

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

U74210DL1935PLC007123

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT0066A

(ii) (a) Name of the company

USHA INTERNATIONAL LIMITED

(b) Registered office address

19, KASTURBA GANDHI MARG NEW DELHI
DELHI
Delhi
110001
India

(c) *e-mail ID of the company

AT*****HA.COM

(d) *Telephone number with STD code

12*****00

(e) Website

(iii) Date of Incorporation

08/11/1935

| (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

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 27/07/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

| 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 | 88.7 |
| 2 | C | Manufacturing | C10 | Electrical equipment, General Purpose and Special purpose Machinery & equipment, | 11 |

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

*No. of Companies for which information is to be given 3

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------------------|-----------------------|--|------------------|
| 1 | MAWANA FOODS PRIVATE LIM | U74899DL2006PTC144412 | Subsidiary | 66.26 |
| 2 | Goldilocks India Private Limite | U74999DL2015PTC283894 | Subsidiary | 51 |
| 3 | Guangzhou Usha Internationa | | 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 | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Total amount of equity shares (in Rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| EQUITY SHARES | | | | |
| Number of equity shares | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|--|--------------------|----------------|--------------------|-----------------|
| 0.001% Cumulative Compulsory Convertible Preference | | | | |
| Number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 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 |
|------------------------------|------------------|------------|----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 0 | 48,463,552 | 48463552 | 484,635,520 | 484,635,520 | |

| | | | | | | |
|---|---|------------|----------|-------------|-------------|---|
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Public Issues | 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 | | | | | | |
| | | | | | | |
| 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 | | | | | | |
| | | | | | | |
| At the end of the year | 0 | 48,463,552 | 48463552 | 484,635,520 | 484,635,520 | |
| | | | | | | |
| 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 | | | | | | |
| | | | | | | |
| 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 | | | | | | |
| At the end of the year | 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)

| 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 | | 23/09/2023 | |
| Date of registration of transfer (Date Month Year) | | 06/04/2023 | |
| Type of transfer | Equity Shares | 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | 1 | Amount per Share/ Debenture/Unit (in Rs.) | 10 |

| | | | |
|----------------------------|---------|-------------|------------|
| Ledger Folio of Transferor | | NA | |
| Transferor's Name | Shriram | | Chhaya |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | NA | |
| Transferee's Name | Khattar | Kumar | Manoj |
| | Surname | middle name | first name |

| | | | |
|--|---------------|--|------------|
| Date of registration of transfer (Date Month Year) | | 06/04/2023 | |
| Type of transfer | Equity Shares | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | 1 | Amount per Share/ Debenture/Unit (in Rs.) | 10 |
| Ledger Folio of Transferor | | NA | |
| Transferor's Name | Shriram | | Chhaya |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | NA | |
| Transferee's Name | Mani | | Madhav |
| | Surname | middle name | first name |

| | | | |
|--|--|--|--|
| 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 | | | |
| | 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 |
| Total | | | 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

26,270,254,000

(ii) Net worth of the Company

72,856,000

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 | 19,220,009 | 39.66 | 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 Trust | 29,243,128 | 60.34 | 0 | |
| | Total | 48,463,137 | 100 | 0 | 0 |

Total number of shareholders (promoters)

4

(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 | 120 | 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 IEPF | 295 | 0 | 0 | |
| | Total | 415 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

5

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

9

**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 | 4 | 4 |
| Members (other than promoters) | 3 | 5 |
| 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 | 2 | 0 | 2 | 0 | 39.66 | 0 |
| B. Non-Promoter | 1 | 2 | 1 | 0 | 0 | 0 |
| (i) Non-Independent | 1 | 0 | 1 | 0 | 0 | 0 |
| (ii) Independent | 0 | 2 | 0 | 0 | 0 | 0 |
| C. Nominee Directors representing | 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 |
| Total | 3 | 2 | 3 | 0 | 39.66 | 0 |

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

4

(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) |
|------------------|------------|---------------------|--------------------------------|--|
| KRISHNA SHRIRAM | 00031783 | Whole-time director | 18,619,647 | |
| CHHAYA SHRIRAM | 00027813 | Whole-time director | 600,362 | |
| MANOJ KUMAR KHAT | 07907972 | Whole-time director | 1 | |
| ATREYEE DAS | BNQPD1504A | Company Secretary | 0 | |

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

4

| 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) |
|-----------------|------------|--|---|--|
| DINESH CHHABRA | ADQPC2622M | CEO | 31/05/2023 | Cessation |
| MANOJ KUMAR K | 07907972 | Whole-time director | 23/09/2023 | Change in Designation |
| PRAMOD KUMAR E | 00035955 | Director | 31/03/2024 | Retirement |
| ANIL KUMAR JAIN | 00027911 | Director | 31/03/2024 | Retirement |

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 | 23/09/2023 | 9 | 8 | 100 |

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 | 17/06/2023 | 5 | 5 | 100 |
| 2 | 11/07/2023 | 5 | 5 | 100 |
| 3 | 26/08/2023 | 5 | 5 | 100 |
| 4 | 02/12/2023 | 5 | 5 | 100 |
| 5 | 24/02/2024 | 5 | 5 | 100 |
| 6 | 30/03/2024 | 5 | 5 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

9

| 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 | 17/06/2023 | 3 | 3 | 100 |
| 2 | Audit Committee | 26/08/2023 | 3 | 3 | 100 |
| 3 | Audit Committee | 02/12/2023 | 3 | 3 | 100 |
| 4 | Audit Committee | 30/03/2024 | 3 | 3 | 100 |
| 5 | Nomination and Remuneration | 17/06/2023 | 3 | 3 | 100 |
| 6 | Nomination and Remuneration | 11/07/2023 | 3 | 3 | 100 |
| 7 | Nomination and Remuneration | 26/08/2023 | 3 | 3 | 100 |
| 8 | Nomination and Remuneration | 30/03/2024 | 3 | 3 | 100 |
| 9 | Corporate Social Responsibility | 30/03/2024 | 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 | 27/07/2024 |
| | | | | | | | | (Y/N/NA) |
| | | | | | | | | |
| 1 | KRISHNA SHI | 6 | 6 | 100 | 5 | 5 | 100 | Yes |
| 2 | CHHAYA SHF | 6 | 6 | 100 | 5 | 5 | 100 | Yes |
| 3 | MANOJ KUM/ | 6 | 6 | 100 | 9 | 9 | 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 | KRISHNA SHIRAM | Whole-Time Director | 16,833,333 | 0 | 0 | 11,353,324 | 28,186,657 |
| 2 | CHHAYA SHIRAM | Whole-Time Director | 6,129,508 | 0 | 0 | 558,000 | 6,687,508 |
| 3 | MANOJ KUMAR KHANNA | Whole-Time Director | 14,373,364 | 0 | 0 | 700,140 | 15,073,504 |
| | Total | | 37,336,205 | 0 | 0 | 12,611,464 | 49,947,669 |

