

# 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

U66010MH2009PLC197336

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCE2709H

(ii) (a) Name of the company

EDELWEISS TOKIO LIFE INSURA

(b) Registered office address

6th Floor, Tower 3, Wing 'B',  
Kohinoor City, Kiroi Road, Kurla (West)  
Mumbai  
Mumbai City  
Maharashtra  
400070

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

edelweisstokio.secretarial@edel

(d) \*Telephone number with STD code

02240886015

(e) Website

www.edelweisstokio.in

(iii) Date of Incorporation

25/11/2009

(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

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 28/09/2022

(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	K	Financial and insurance Service	K3	Life/Non-life Insurance and Reinsurance activities	100

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

\*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	EDELWEISS FINANCIAL SERVIC	L99999MH1995PLC094641	Holding	66

## 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	2,000,000,000	665,552,063	665,552,063	665,552,063
Total amount of equity shares (in Rupees)	20,000,000,000	6,655,520,630	6,655,520,630	6,655,520,630

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	2,000,000,000	665,552,063	665,552,063	665,552,063
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	20,000,000,000	6,655,520,630	6,655,520,630	6,655,520,630

**(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)	0	0		

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	153,184,232	159,436,650	312620882	3,126,208,800	3,126,208,800	
<b>Increase during the year</b>	0	506,115,413	506115413	3,529,311,800	3,529,311,800	270,688,191
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	352,931,181	352931181	3,529,311,800	3,529,311,800	270,688,191
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	0	153,184,232	153184232			
Equity shares						
<b>Decrease during the year</b>	153,184,232	0	153184232	0	0	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	153,184,232	0	153184232	0	0	
DEMATERIALISATION						
<b>At the end of the year</b>	0	665,552,063	665552063	6,655,520,6	6,655,520,0	
<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						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE07YT01014

(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	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**

19,422,178,868.02

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

5,418,891,751.14

**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)	665,552,063	100	0	
10.	Others	0	0	0	
	<b>Total</b>	665,552,063	100	0	0

**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	
	(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)**

8

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

<b>Details</b>	<b>At the beginning of the year</b>	<b>At the end of the year</b>
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**

<b>Category</b>	<b>Number of directors at the beginning of the year</b>		<b>Number of directors at the end of the year</b>		<b>Percentage of shares held by directors as at the end of year</b>	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	3	2	3	0	0
(i) Non-Independent	2	0	2	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	8	0	8	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	8	0	8	0	0
<b>Total</b>	2	11	2	11	0	0

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

16

**(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)
RASHESH CHANDRAK	00008322	Director	0	
RUJAN HARCHAND PA	00237366	Nominee director	0	
SUMIT RAI	08131728	Managing Director	0	
SUBHRAJIT MUKHOPA	08718219	Whole-time director	0	
DEEPAK MITTAL	00010337	Nominee director	0	
Ian Brimecome	02992778	Nominee director	0	28/09/2022
Kamala Kantharaj	07917801	Nominee director	0	18/07/2022
Kunnasagaran Chinniah	01590108	Director	0	31/08/2022
Loo Chuan Tang	07952948	Nominee director	0	
Navtej Singh Nandra	02282617	Director	0	
P N Venkatachalam	00499442	Director	0	28/09/2022
Trevor Matthews	07554808	Nominee director	0	25/07/2022
Noboru Yamagata	08484831	Director	0	01/04/2022
SUMIT RAI	AEAPR7678R	CEO	0	
Sharad Maheshwari	ADXP4689E	CFO	0	
ANKUR CHADHA	AFIPC4194C	Company Secretary	0	

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

5

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)
Saloon Tham	08428629	Nominee director	07/07/2021	Cessation
Noboru Yamagata	08484831	Director	22/07/2021	Appointment
Swadesh Agrawal	AJAPA9314J	Company Secretary	30/09/2021	Cessation
ANKUR CHADHA	AFIPC4194C	Company Secretary	26/10/2021	Appointment
Sumit Rai	08131728	Managing Director	01/08/2021	Re-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

3

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	27/07/2021	8	6	75
Annual General Meeting	15/09/2021	8	7	87.5
Extra-Ordinary General Meeting	29/11/2021	8	7	87.5

### 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	19/05/2021	13	12	92.31
2	22/07/2021	12	12	100
3	02/08/2021	13	13	100
4	26/10/2021	13	13	100
5	25/11/2021	13	13	100
6	27/01/2022	13	13	100

