

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

U24100RJ2017PLC058778

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAGCV0492E

(ii) (a) Name of the company

VELNIK INDIA LIMITED

(b) Registered office address

E-10, KRISHI MANDI,
SOJAT CITY,
SOJAT
Pali
Rajasthan
326104

(c) *e-mail ID of the company

sg@velnik.com

(d) *Telephone number with STD code

07316669000

(e) Website

www.velnik.com

(iii) Date of Incorporation

11/08/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

(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

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	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	87.32
2	G	Trade	G1	Wholesale Trading	12.68

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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	1,500,000	102,389	102,389	102,389
Total amount of equity shares (in Rupees)	15,000,000	1,023,890	1,023,890	1,023,890

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARE				

Number of equity shares	1,500,000	102,389	102,389	102,389
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	15,000,000	1,023,890	1,023,890	1,023,890

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	350,000	340,000	340,000	340,000
Total amount of preference shares (in rupees)	35,000,000	34,000,000	34,000,000	34,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
NON-CONVERTIBLE REDEEMABLE PREFERENC				
Number of preference shares	350,000	340,000	340,000	340,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	35,000,000	34,000,000	34,000,000	34,000,000

(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	100,600	0	100600	1,006,000	1,006,000	
Increase during the year	1,789	0	1789	17,890	17,890	114,879,110
i. Public Issues	0	0	0	0	0	
ii. Rights issue	599	0	599	5,990	5,990	44,919,010
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	1,190	0	1190	11,900	11,900	69,960,100
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	
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				0	0	
0						
At the end of the year	102,389	0	102389	1,023,890	1,023,890	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	340,000	0	340000	34,000,000	34,000,000	66,000,000
i. Issues of shares	340,000	0	340000	34,000,000	34,000,000	66,000,000
ii. Re-issue of forfeited shares	0	0	0	0	0	
iii. Others, specify				0	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	
0						
At the end of the year	340,000	0	340000	34,000,000	34,000,000	

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

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

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

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

2,961,930,000

(ii) Net worth of the Company

361,150,000

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	101,199	98.84	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	101,199	98.84	0	0

Total number of shareholders (promoters)

2

(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	425	0.42	140,000	41.18
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	765	0.75	200,000	58.82
10.	Others	0	0	0	0

	Total	1,190	1.17	340,000	100
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Total number of shareholders (other than promoters)

3

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

5

**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	2	2
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	22.87	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	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	0
Total	2	0	2	0	22.87	0

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

2

(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)
SUKHDEV GEHLOT	06456150	Director	50,899	
MANJU DEVI GEHLOT	07811873	Director	50,300	

(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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	13/04/2021	2	2	100
Extra Ordinary General Mee	20/04/2021	2	2	100
Extra Ordinary General Mee	07/03/2022	5	5	100
Annual General Meeting	30/11/2021	5	5	100

B. BOARD MEETINGS

*Number of meetings held

31

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2021	2	2	100
2	15/04/2021	2	2	100
3	20/04/2021	2	2	100
4	22/04/2021	2	2	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	27/05/2021	2	2	100
6	08/06/2021	2	2	100
7	09/07/2021	2	2	100
8	02/08/2021	2	2	100
9	07/09/2021	2	2	100
10	11/11/2021	2	2	100
11	12/11/2021	2	2	100
12	29/11/2021	2	2	100

C. COMMITTEE MEETINGS

Number of meetings held

0

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					

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	SUKHDEV GE	31	31	100	0	0	0	Yes
2	MANJU DEVI	31	31	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

0

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

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

0

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

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	Sukhdev Gehlot	Director	6,000,000	0	0	0	6,000,000
2	Manju Devi Gehlot	Director	1,200,000	0	0	0	1,200,000
	Total		7,200,000	0	0	0	7,200,000

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

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
 (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
 (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

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 Digitally signed by Sukhde Gehlot Date: 2023.01.24 14:25:56 +05'30'

DIN of the director

To be digitally signed by Digitally signed by SURABHI AGRAWAL Date: 2023.01.25 15:42:45 +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 Attachement(s), if any

List of attachments

ListofShareholder.pdf
Particulars_of_Board_meetings.pdf
MGT-8_Velnic.pdf
UDIN.pdf

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

No. of Board Meetings held during the Financial year ended 31.03.2022

S.No.	Date of Meeting	Total Numbers of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07-04-2021	2	2	100
2	15-04-2021	2	2	100
3	20-04-2021	2	2	100
4	22-04-2021	2	2	100
5	27-05-2021	2	2	100
6	08-06-2021	2	2	100
7	09-07-2021	2	2	100
8	02-08-2021	2	2	100
9	07-09-2021	2	2	100
10	11-11-2021	2	2	100
11	12-11-2021	2	2	100
12	29-11-2021	2	2	100
13	30-11-2021	2	2	100
14	18-12-2021	2	2	100
15	24-12-2021	2	2	100
16	27-12-2021	2	2	100
17	15-01-2022	2	2	100
18	30-01-2022	2	2	100
19	21-02-2022	2	2	100
20	04-03-2022	2	2	100
21	05-03-2022	2	2	100
22	07-03-2022	2	2	100
23	10-03-2022	2	2	100
24	11-03-2022	2	2	100
25	12-03-2022	2	2	100
26	15-03-2022	2	2	100
27	17-03-2022	2	2	100
28	19-03-2022	2	2	100
29	21-03-2022	2	2	100
30	23-03-2022	2	2	100
31	26-03-2022	2	2	100