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

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|---------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | DINESH CHHABRA | CEO | 8,807,379 | 0 | 0 | 0 | 8,807,379 |
| 2 | ATREYEE DAS | Company Secre | 3,047,979 | 0 | 0 | 0 | 3,047,979 |
| | Total | | 11,855,358 | 0 | 0 | 0 | 11,855,358 |

Number of other directors whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-------------|--------------|------------|-------------------------------|---------|-----------------|
| 1 | ANIL KUMAR JAIN | Director | 0 | 0 | 0 | 405,000 | 405,000 |
| 2 | PRAMOD KUMAR I | Director | 0 | 0 | 0 | 432,000 | 432,000 |
| | Total | | 0 | 0 | 0 | 837,000 | 837,000 |

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

The Company was not having Chief Financial Officer (CFO), as required in terms of the provisions of section 203 of the Companies Act, 2013, during the financial year under review.

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

Ranjeet Pandey

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6087

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. ...

14

dated

15/02/2020

(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

MANOJ
KUMAR
KHATTAR
Digitally signed by
MANOJ KUMAR
KHATTAR
Date: 2024.09.25
15:58:04 +05'30'

DIN of the director

0*9*7*7*

To be digitally signed by

ATREY
EE DAS
Digitally signed by
ATREY EE DAS
Date: 2024.09.25
15:58:31 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

3*6*4

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_Usha International.pdf
List of shareholders.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

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

U74210DL1935PLC007123

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT0066A

(ii) (a) Name of the company

USHA INTERNATIONAL LIMITEI

(b) Registered office address

19, KASTURBA GANDHI MARG NEW DELHI
DELHI
Delhi
110001
India

(c) *e-mail ID of the company

atreyee_das@usha.com

(d) *Telephone number with STD code

1244583100

(e) Website

www.ushainternational.com

(iii) Date of Incorporation

08/11/1935

| (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

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(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 23/09/2023

(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 2

| 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 | 90.56 |
| 2 | C | Manufacturing | C10 | Electrical equipment, General Purpose and Special purpose Machinery & equipment, | 9.23 |

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

*No. of Companies for which information is to be given 3

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------------------|-----------------------|--|------------------|
| 1 | MAWANA FOODS PRIVATE LIM | U74899DL2006PTC144412 | Subsidiary | 66.26 |
| 2 | Goldilocks India Private Limite | U74999DL2015PTC283894 | Subsidiary | 51 |
| 3 | Guangzhou Usha Internationa | | 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 | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Total amount of equity shares (in Rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|--|--------------------|----------------|--------------------|-----------------|
| 0.001% Cumulative Compulsory Convertible Preference Shares | | | | |
| Number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 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 |
|------------------------------|------------------|------------|----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 118 | 48,463,434 | 48463552 | 484,635,520 | 484,635,520 | |

| | | | | | | |
|---|-----|------------|----------|-------------|-------------|---|
| Increase during the year | 0 | 0 | 0 | 1,180 | 1,180 | 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 | |
| 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 | | | | | | |
| Increase in demat holding | | | | 1,180 | 1,180 | 0 |
| Decrease during the year | 0 | 0 | 0 | 1,180 | 1,180 | 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 | | | | | | |
| Decrease in physical holding | | | | 1,180 | 1,180 | |
| At the end of the year | 118 | 48,463,434 | 48463552 | 484,635,520 | 484,635,520 | |
| 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 | | | | | | |
| N.A. | | | | 0 | 0 | |
| 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 | | | | 0 | 0 | |
| N.A. | | | | | | |
| At the end of the year | 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) | | |
| 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 | | | | | | | |
| Transferor's Name | | | | | | | |
| | | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | | | | |
| Transferee's Name | | | | | | | |
| | | Surname | | middle name | | first name | |

| | | | | | | | |
|--|--|---------|--|---|--|------------|--|
| 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 | | | | | | | |
| | | Surname | | middle name | | first name | |

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

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------|-----------------|------------------------|-------------|
| Total | | | 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

31,090,639,000

(ii) Net worth of the Company

522,534,000

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 | 19,220,011 | 39.66 | 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 Trust | 29,243,128 | 60.34 | 0 | |
| | Total | 48,463,139 | 100 | 0 | 0 |

Total number of shareholders (promoters)

4

(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 | 118 | 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 IEPF | 295 | 0 | 0 | |
| | Total | 413 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

3

**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 | 5 | 4 |
| Members (other than promoters) | 3 | 3 |
| 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 | 2 | 0 | 2 | 0 | 39.66 | 0 |
| B. Non-Promoter | 0 | 3 | 1 | 2 | 0 | 0 |
| (i) Non-Independent | 0 | 1 | 1 | 0 | 0 | 0 |
| (ii) Independent | 0 | 2 | 0 | 2 | 0 | 0 |
| C. Nominee Directors representing | 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 | 2 | 3 | 3 | 2 | 39.66 | 0 |

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

7

(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) |
|-----------------------|------------|---------------------|--------------------------------|--|
| KRISHNA SHRIRAM | 00031783 | Whole-time director | 18,619,647 | |
| CHHAYA SHRIRAM | 00027813 | Whole-time director | 600,364 | |
| PRAMOD KUMAR BHARGAVA | 00035955 | Director | 1 | |
| MANOJ KUMAR KHATKAR | 07907972 | Additional director | 0 | |
| ANIL KUMAR JAIN | 00027911 | Director | 0 | |
| DINESH CHHABRA | ADQPC2622M | CEO | 0 | 31/05/2023 |
| ATREYEE DAS | BNQPD1504A | 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) |
|---------------------|------------|--|---|--|
| DINESH CHHABRA | ADQPC2622M | CEO | 01/06/2022 | EXTENSION IN TERM |
| ANAND KUMAR CHOWHAN | 00044601 | Director | 01/11/2022 | CESSATION |
| MANOJ KUMAR KHATKAR | 07907972 | Additional director | 21/11/2022 | APPOINTMENT |
| NANDAN KUMAR GOIL | 00025007 | Director | 01/04/2022 | Cessation |
| CHHAYA SHRIRAM | 00027813 | Whole-time director | 30/09/2022 | 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