### C. COMMITTEE MEETINGS

Number of meetings held

27

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	19/05/2021	4	3	75
2	Audit Committee	22/07/2021	4	4	100
3	Audit Committee	26/10/2021	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
4	Audit Committee	27/01/2022	4	4	100
5	Investment Committee	15/04/2021	9	9	100
6	Investment Committee	14/05/2021	9	9	100
7	Investment Committee	19/07/2021	9	9	100
8	Investment Committee	21/10/2021	9	9	100
9	Investment Committee	25/01/2022	9	9	100
10	Investment Committee	22/03/2022	9	9	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	28/09/2022
								(Y/N/NA)
1	RASHESH CH	6	6	100	0	0	0	Yes
2	RUJAN HARC	6	6	100	22	22	100	Yes
3	SUMIT RAI	6	6	100	17	17	100	Yes
4	SUBHRAJIT M	6	6	100	16	16	100	Yes
5	DEEPAK MITT	6	6	100	0	0	0	No
6	Ian Brimecome	6	6	100	11	11	100	No
7	Kamala Kanth	6	6	100	19	17	89.47	Yes
8	Kunnasagarar	6	5	83.33	4	3	75	Not Applicable
9	Loo Chuan Ta	6	6	100	0	0	0	Yes
10	Navtej Singh M	6	6	100	7	7	100	No
11	P N Venkatach	6	6	100	9	9	100	Yes
12	Trevor Matthe	6	6	100	0	0	0	Not Applicable
13	Noboru Yama	4	4	100	2	2	100	Not Applicable

**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	SUMIT RAI	Managing Director	27,500,004	0	0	17,000,000	44,500,004
2	SUBHRAJIT MUKHERJEE	Whole-Time Director	18,549,996	0	0	11,375,000	29,924,996
	Total		46,050,000	0	0	28,375,000	74,425,000

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	SHARAD MAHESH	Chief Financial Officer	6,657,804	0	0	2,069,540	8,727,344
2	SWADESH AGRAWAL	Company Secretary	2,125,998	0	0	556,300	2,682,298
3	ANKUR CHADHA	Company Secretary	3,705,150	0	0	731,560	4,436,710
	Total		12,488,952	0	0	3,357,400	15,846,352

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	P N Venkatachalam	Independent Director	0	0	0	320,000	320,000
2	Navtej S. Nandra	Independent Director	0	0	0	280,000	280,000
3	Kunnasagar Chin	Independent Director	0	0	0	180,000	180,000
	Total		0	0	0	780,000	780,000

**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

Mukesh Siroya

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4157

**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. ...

8

dated

15/10/2014

(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

SUMIT  
RAI

DIN of the director

08131728

To be digitally signed by

ANKUR  
CHADHA

☒ Company Secretary

☐ Company secretary in practice

Membership number

17086

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 Attachement(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

MGT-8\_Edelweiss Tokio.pdf  
List of Committee meetings.pdf  
List of Shareholders as on March 31 2022.

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

## List of Shareholders as on March 31, 2022

*For Edelweiss Tokio Life Insurance Company Limited*

**Ankur Chadha**

ICSI Membership No: A17086



Attendance of Committees					
S No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Number of members attended	% of attendance
11	Investment Committee	29-03-2022	9	9	100
12	Risk Management Committee	14-05-2021	11	11	100
13	Risk Management Committee	19-07-2021	11	11	100
14	Risk Management Committee	21-10-2021	11	11	100
15	Risk Management Committee	25-01-2022	11	10	90.91
16	Policyholder's Protection Committee	14-05-2021	5	5	100
17	Policyholder's Protection Committee	19-07-2021	5	5	100
18	Policyholder's Protection Committee	21-10-2021	5	5	100
19	Policyholder's Protection Committee	25-01-2022	5	4	80
20	Nomination and Remuneration Committee	19-05-2021	4	4	100
21	Nomination and Remuneration Committee	22-07-2021	4	4	100
22	Nomination and Remuneration Committee	26-10-2021	4	4	100
23	With-Profits Committee	17-05-2021	8	8	100
24	Corporate Social Responsibility Committee	19.05.2021	4	4	100
25	Capital Contribution Committee	19.05.2021	4	4	100
26	Capital Contribution Committee	02.08.2021	4	4	100
27	Capital Contribution Committee	25.11.2021	4	4	100

