunalini Joshi	Independent Director	0	800,000	0	0	800,000
4	Dr Shridhar Shukla	Independent Director	0	1,000,000	0	0	1,000,000
5	Mr. Suhas Baxi	Independent Director	0	900,000	0	0	900,000
6	Ms. Parimal Chaudhary	Non-Executive Director	0	2,400,000	0	0	2,400,000
	Total		0	10,800,000	0	0	10,800,000

#### 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

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 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.
- 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

00574970

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**

Praj\_MGT-8 2023\_001.pdf  
AdditionalAttachmentMGT72022-23.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**



Date: 08/09/2023

To,

The Ministry of Corporate Affairs,

Dear Sir,

We have been facing some technical issues in filling in **Form Mgt-7**. In this regard, we wish to provide clause-wise explanations as follows.

**1. Clause I(vi)(a) : Details of stock exchanges where shares are listed :-**

The Company's shares are listed on the Bombay Stock Exchange and the Code as per the Instruction kit is **A1**. However, the Form does not permit the alphabet. Similarly, the Company's shares are listed on the National Stock Exchange, and the code as per the Instruction kit is **A1024**, however, the Form does not accept the alphabet. Hence, we have filled in the respective codes without the alphabet.

**2. Clause VIII(B) (i): Details of directors and Key managerial personnel as on the closure of the financial year:-**

Mr. Sachin Raole, (Whole Time Director) has also been designated as the Company's Chief Financial Officer. However, as per the drop-down menu, only one designation can be selected. Hence, we have selected the designation of "Whole Time Director" for Mr. Sachin Raole though he is occupying dual the position as "**CFO & Director- Resources**".

We request you kindly take note of the above and update the same in your records.

**4. Clause IX C: Committee Meetings: -**

The total number of committee meetings held during the financial year 2022-23 is 20. However, the form allows only 10 rows. Hence, we are giving details of balance 10 Committee meetings as follows;

**Praj Industries Limited**

Regd. Office : "Praj Tower", S. No. 274 & 275/2, Bhumkar Chowk-Hinjewadi Road, Hinjewadi, Pune : 411057. Ph : +91 20 71802000 / 22941000  
f : +91 20 22941116 e: info@praj.net w : www.praj.net

CIN : L27101PN1985PLC038031



Sr. No.	Type of Meeting	Date of Meeting	Total number of Members as of the date of Meeting.	A number of Members attended.	As a % of total members.
01	Corporate Social Responsibility Committee Meeting.	25/05/2022	3	3	100
02	Corporate Social Responsibility Committee Meeting.	18/10/2022	3	2	66.66
03	Corporate Social Responsibility Committee Meeting.	03/02/2023	3	3	100
04	Risk Management Committee Meeting.	23/01/2023	6	4	66.67
05	Risk Management Committee Meeting.	03/02/2023	6	6	100
06	Share Transfer Committee Meeting.	19/08/2022	3	2	66.66
07	Share Transfer Committee Meeting.	3/10/2022	3	2	66.66
08	Share Transfer Committee Meeting.	19/10/2022	3	2	66.66
09	Compensation and Share Allotment Committee Meeting.	26/09/2022	5	4	80
10	Compensation and Share Allotment Committee Meeting.	17/11/2022	5	3	60

We request you kindly note the above and update the same in your records.

**FOR PRAJ INDUSTRIES LIMITED**

**DATTATRAYA NIMBOLKAR**  
**CHIEF INTERNAL AUDITOR & COMPANY SECRETARY**  
**(M. NO.4660)**



Praj Industries Limited  
Praj Tower, S.No. 274 & 275/2  
Bhumkar Chowk, Hinjewadi Road,  
Hinjewadi, Pune 411 057  
CIN: L27101PN1985PLC038031

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]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of Praj Industries Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers, and agents, we certify that:

- A. the Annual Return including its attachments states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has substantially complied with provisions of the Act & Rules made there under:
  1. in respect of its status under the Act;
  2. in respect of maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. in respect of 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 within time. However, in the case of filing certain forms with the Registrar of Companies, in most cases, the relevant forms have been filed within the time and expect in certain cases beyond the prescribed time, by paying additional filing fees.
  4. in respect of calling/ convening/ holding meetings of the Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return and in respect of giving proper notices of meetings and properly recording of the proceedings including circular resolution in the Minute Book/registers maintained for the purpose and their signing. There were no instances of the passing of resolutions by postal ballot.
  5. in respect of the closure of the Register of Members;
  6. in respect of advances/loans to its directors and/or persons or firms or companies referred to in section 185 of the Act; (however, there were no such instances during the year)
  7. in respect of contracts/arrangements with related parties as specified in section 188 of the Act as applicable;

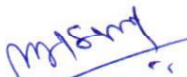
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8. in respect of the transfer or transmission of shares and issue of security certificates in all instances. During the year 40,000 equity shares by way of ESOP were allotted to the employees under the ESOP Scheme approved by the members. However, there were no instances of buyback of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities;
9. in respect of 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, wherever applicable.
10. in respect of 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;
11. in respect of the signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-section (3), (4) and (5) thereof;
12. in respect of constitution/ appointment/ re-appointments/ retirement by rotation/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; however, there was no occasion for filling of any casual vacancy.
13. in respect of appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. in respect of approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court, or such other authorities under the various provisions of the Act, wherever required;
15. however, the company neither accepted nor renewed any deposits;
16. in respect of 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. however, the company has not altered the provisions of its Memorandum and/ or Articles of Association.

Pune

Dated : 08 Sep 2023



Vikas Khare

Company Secretary in Practice

C.P. No.: 2107, FCS 3541

UDIN: F003541E000971640