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 | 30/09/2022 | 8 | 5 | 100 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 28/05/2022 | 5 | 5 | 100 |
| 2 | 13/08/2022 | 5 | 5 | 100 |
| 3 | 12/11/2022 | 4 | 4 | 100 |
| 4 | 21/11/2022 | 4 | 4 | 100 |
| 5 | 04/03/2023 | 5 | 5 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

9

| 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 | 28/05/2022 | 3 | 3 | 100 |
| 2 | Audit Committee | 13/08/2022 | 3 | 3 | 100 |
| 3 | Audit Committee | 12/11/2022 | 3 | 3 | 100 |
| 4 | Audit Committee | 04/03/2023 | 3 | 3 | 100 |
| 5 | Nomination and Remuneration Committee | 28/05/2022 | 3 | 3 | 100 |
| 6 | Nomination and Remuneration Committee | 07/09/2022 | 3 | 3 | 100 |
| 7 | Nomination and Remuneration Committee | 21/11/2022 | 3 | 3 | 100 |
| 8 | Nomination and Remuneration Committee | 04/03/2023 | 3 | 3 | 100 |
| 9 | Corporate Social Responsibility Committee | 13/08/2022 | 3 | 3 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 23/09/2023 |
| | | | | | | | | (Y/N/NA) |
| 1 | KRISHNA SHI | 5 | 5 | 100 | 3 | 3 | 100 | Yes |
| 2 | CHHAYA SHF | 5 | 5 | 100 | 3 | 3 | 100 | Yes |
| 3 | PRAMOD KUI | 5 | 5 | 100 | 9 | 9 | 100 | Yes |
| 4 | MANOJ KUMA | 1 | 1 | 100 | 0 | 0 | 0 | Yes |
| 5 | ANIL KUMAR | 5 | 5 | 100 | 8 | 8 | 100 | No |

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 | KRISHNA SHRIRAI | Whole-time direc | 27,650,720 | 0 | 0 | 0 | 27,650,720 |
| 2 | CHHAYA SHRIRAM | Whole-time direc | 6,687,508 | 0 | 0 | 0 | 6,687,508 |
| 3 | MANOJ KUMAR KH | Whole-time direc | 5,745,365 | 0 | 0 | 0 | 5,745,365 |
| | Total | | 40,083,593 | 0 | 0 | 0 | 40,083,593 |

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 | DINESH CHHABRA | Cheif Executive | 42,196,219 | 0 | 0 | 0 | 42,196,219 |
| 2 | SACHIN SHARMA | Cheif Financial C | 12,833,432 | 0 | 0 | 0 | 12,833,432 |
| 3 | ATREYEE DAS | Company Secre | 2,925,000 | 0 | 0 | 0 | 2,925,000 |
| | Total | | 57,954,651 | 0 | 0 | 0 | 57,954,651 |

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 | PRAMOD KUMAR I | Independent Dir | 405,000 | 0 | 0 | 0 | 405,000 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-----------------|--------------|------------|-------------------------------|--------|-----------------|
| 2 | ANIL KUMAR JAIN | Independent Dir | 378,000 | 0 | 0 | 0 | 378,000 |
| 3 | ANAND KUMAR CH | Non Executive D | 162,000 | 0 | 0 | 0 | 162,000 |
| | Total | | 945,000 | 0 | 0 | 0 | 945,000 |

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

Ranjeet Pandey

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

6087

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

MANOJ
KUMAR
KHATTAR
Digitally signed by
MANOJ KUMAR
KHATTAR
Date: 2023.11.22
14:13:50 +0530'

DIN of the director

To be digitally signed by

ATREY
EE DAS
Digitally signed by
ATREYEE DAS
Date: 2023.11.22
14:14:23 +0530'

- ☒ 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

Usha_MGT-8_2022-23.pdf
List of Shareholders.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

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

U74210DL1935PLC007123

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT0066A

(ii) (a) Name of the company

USHA INTERNATIONAL LIMITED

(b) Registered office address

19,
KASTURBA GANDHI MARG
DELHI
Delhi
110001

(c) *e-mail ID of the company

atreyee_das@usha.com

(d) *Telephone number with STD code

1244583100

(e) Website

(iii) Date of Incorporation

08/11/1935

| (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

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(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 30/09/2022

(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 2

| 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 | 91.64 |
| 2 | C | Manufacturing | C10 | Electrical equipment, General Purpose and Special purpose Machinery & equipment, | 8.21 |

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

*No. of Companies for which information is to be given 4

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|-----------------------------|-----------------------|--|------------------|
| 1 | MAWANA FOODS PRIVATE LIM | U74899DL2006PTC144412 | Subsidiary | 66.26 |
| 2 | USHA HEIGHTS PRIVATE LIMIT | U70200DL2014PTC265529 | Subsidiary | 0 |
| 3 | GOLDILOCKS INDIA PRIVATE LI | U74999DL2015PTC283894 | Subsidiary | 51 |
| 4 | Guangzhou Usha Internationa | | 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 | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Total amount of equity shares (in Rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| 0.001% Cumulative Compulsory Convertible Preference | | | | |
| Number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 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 |
|------------------------------|------------------|------------|----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 118 | 48,463,434 | 48463552 | 484,635,520 | 484,635,520 | |

| | | | | | | |
|---|-----|------------|----------|-------------|-------------|---|
| Increase during the year | 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 N.A. | | | | 0 | 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 N.A. | | | | 0 | 0 | |
| At the end of the year | 118 | 48,463,434 | 48463552 | 484,635,520 | 484,635,520 | |
| | | | | | | |
| 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 N.A. | | | | 0 | 0 | |
| 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 | | | | 0 | 0 | |
| N.A. | | | | | | |
| At the end of the year | 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)

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

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

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

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

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

| | | | | | | | |
|----------------------------|----------------------|--|----------------------|----------------------|----------------------|--|--|
| Ledger Folio of Transferor | | | | <input type="text"/> | | | |
| Transferor's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | | |
| | Surname | | middle name | | first name | | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | | |
| Transferee's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | | |
| | Surname | | middle name | | first name | | |

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

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

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------|-----------------|------------------------|-------------|
| Total | | | 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

30,900,998,097

(ii) Net worth of the Company

1,112,682,656

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 | 19,220,011 | 39.66 | 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 Trust | 29,243,128 | 60.34 | 0 | |
| | Total | 48,463,139 | 100 | 0 | 0 |

Total number of shareholders (promoters)