# **M Siroya and Company**

## ***Company Secretaries***

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.: +91 22 28706523/24; 28546523(D); Cel.: +91 9324310151; E-mail: [siroyam@gmail.com](mailto:siroyam@gmail.com); [www.msiroya.com](http://www.msiroya.com)

### **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 **Edelweiss Tokio Life Insurance Company 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 March 31, 2022. 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 states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has, wherever applicable, complied with the provisions of the Act & Rules made there under in respect of the following:
  - 1. the Company is a Public Limited Company incorporated under the provisions of the Companies Act, 1956;
  - 2. the Company has maintained requisite registers/records & made necessary entries therein within the time prescribed therefore;
  - 3. the Company has filed forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time or with additional fees, wherever applicable. The Company has not filed any forms and returns with Regional Director, Central Government, the Tribunal, Court or other authorities;
  - 4. the Company has called/ convened/ held meetings of Board of Directors, its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and consents for shorter notice were obtained where meetings were convened at short notice and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. No resolutions were passed by postal ballot;
  - 5. the Company was not required to close the Register of Members / Security holders, as the case may be during the year under review;

## **M Siroya and Company**

### ***Company Secretaries***

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.: +91 22 28706523/24; 28546523(D); Cel.: +91 9324310151; E-mail: [siroyam@gmail.com](mailto:siroyam@gmail.com); [www.msiroya.com](http://www.msiroya.com)

6. the Company has not made any advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act;
7. the Company has entered into contracts/arrangements with related parties as specified in section 188 of the Act and as informed by the management all the related party transactions entered into during the year were in the ordinary course of business and on arm's length basis. The Company has taken prior (omnibus) approval of the Audit Committee for all related party transactions;
8. the Company has issued, allotted the securities and duly credited securities into the demat accounts of the respective shareholders in all such instances. The Company has not transferred/transmitted/bought back any securities/redeemed preference shares/debentures/alter or reduced the share capital or converted its shares/securities during the year under review;
9. the Company was not required to keep in abeyance the rights to dividend nor rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. there was no unpaid/ unclaimed dividend /other amounts as applicable which was required to be transferred to the Investor Education and Protection Fund in accordance with sections 124 and 125 of the Act;
11. the Company has complied with the provisions of Section 134 of the Act w.r.t. signing of audited financial statements and Report of Directors as per sub-sections (3), (4) and (5) thereof;
12. the Board of the Company is duly constituted and during the year under review the appointment, re-appointment, cessation of Directors and Key Managerial Personnel were duly made, and disclosures of the Directors were duly received. The Company being an insurance company has paid the remuneration to the Managing Director & Chief Executive Officer and Whole-Time Director with the prior approval of the IRDAI. The limits prescribed under the Act are not applicable to the Company. There was no instance of retirement/ filling-up of casual vacancy of Directors and Key Managerial Personnel during the year under review;
13. the Company has re-appointed M/s. K. S. Aiyar & Co., Chartered Accountants, from the conclusion of the 12<sup>th</sup> AGM held on September 15, 2021 until the conclusion of the 15<sup>th</sup> AGM of the Company and re-appointed M/s. V. Sankar Aiyar & Co., Chartered Accountants, from the conclusion of the 11<sup>th</sup> AGM held on August 27, 2020 as Joint Statutory Auditors until the conclusion of the 13<sup>th</sup> AGM of the Company;

## **M Siroya and Company**

### ***Company Secretaries***

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14. the Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company had not accepted/ renewed/ repaid any deposits;
16. the Company has not borrowed any amounts from its directors, members, public financial institutions, banks and others during the year under review and therefore was not required to create/modify/satisfy any charges in that respect;
17. the Company being an Insurance Company, the provisions of Section 186 of the Act are not applicable; and
18. the Company has altered the capital clause of the Memorandum of Association during the year. There was no alteration in the Articles of Association of the Company during the year under review.

**For M Siroya and Company**  
**Company Secretaries**

**MUKESH  
KUMAR  
SIROYA**

Digital signed by MUKESH KUMAR SIROYA  
DN: cn=MUKESH KUMAR SIROYA, o=SIROYA, email=siroyam@gmail.com, c=IN  
MUKESH KUMAR SIROYA, o=SIROYA, email=siroyam@gmail.com, c=IN  
Date: 2022.11.17 18:03:55 +0530

**Mukesh Siroya**  
**Proprietor**  
**FCS No.: 5682**  
**CP No.: 4157**  
**UDIN: F005682D001819331**

**Date: November 17, 2022**  
**Place: Mumbai**