

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) * e-mail ID of the company
- (d) * Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital Yes No
- (vi) * Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LTD.	1,024

(b) CIN of the Registrar and Transfer Agent

U67120MH1995PLC095302

Pre-fill

Name of the Registrar and Transfer Agent

COMPUTECH SHARECAP LIMITED

Registered office address of the Registrar and Transfer Agents

147 MAHATMA GANDHI ROAD,
FORT

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM to be held on 06th August 2024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	99.1

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TESCA TEXTILES & SEAT COMP +	U17290RJ2012PTC037666	Joint Venture	40.64
2	BANSWARA BRANDS PRIVATE +	U17299MH2022PTC389094	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	121,700,000	34,286,114	34,232,084	34,232,084
Total amount of equity shares (in Rupees)	608,500,000	171,430,570	171,160,420	171,160,420

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	121,700,000	34,286,114	34,232,084	34,232,084
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	608,500,000	171,430,570	171,160,420	171,160,420

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	800,000	0	0	0
Total amount of preference shares (in rupees)	80,000,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
3% REDEEMABLE PREFERENCE SHARES OF RS +				
Number of preference shares	500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	50,000,000	0	0	0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
3% REDEEMABLE CUMULATIVE PREFERENCE SHARES				
Number of preference shares	300,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	30,000,000	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	416,160	33,815,924	34232084	171,160,420	171,160,420	
Increase during the year	0	72,752	72752	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		72,752	72752			
Dematerialisation of Share						
Decrease during the year	72,752	0	72752	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	72,752	0	72752			
Dematerialisation of Share						
At the end of the year	343,408	33,888,676	34232084	171,160,420	171,160,420	
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

INE629D01020

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

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

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

12,642,092,735

(ii) Net worth of the Company

5,328,728,662

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	15,884,172	46.4	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)	2,727,838	7.97	0	
10.	Others	0	0	0	
	Total	18,612,010	54.37	0	0

Total number of shareholders (promoters)

13

(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	9,525,170	27.83	0	
	(ii) Non-resident Indian (NRI)	250,048	0.73	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	3,045,829	8.9	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,502,013	7.31	0	
10.	Others Investors Education and Pro + +	297,014	0.87	0	
	Total	15,620,074	45.64	0	0

Total number of shareholders (other than promoters)

15,134

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

15,147

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NOMURA SINGAPORE +	SENAPATI BAPAT MARG LOWER P/ +			153,516	0.44
ELARA INDIA OPPORT +	IT PARK NESCO COMPLEX WE HIGH +			374,669	1.1
COFIPALUX INVEST S +	KOTAK INFINITI, BLDG.NBLDG.NO.1 +			2,263,574	6.61
ACADIAN EMERGING +	DB HOUSE HAZARIMAL SOMANI M +			126,461	0.4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
INDIA MAX INVESTME	JPMORGAN CHASE BANK N.A., IND			127,000	0.35

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	13	13
Members (other than promoters)	11,734	15,134
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	3	0	3	0	23.94	0
B. Non-Promoter	9	0	0	10	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	9	0	0	10	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	12	0	3	10	23.94	0

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

15

(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)
RAKESH MEHRA	00467321	Whole-time director	12,122	
RAVINDRA KUMAR T	00106789	Managing Director	3,897,334	
SHALEEN TOSHNIWA	00246432	Whole-time director	4,281,490	
SHRI BHAGWAN AGA	00524452	Director	0	
PARDUMAN VISHWAN	00179074	Director	0	
JAGDEESH MAL MEH	00847311	Director	410	
KAMAL KISHORE KAC	00278897	Director	0	
VIJAY MEHTA	00057151	Director	0	
DEVENDRA PAL MAD	00003068	Director	1,000	
VIJAYKUMAR JAMNA	00108710	Director	0	
VAIJAYANTI AJIT PAN	06742237	Director	0	
DAVID VLERICK	07679476	Director	0	
NARENDRA KUMAR A	00236658	Director	0	
KAVITA GOVIND GAN	AACPG5818J	CFO	0	
HANUMAN PRASAD K	BCPPK2156P	Company Secretar	0	

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

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
NARENDRA KUMAR	00236658	Director	29/01/2024	Appointment
PARDUMAN VISHW	00179074	Director	31/03/2024	Cessation
SHRI BHAGWAN A	00524452	Director	31/03/2024	Cessation
KAMAL KISHORE K	00278897	Director	31/03/2024	Cessation
VIJAY MEHTA	00057151	Director	31/03/2024	Cessation
DEVENDRA PAL M	00003068	Director	31/03/2024	Cessation
VIJAYKUMAR JAM	00108710	Director	31/03/2024	Cessation
KAVITA GOVIND G	AACPG5818J	CFO	15/05/2023	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 MEETI	05/08/2023	13,025	47	51.04

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	15/05/2023	12	12	100
2	06/08/2023	12	11	91.67
3	06/11/2023	12	10	83.33
4	29/01/2024	12	11	91.67

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 COMM	15/05/2023	5	5	100
2	AUDIT COMM	06/08/2023	5	5	100
3	AUDIT COMM	06/11/2023	5	5	100
4	AUDIT COMM	29/01/2024	5	5	100
5	NOMINATION	15/05/2023	3	3	100
6	NOMINATION	29/01/2024	3	3	100
7	CORPORATE	15/05/2023	4	4	100
8	CORPORATE	29/01/2024	4	4	100
9	STAKEHOLDER	15/05/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	RAKESH MEH	4	4	100	0	0	0	
2	RAVINDRA KI	4	4	100	4	4	100	
3	SHALEEN TO	4	4	100	2	2	100	
4	SHRI BHAGW	4	4	100	6	6	100	
5	PARDUMAN V	4	4	100	7	7	100	
6	JAGDEESH M	4	4	100	4	4	100	
7	KAMAL KISHO	4	4	100	5	5	100	
8	VIJAY MEHTA	4	4	100	3	3	100	
9	DEVENDRA F	4	4	100	2	2	100	
10	VIJAYKUMAR	4	2	50	0	0	0	
11	VAIJAYANTI A	4	4	100	4	4	100	

12	DAVID VLERI	4	2	50	0	0	0	
13	NARENDRA K	0	0	0	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAKESH MEHRA	WHOLE TIME D +	27,274,650	0	0	0	27,274,650
2	RAVINDRA KUMAR	MANAGING DIR +	16,697,602	0	0	0	16,697,602
3	SHALEEN TOSHNI	WHOLE TIME D +	15,436,247	0	0	0	15,436,247
	Total		59,408,499	0	0	0	59,408,499

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	KAVITA GOVIND G	CFO +	7,718,539	0	0	0	7,718,539
2	HANUMAN PRASA	COMPANY SEC +	1,520,859	0	0	0	1,520,859
	Total		9,239,398	0	0	0	9,239,398

Number of other directors whose remuneration details to be entered

0

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

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

SUNITA AGARWAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

10097

I/We certify that:

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

Declaration

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

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

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

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