5

(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 | 118 | 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 IEPF | 295 | 0 | 0 | |
| | Total | 413 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

3

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

8

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

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 5 | 5 |
| Members (other than promoters) | 3 | 3 |
| 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 | 2 | 0 | 2 | 0 | 39.66 | 0 |
| B. Non-Promoter | 0 | 5 | 0 | 4 | 0 | 0 |
| (i) Non-Independent | 0 | 3 | 0 | 2 | 0 | 0 |
| (ii) Independent | 0 | 2 | 0 | 2 | 0 | 0 |
| C. Nominee Directors representing | 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 | 2 | 5 | 2 | 4 | 39.66 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 9

(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) |
|-------------------|------------|---------------------|--------------------------------|--|
| NANDAN KUMAR GOIL | 00025007 | Director | 0 | 01/04/2022 |
| CHHAYA SHRIRAM | 00027813 | Whole-time director | 600,364 | |
| KRISHNA SHRIRAM | 00031783 | Whole-time director | 18,619,647 | |
| PRAMOD KUMAR BHA | 00035955 | Director | 1 | |
| ANAND KUMAR CHOW | 00044601 | Director | 0 | |
| ANIL KUMAR JAIN | 00027911 | Director | 0 | |
| DINESH CHHABRA | ADQPC2622M | CEO | 0 | |
| SACHIN SHARMA | AHRPS3966K | CFO | 0 | |
| ATREYEE DAS | BNQPD1504A | Company Secretary | 0 | |

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

2

| 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) |
|-------------------|------------|--|---|--|
| Vinod Kumar Wazir | 01503448 | Director | 13/06/2021 | CESSATION |
| DINESH CHHABRA | ADQPC2622M | CEO | 01/06/2021 | EXTENSION IN TERM |

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 | 14/08/2021 | 8 | 6 | 100 |

B. BOARD MEETINGS

*Number of meetings held

8

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 22/05/2021 | 7 | 7 | 100 |
| 2 | 18/06/2021 | 6 | 5 | 83.33 |
| 3 | 10/07/2021 | 6 | 6 | 100 |
| 4 | 14/08/2021 | 6 | 6 | 100 |
| 5 | 13/11/2021 | 6 | 6 | 100 |
| 6 | 25/12/2021 | 6 | 6 | 100 |
| 7 | 12/02/2022 | 6 | 6 | 100 |
| 8 | 26/03/2022 | 6 | 6 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

14

| 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 | 18/06/2021 | 3 | 3 | 100 |
| 2 | Audit Committee | 10/07/2021 | 3 | 3 | 100 |
| 3 | Audit Committee | 14/08/2021 | 3 | 3 | 100 |
| 4 | Audit Committee | 25/09/2021 | 3 | 3 | 100 |
| 5 | Audit Committee | 13/11/2021 | 3 | 3 | 100 |
| 6 | Audit Committee | 25/12/2021 | 3 | 3 | 100 |
| 7 | Audit Committee | 12/02/2022 | 3 | 3 | 100 |
| 8 | Audit Committee | 26/03/2022 | 3 | 3 | 100 |
| 9 | NRC Meeting | 22/05/2021 | 4 | 4 | 100 |
| 10 | CSR Meeting | 14/08/2021 | 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 | 30/09/2022 |
| | | | | | | | | (Y/N/NA) |
| 1 | NANDAN KUM | 8 | 8 | 100 | 5 | 5 | 100 | Not Applicable |
| 2 | CHHAYA SHF | 8 | 8 | 100 | 1 | 1 | 100 | Yes |
| 3 | KRISHNA SHI | 8 | 7 | 87.5 | 1 | 1 | 100 | Yes |
| 4 | PRAMOD KUI | 8 | 8 | 100 | 14 | 14 | 100 | Yes |
| 5 | ANAND KUM/ | 8 | 8 | 100 | 13 | 13 | 100 | Yes |
| 6 | ANIL KUMAR | 8 | 8 | 100 | 13 | 13 | 100 | No |

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 | Krishna Shriram | Whole-time dire | 21,585,722 | 0 | 0 | 0 | 21,585,722 |
| 2 | Chhaya Shriram | Whole-time dire | 6,052,732 | 0 | 0 | 0 | 6,052,732 |
| | Total | | 27,638,454 | 0 | 0 | 0 | 27,638,454 |

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 | DINESH CHHABRA | CEO | 49,409,068 | 0 | 0 | 0 | 49,409,068 |
| 2 | Sachin Sharma | CFO | 27,507,768 | 0 | 0 | 0 | 27,507,768 |
| 3 | Atreyee Das | Company Secre | 2,592,212 | 0 | 0 | 0 | 2,592,212 |
| | Total | | 79,509,048 | 0 | 0 | 0 | 79,509,048 |

Number of other directors whose remuneration details to be entered

5

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|-------------|--------------|------------|-------------------------------|---------|--------------|
| 1 | NANDAN KUMAR C | Director | 0 | 0 | 0 | 351,000 | 351,000 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 2 | PRAMOD KUMAR I | Independent Dir | 0 | 0 | 0 | 621,000 | 621,000 |
| 3 | Anand Kumar Chow | Director | 0 | 0 | 0 | 567,000 | 567,000 |
| 4 | ANIL KUMAR JAIN | Independent Dir | 0 | 0 | 0 | 594,000 | 594,000 |
| 5 | Vinod Kumar Wazir | Director | 0 | 0 | 0 | 27,000 | 27,000 |
| | Total | | 0 | 0 | 0 | 2,160,000 | 2,160,000 |

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

Ranjeet Pandey

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6087

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

Chhaya
Shriram
Digitally signed by
Chhaya Shriram
Date: 2022.11.25
12:22:06 +05'30'

DIN of the director

00027813

To be digitally signed by

ATREY
EE DAS
Digitally signed by
ATREY EE DAS
Date: 2022.11.25
12:23:13 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

36654

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**

Committee meeting details FY 2021-22.pdf
Shareholding pattern March 2022.pdf
MGT-8 USHA 2022.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

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

U74210DL1935PLC007123

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT0066A

(ii) (a) Name of the company

USHA INTERNATIONAL LIMITED

(b) Registered office address

19,
KASTURBA GANDHI MARG
DELHI
Delhi
110001

(c) *e-mail ID of the company

atreyee_das@usha.com

(d) *Telephone number with STD code

1244583100

(e) Website

(iii) Date of Incorporation

08/11/1935

| (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

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM 14/08/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted ☒ Yes ☐ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension Z99999999

Pre-fill

(e) Extended due date of AGM after grant of extension 30/11/2021

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, | 91.79 |

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

*No. of Companies for which information is to be given 4

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|-----------------------------|-----------------------|--|------------------|
| 1 | MAWANA FOODS PRIVATE LIM | U74899DL2006PTC144412 | Subsidiary | 66.26 |
| 2 | USHA HEIGHTS PRIVATE LIMITI | U70200DL2014PTC265529 | Subsidiary | 100 |
| 3 | GOLDILOCKS INDIA PRIVATE LI | U74999DL2015PTC283894 | Subsidiary | 100 |
| 4 | Guangzhou Usha Internationa | | 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 | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Total amount of equity shares (in Rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| 0.001% Cumulative Compulsory Convertible Preference | | | | |
| Number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 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 |
|------------------------------|------------------|------------|----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 118 | 48,463,434 | 48463552 | 484,635,520 | 484,635,520 | |

| | | | | | | |
|---|-----|------------|----------|-------------|-------------|---|
| Increase during the year | 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 | | | | 0 | 0 | |
| N.A. | | | | | | |
| 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 | | | | 0 | 0 | |
| N.A. | | | | | | |
| At the end of the year | 118 | 48,463,434 | 48463552 | 484,635,520 | 484,635,520 | |
| | | | | | | |
| 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 | | | | 0 | 0 | |
| N.A. | | | | | | |
| 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 | | | | 0 | 0 | |
| N.A. | | | | | | |
| At the end of the year | 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)

| 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 | | | | | | | |
| Transferor's Name | | | | | | | |
| | Surname | | middle name | | first name | | |
| Ledger Folio of Transferee | | | | | | | |
| Transferee's Name | | | | | | | |
| | Surname | | middle name | | first name | | |

| | | | | | | | |
|--|---------|--|--|--|------------|--|--|
| 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 | | | | | | | |
| | Surname | | middle name | | first name | | |

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

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------|-----------------|------------------------|-------------|
| Total | | | 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

28,080,605,000

(ii) Net worth of the Company

1,555,088,000

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 | 19,220,011 | 39.66 | 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 Trust | 29,243,128 | 60.34 | 0 | |
| | Total | 48,463,139 | 100 | 0 | 0 |

Total number of shareholders (promoters)

5

(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 | 118 | 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 IEPF | 295 | 0 | 0 | |
| | Total | 413 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

3

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

8

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

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 5 | 5 |
| Members (other than promoters) | 3 | 3 |
| 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 | 2 | 0 | 2 | 0 | 39.66 | 0 |
| B. Non-Promoter | 0 | 5 | 0 | 5 | 0 | 0 |
| (i) Non-Independent | 0 | 3 | 0 | 3 | 0 | 0 |
| (ii) Independent | 0 | 2 | 0 | 2 | 0 | 0 |
| C. Nominee Directors representing | 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 | 2 | 5 | 2 | 5 | 39.66 | 0 |

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) |
|-------------------|------------|---------------------|--------------------------------|--|
| NANDAN KUMAR GOIL | 00025007 | Director | 0 | |
| CHHAYA SHRIRAM | 00027813 | Whole-time director | 600,364 | |
| KRISHNA SHRIRAM | 00031783 | Whole-time director | 18,619,647 | |
| PRAMOD KUMAR BHA | 00035955 | Director | 1 | |
| ANAND KUMAR CHOW | 00044601 | Director | 0 | |
| ANIL KUMAR JAIN | 00027911 | Director | 0 | |
| Vinod Kumar Wazir | 01503448 | Director | 0 | |
| DINESH CHHABRA | ADQPC2622M | CEO | 0 | |
| SACHIN SHARMA | AHRPS3966K | CFO | 0 | |
| ATREYEE DAS | BNQPD1504A | Company Secretary | 0 | |

(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 | 07/11/2020 | 8 | 6 | 100 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 13/08/2020 | 7 | 7 | 100 |
| 2 | 19/09/2020 | 7 | 7 | 100 |
| 3 | 16/10/2020 | 7 | 6 | 85.71 |
| 4 | 28/11/2020 | 7 | 7 | 100 |
| 5 | 13/02/2021 | 7 | 7 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

9

| 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 | 13/08/2020 | 3 | 3 | 100 |
| 2 | Audit Committee | 19/09/2020 | 3 | 3 | 100 |
| 3 | Audit Committee | 16/10/2020 | 3 | 3 | 100 |
| 4 | Audit Committee | 28/11/2020 | 3 | 3 | 100 |
| 5 | Audit Committee | 12/02/2021 | 3 | 3 | 100 |
| 6 | Audit Committee | 20/02/2021 | 3 | 3 | 100 |
| 7 | NRC Meeting | 13/08/2020 | 4 | 4 | 100 |
| 8 | NRC Meeting | 13/02/2021 | 4 | 4 | 100 |
| 9 | CSR Meeting | 28/11/2020 | 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 | 14/08/2021 |
| | | | | | | | | (Y/N/NA) |

| | | | | | | | | |
|---|---------------|---|---|-----|---|---|-----|----------------|
| 1 | NANDAN KUM | 5 | 5 | 100 | 2 | 2 | 100 | Yes |
| 2 | CHHAYA SHF | 5 | 5 | 100 | 1 | 1 | 100 | Yes |
| 3 | KRISHNA SHI | 5 | 4 | 80 | 1 | 1 | 100 | Yes |
| 4 | PRAMOD KUI | 5 | 5 | 100 | 9 | 9 | 100 | Yes |
| 5 | ANAND KUM/ | 5 | 5 | 100 | 8 | 8 | 100 | Yes |
| 6 | ANIL KUMAR | 5 | 5 | 100 | 8 | 8 | 100 | No |
| 7 | Vinod Kumar \ | 5 | 5 | 100 | 0 | 0 | 0 | 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 | Krishna Shriram | Whole Time Dire | 7,125,000 | 0 | 0 | 2,050,000 | 9,175,000 |
| 2 | Chhaya Shriram | Whole Time Dire | 4,530,000 | 0 | 0 | 1,117,000 | 5,647,000 |
| | Total | | 11,655,000 | 0 | 0 | 3,167,000 | 14,822,000 |

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 | Dinesh Chhabra | CEO | 26,399,000 | 0 | 0 | 383,000 | 26,782,000 |
| 2 | Sachin Sharma | CFO | 15,401,000 | 0 | 0 | 0 | 15,401,000 |
| 3 | Atreyee Das | Company Secre | 1,921,000 | 0 | 0 | 0 | 1,921,000 |
| | Total | | 43,721,000 | 0 | 0 | 383,000 | 44,104,000 |

Number of other directors whose remuneration details to be entered

5

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Anil Kumar Jain | Independent Dir | 0 | 0 | 0 | 378,000 | 378,000 |
| 2 | Anand Kumar Chow | Director | 0 | 0 | 0 | 351,000 | 351,000 |
| 3 | Pramod Kumar Bha | Independent Dir | 0 | 0 | 0 | 405,000 | 405,000 |
| 4 | Nandan Kumar Goil | Director | 0 | 0 | 0 | 3,789,000 | 3,789,000 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-------------|--------------|------------|-------------------------------|-----------|-----------------|
| 5 | Vinod Kumar Wazir | Director | 0 | 0 | 0 | 135,000 | 135,000 |
| | Total | | 0 | 0 | 0 | 5,058,000 | 5,058,000 |

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

Ranjeet Pandey

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6087

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

Nandan
Kumar Goila
Digitally signed by
Nandan Kumar Goila
Date: 2021.10.20
16:38:48 +05'30'

DIN of the director

To be digitally signed by

ATREY
EE DAS
Digitally signed by
ATREYEE DAS
Date: 2021.10.20
16:23:56 +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

UIL shareholding 31032021.pdf
MGT-8 Certificate_Signed UIL.pdf
General Circular for_AGM EXTENSION.pc

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

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

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

U74210DL1935PLC007123

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT0066A

(ii) (a) Name of the company

USHA INTERNATIONAL LIMITED

(b) Registered office address

19,
KASTURBA GANDHI MARG
DELHI
Delhi
110001

(c) *e-mail ID of the company

atreyee_das@usha.com

(d) *Telephone number with STD code

1244583100

(e) Website

(iii) Date of Incorporation

08/11/1935

| (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

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 07/11/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted ☒ Yes ☐ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension Z99999999

Pre-fill

(e) Extended due date of AGM after grant of extension 31/12/2020

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, | 91.79 |

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

*No. of Companies for which information is to be given 4

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|-----------------------------|-----------------------|--|------------------|
| 1 | MAWANA FOODS PRIVATE LIM | U74899DL2006PTC144412 | Subsidiary | 66.26 |
| 2 | USHA HEIGHTS PRIVATE LIMITI | U70200DL2014PTC265529 | Subsidiary | 100 |
| 3 | GOLDILOCKS INDIA PRIVATE LI | U74999DL2015PTC283894 | Subsidiary | 100 |
| 4 | Guangzhou Usha Internationa | | 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 | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Total amount of equity shares (in Rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| 0.001% Cumulative compulsory convertible preferer | | | | |
| Number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 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 |
|------------------------------|------------------|----------------------|----------------------|---------------|
| Equity shares | | | | |
| At the beginning of the year | 48,463,552 | 484,635,520 | 484,635,520 | |

| | | | | |
|---|------------|-------------|-------------|---|
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 |
| x. Others, specify | 0 | 0 | 0 | |
| N.A. | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | 0 | 0 | 0 | |
| N.A. | | | | |
| At the end of the year | 48,463,552 | 484,635,520 | 484,635,520 | |
| | | | | |
| Preference shares | | | | |
| At the beginning of the year | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 |
| iii. Others, specify | 0 | 0 | 0 | |
| N.A. | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 |

| | | | | |
|---------------------------------|---|---|---|---|
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | 0 | 0 | 0 | |
| N.A. | | | | |
| At the end of the year | 0 | 0 | 0 | |

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

(iv) *Indebtedness including 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 |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 1,852,597,000 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 157,855,000 |
| Deposit | | | 0 |
| Total | | | 2,010,452,000 |

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 | 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

26,358,836,000

(ii) Net worth of the Company

1,048,467,000

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 | 19,220,011 | 39.66 | 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 Trust | 29,243,128 | 60.34 | 0 | |
| | Total | 48,463,139 | 100 | 0 | 0 |

Total number of shareholders (promoters)

5

(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 | 118 | 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) | 295 | 0 | 0 | |
| 10. | Others N.A. | 0 | 0 | 0 | |
| | Total | 413 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

3

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

8

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

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 5 | 5 |
| Members (other than promoters) | 3 | 3 |
| 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 | 2 | 0 | 2 | 0 | 39.66 | 0 |
| B. Non-Promoter | 0 | 5 | 0 | 5 | 0 | 0 |
| (i) Non-Independent | 0 | 3 | 0 | 3 | 0 | 0 |
| (ii) Independent | 0 | 2 | 0 | 2 | 0 | 0 |
| C. Nominee Directors representing | 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 | 2 | 5 | 2 | 5 | 39.66 | 0 |

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) |
|-----------------------|------------|---------------------|--------------------------------|--|
| NANDAN KUMAR GOIL | 00025007 | Director | 0 | |
| Krishna Shriram | 00031783 | Whole-time director | 18,619,647 | |
| Chhaya Shriram | 00027813 | Whole-time director | 600,364 | |
| Pramod Kumar Bhalla | 00035955 | Director | 1 | |
| Anand Kumar Chowdhury | 00044601 | Director | 0 | |
| Anil Kumar Jain | 00027911 | Director | 0 | |
| Vinod Kumar Wazir | 01503448 | Director | 0 | |
| DINESH CHHABRA | ADQPC2622M | CEO | 0 | |
| SACHIN SHARMA | AHRPS3966K | CFO | 0 | |
| ATREYEE DAS | BNQPD1504A | Company Secretary | 0 | |

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

4

| 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) |
|----------------|------------|--|---|--|
| DINESH CHHABRA | ADQPC2622M | CFO | 30/09/2019 | Cessation |
| SACHIN SHARMA | AHRPS3966K | CFO | 01/10/2019 | Appointment |
| Manish Gupta | AFMPG6388J | Company Secretar | 27/09/2019 | Cessation |
| ATREYEE DAS | BNQPD1504A | Company Secretar | 15/02/2020 | 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

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 | 30/08/2019 | 8 | 5 | 61.58 |

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 | 11/06/2019 | 7 | 7 | 100 |
| 2 | 17/08/2019 | 7 | 6 | 85.71 |
| 3 | 23/11/2019 | 7 | 6 | 85.71 |
| 4 | 15/02/2020 | 7 | 6 | 85.71 |

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 Committ | 11/06/2019 | 3 | 3 | 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 |
| 2 | Audit Committee | 26/07/2019 | 3 | 3 | 100 |
| 3 | Audit Committee | 17/08/2019 | 3 | 3 | 100 |
| 4 | Audit Committee | 23/11/2019 | 3 | 2 | 66.67 |
| 5 | Audit Committee | 25/01/2020 | 3 | 3 | 100 |
| 6 | Audit Committee | 15/02/2020 | 3 | 3 | 100 |
| 7 | NRC Committee | 17/08/2019 | 4 | 4 | 100 |
| 8 | NRC Committee | 25/09/2019 | 4 | 4 | 100 |
| 9 | NRC Committee | 15/02/2020 | 4 | 4 | 100 |
| 10 | CSR Committee | 17/08/2019 | 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 | 07/11/2020 |
| | | | | | | | | (Y/N/NA) |
| 1 | NANDAN KUMAR | 4 | 4 | 100 | 3 | 3 | 100 | Yes |
| 2 | Krishna Shrira | 4 | 2 | 50 | 1 | 0 | 0 | Yes |
| 3 | Chhaya Shrira | 4 | 4 | 100 | 1 | 1 | 100 | Yes |
| 4 | Pramod Kumar | 4 | 4 | 100 | 10 | 10 | 100 | Yes |
| 5 | Anand Kumar | 4 | 3 | 75 | 9 | 8 | 88.89 | Yes |
| 6 | Anil Kumar Ja | 4 | 4 | 100 | 9 | 9 | 100 | No |
| 7 | Vinod Kumar | 4 | 4 | 100 | 0 | 0 | 0 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Krishna Shriram | Whole Time Dire | 7,125,626 | 0 | 0 | 1,977,694 | 9,103,320 |
| 2 | Chhaya Shriram | Whole Time Dire | 4,530,527 | 0 | 0 | 1,081,034 | 5,611,561 |
| | Total | | 11,656,153 | 0 | 0 | 3,058,728 | 14,714,881 |

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 | DINESH CHHABRA | CEO | 33,124,815 | 0 | 0 | 63,914 | 33,188,729 |
| 2 | SACHIN SHARMA | CFO | 11,313,047 | 0 | 0 | | 11,313,047 |
| 3 | ATREYEE DAS | COMPANY SEC | 248,102 | 0 | 0 | 0 | 248,102 |
| | Total | | 44,685,964 | 0 | 0 | 63,914 | 44,749,878 |

Number of other directors whose remuneration details to be entered

5

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Anil Kumar Jain | Independent Dir | 0 | 0 | 0 | 378,000 | 378,000 |
| 2 | Anand Kumar Chow | Director | 0 | 0 | 0 | 297,000 | 297,000 |
| 3 | Pramod Kumar Bha | Independent Dir | 0 | 0 | 0 | 937,500 | 937,500 |
| 4 | NANDAN KUMAR C | Director | 0 | 0 | 0 | 3,789,000 | 3,789,000 |
| 5 | Vinod Kumar Wazir | Director | 0 | 0 | 0 | 108,000 | 108,000 |
| | Total | | 0 | 0 | 0 | 5,509,500 | 5,509,500 |

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

Ranjeet Pandey

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6087

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. ..

16

dated

19/09/2020

(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

NANDAN
KUMAR
GOILA

Digitally signed by
NANDAN KUMAR
GOILA
Date: 2020.12.29
18:48:38 +05'30'

DIN of the director

00025007

To be digitally signed by

ATREY
EE DAS

Digitally signed by
ATREYEE DAS
Date: 2020.12.29
18:49:16 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

36654

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_USHA.pdf
ShareHolding UIL 31032020.pdf
AGM Extension circular.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

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

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

U74210DL1935PLC007123

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT0066A

(ii) (a) Name of the company

USHA INTERNATIONAL LIMITED

(b) Registered office address

19,
KASTURBA GANDHI MARG
DELHI
Delhi
110001

(c) *e-mail ID of the company

manish_gupta2@ushainternat

(d) *Telephone number with STD code

1244583100

(e) Website

(iii) Date of Incorporation

08/11/1935

| (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

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/08/2019

(b) Due date of AGM 30/09/2019

(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, | 90.95 |

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

*No. of Companies for which information is to be given 4

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|-----------------------------|-----------------------|--|------------------|
| 1 | MAWANA FOODS PRIVATE LIM | U74899DL2006PTC144412 | Subsidiary | 66.26 |
| 2 | USHA HEIGHTS PRIVATE LIMIT | U70200DL2014PTC265529 | Subsidiary | 100 |
| 3 | Guangzhou Usha Internationa | | Subsidiary | 100 |
| 4 | GOLDILOCKS INDIA PRIVATE LI | U74999DL2015PTC283894 | 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 | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Total amount of equity shares (in Rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 70,000,000 | 48,463,552 | 48,463,552 | 48,463,552 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 700,000,000 | 484,635,520 | 484,635,520 | 484,635,520 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Preference Shares | | | | |
| Number of preference shares | 30,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 300,000,000 | 0 | 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 |
|------------------------------|------------------|----------------------|----------------------|---------------|
| Equity shares | | | | |
| At the beginning of the year | 47,983,715 | 479,837,150 | 479,837,150 | |

| | | | | |
|---|------------|-------------|-------------|-------------|
| Increase during the year | 479,837 | 4,798,370 | 4,798,370 | 265,202,000 |
| i. Public Issues | 0 | 0 | 0 | |
| ii. Rights issue | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 479,837 | 4,798,370 | 4,798,370 | 265,202,000 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 |
| x. Others, specify | 0 | 0 | 0 | |
| N.A | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | 0 | 0 | 0 | |
| N.A. | | | | |
| At the end of the year | 48,463,552 | 484,635,520 | 484,635,520 | |
| | | | | |
| Preference shares | | | | |
| At the beginning of the year | 27,000,000 | 270,000,000 | 270,000,000 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 |
| iii. Others, specify | 0 | 0 | 0 | |
| N.A. | | | | |
| Decrease during the year | 27,000,000 | 270,000,000 | 270,000,000 | 265,202,000 |
| i. Redemption of shares | 27,000,000 | 270,000,000 | 270,000,000 | 265,202,000 |

| | | | | |
|---------------------------------|---|---|---|---|
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | 0 | 0 | 0 | |
| N.A. | 0 | 0 | 0 | |
| At the end of the year | 0 | 0 | 0 | |

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

(iv) *Indebtedness including 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 |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 2,365,053,000 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 144,139,000 |
| Deposit | | | 0 |
| Total | | | 2,509,192,000 |

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 | 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

29,510,430,000

(ii) Net worth of the Company

1,573,359,520

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 | 19,220,011 | 39.66 | 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 Trust | 29,243,128 | 60.34 | 0 | |
| | Total | 48,463,139 | 100 | 0 | 0 |

Total number of shareholders (promoters)

4

(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 | 118 | 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) | 295 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 413 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

4

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

8

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

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 5 | 4 |
| Members (other than promoters) | 3 | 4 |
| 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 | 2 | 0 | 2 | 0 | 39.66 | 0 |
| B. Non-Promoter | 0 | 5 | 0 | 5 | 0 | 0 |
| (i) Non-Independent | 0 | 1 | 0 | 3 | 0 | 0 |
| (ii) Independent | 0 | 4 | 0 | 2 | 0 | 0 |
| C. Nominee Directors representing | 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 | 2 | 5 | 2 | 5 | 39.66 | 0 |

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) |
|-----------------------|------------|---------------------|--------------------------------|--|
| NANDAN KUMAR GOIL | 00025007 | Director | 0 | |
| Krishna Shriram | 00031783 | Whole-time director | 18,619,647 | |
| Chhaya Shriram | 00027813 | Whole-time director | 600,364 | |
| Pramod Kumar Bhalla | 00035955 | Director | 1 | |
| Anand Kumar Chowdhury | 00044601 | Director | 0 | |
| Anil Kumar Jain | 00027911 | Director | 0 | |
| Vinod Kr. Wazir | 01503448 | Director | 0 | |
| DINESH CHHABRA | ADQPC2622M | CEO | 0 | |
| Manish Gupta | AFMPG6388J | Company Secretary | 0 | |
| DINESH CHHABRA | ADQPC2622M | CFO | 0 | |

(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) |
|-----------------------|------------|--|---|--|
| DINESH CHHABRA | ADQPC2622M | CFO | 08/09/2018 | Appointment |
| NANDAN KUMAR GOIL | 00025007 | Director | 27/03/2019 | Change in designation |
| Anand Kumar Chowdhury | 00044601 | Director | 27/03/2019 | Change in designation |

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 | 08/09/2018 | 8 | 7 | 100 |

B. BOARD MEETINGS

*Number of meetings held

8

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 28/04/2018 | 7 | 7 | 100 |
| 2 | 29/06/2018 | 7 | 6 | 85.71 |
| 3 | 28/07/2018 | 7 | 7 | 100 |
| 4 | 08/09/2018 | 7 | 6 | 85.71 |
| 5 | 27/09/2018 | 7 | 7 | 100 |
| 6 | 17/11/2018 | 7 | 7 | 100 |
| 7 | 26/02/2019 | 7 | 7 | 100 |
| 8 | 27/03/2019 | 7 | 6 | 85.71 |

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 | 28/04/2018 | 4 | 4 | 100 |
| 2 | Audit Committee | 08/09/2018 | 4 | 3 | 75 |
| 3 | Audit Committee | 27/09/2018 | 4 | 4 | 100 |
| 4 | Audit Committee | 17/11/2018 | 4 | 4 | 100 |
| 5 | Audit Committee | 26/02/2019 | 4 | 4 | 100 |
| 6 | NRC Committee | 28/07/2018 | 4 | 4 | 100 |
| 7 | NRC Committee | 08/09/2018 | 4 | 3 | 75 |
| 8 | NRC Committee | 26/02/2019 | 4 | 4 | 100 |
| 9 | NRC Committee | 27/03/2019 | 4 | 4 | 100 |
| 10 | CSR Committee | 17/11/2018 | 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 | 30/08/2019 |
| | | | | | | | | (Y/N/NA) |
| 1 | NANDAN KUMAR | 8 | 7 | 87.5 | 9 | 7 | 77.78 | No |
| 2 | Krishna Shrivastava | 8 | 7 | 87.5 | 1 | 0 | 0 | No |
| 3 | Chhaya Shrivastava | 8 | 8 | 100 | 1 | 1 | 100 | Yes |
| 4 | Pramod Kumar | 8 | 8 | 100 | 5 | 5 | 100 | Yes |
| 5 | Anand Kumar | 8 | 8 | 100 | 9 | 9 | 100 | Yes |
| 6 | Anil Kumar Jaiswal | 8 | 8 | 100 | 10 | 10 | 100 | No |
| 7 | Vinod Kr. Wazir | 8 | 7 | 87.5 | 4 | 4 | 100 | No |

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 | Krishna Shriram | Whole Time Dire | 6,888,077 | 0 | 0 | 1,923,092 | 8,811,169 |
| 2 | Chhaya Shriram | Whole Time Dire | 4,530,527 | 0 | 0 | 1,081,034 | 5,611,561 |
| | Total | | 11,418,604 | 0 | 0 | 3,004,126 | 14,422,730 |

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

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|---------------|--------------|------------|-------------------------------|---------|-----------------|
| 1 | DINESH CHHABRA | CEO and CFO | 28,092,955 | 0 | 0 | 81,227 | 28,174,182 |
| 2 | Manish Gupta | Company Secre | 16,236,676 | 0 | 0 | 57,013 | 16,293,689 |
| | Total | | 44,329,631 | 0 | 0 | 138,240 | 44,467,871 |

Number of other directors whose remuneration details to be entered

5

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | NANDAN KUMAR C | DIRECTOR | 0 | 0 | 0 | 4,059,000 | 4,059,000 |
| 2 | Anand Kumar Chow | DIRECTOR | 0 | 0 | 0 | 486,000 | 486,000 |
| 3 | Anil Kumar Jain | Independent Dir | 0 | 0 | 0 | 567,000 | 567,000 |
| 4 | Vinod Kr. Wazir | DIRECTOR | 0 | 0 | 0 | 297,000 | 297,000 |
| 5 | Pramod Kumar Bha | Independent Dir | 0 | 0 | 0 | 378,000 | 378,000 |
| | Total | | 0 | 0 | 0 | 5,787,000 | 5,787,000 |

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

Ranjeet Pandey

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6087

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. ...

22

dated

11/06/2019

(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

NANDAN
KUMAR
GOILA
Digitally signed by
NANDAN KUMAR
GOILA
Date: 2019.09.23
08:34:08 +05'30'

DIN of the director

00025007

To be digitally signed by

MANISH GUPTA
Digitally signed by
MANISH GUPTA
Date: 2019.09.26
17:56:50 +0530

- ☒ 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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Shareholding Pattern.pdf
MGT-8 UIL 2018-19.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