COSMETIC | AYURVEDA | HYGIENE

Velnik India Limited (Formerly known as Velnik India Private Limited)

Registered Office: E-10, Krishi Mandi, Sojat City, Sojat, District-Pali, PIN-306104, Rajasthan

Plant Unit-I: Khasra Nos. 262, 269, 270, 271, 272, 273, 274, 275 & 276/1, 290, 291/1 & 291/4, Kalab Kalan Road, Dholi Magri Choraha, Kalakot, Tehsil-Raipur, District-Pali, PIN-306304, Rajasthan

Plant Unit-II: Khasra No. 1996, Sojat Chak No. 2, Bera Jalra, Sojat Road Marg, Mod Bhatta, Sojat City, District-Pali, PIN-306104, Rajasthan

Marketing Office: 516-517, Bijalpur, Near Datt Cold Storage, Mundi Road, Indore, District-Indore, PIN-452012, Madhya Pradesh

Corporate Office: S-1 & S-2, Takshashila Parisar, A B Road, Near Rajendra Nagar Police Station, Indore, District-Indore, PIN-452012, Madhya Pradesh

Bangalore Office: 222, Kaveri Complex, J.B Kaval, Survey No. 1, Rajiv Gandhi Nagar, Nandini Layout, Bengaluru Urban, PIN-560096, Karnataka

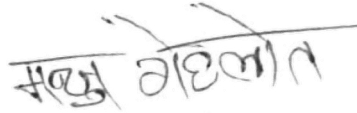
Contact No. : 0731-6669000 | E-mail : india@velnik.com | Website : www.velnik.com

LIST OF EQUITY SHAREHOLDER AS ON 31ST MARCH 2022

S.No.	First Name	Middle Name	Last Name	Folio No.	No. of Shares Held
1.	Mr. Sukhdev		Gehlot	1	50899
2.	Mrs. Manju	Devi	Gehlot	2	50300
3.	Saroj Tradecom Private Limited			3	340
4.	Mrs Gudia		Singhania	4	425
5.	Aariket BPS Enterprises Private Limited			5	425
Total					102389



Sukhdev Gehlot
Managing Director
DIN: 06456150



Manju Devi Gehlot
Director
DIN: 07811873

COSMETIC | AYURVEDA | HYGIENE

Velnik India Limited (Formerly known as Velnik India Private Limited)

Registered Office: E-10, Krishi Mandi, Sojat City, Sojat, District-Pali, PIN-306104, Rajasthan

Plant Unit-I: Khasra Nos. 262, 269, 270, 271, 272, 273, 274, 275 & 276/1, 290, 291/1 & 291/4, Kalab Kalan Road, Dholi Magri Choraha, Kalakot, Tehsil-Raipur, District-Pali, PIN-306304, Rajasthan

Plant Unit-II: Khasra No. 1996, Sojat Chak No. 2, Bera Jalra, Sojat Road Marg, Mod Bhatta, Sojat City, District-Pali, PIN-306104, Rajasthan

Marketing Office: 516-517, Bijalpur, Near Datt Cold Storage, Mundi Road, Indore, District-Indore, PIN-452012, Madhya Pradesh

Corporate Office: S-1 & S-2, Takshashila Parisar, A B Road, Near Rajendra Nagar Police Station, Indore, District-Indore, PIN-452012, Madhya Pradesh

Bangalore Office: 222, Kaveri Complex, J.B Kaval, Survey No. 1, Rajiv Gandhi Nagar, Nandini Layout, Bengaluru Urban, PIN-560096, Karnataka

Contact No. : 0731-6669000 | E-mail : india@velnik.com | Website : www.velnik.com

LIST OF PREFERENCE SHAREHOLDER AS ON 31ST MARCH 2022

S.No.	First Name	Middle Name	Last Name	Folio No.	No. of Shares Held
1.	Saroj Tradecom Private Limited			P01	2,00,000
2.	Mr. Shyam	Sundar	Gulati	P02	30,000
3.	Anju		Manchanda	P03	1,10,000
Total					3,40,000



Sukhdev Gehlot
Managing Director
DIN: 06456150



Manju Devi Gehlot
Director
DIN: 07811873



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of VELNIK INDIA LIMITED (previously known as Velnik India Private Limited), having CIN: U24100RJ2017PLC058778, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on March 31, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with the provisions of the Act & Rules made there under, in respect of:

1. Its status under the Act.

1.1 During the year under review the Company is having a status of a Private Limited Company, having CIN - U24100RJ2017PTC058778, and incorporated under the provisions of the Companies Act, 2013;

After the closure of financial year ended 31st March, 2022, the company started the process of conversion of its status into a Public company. The process of conversion was completed and the company attained the "Public Company" as on July 14th, 2022.

2. maintenance of registers and records & making entries therein within the time prescribed therefore;

2.1 The Company has maintained all required Registers and records as provided under the Companies Act, 2013;

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, and Central Government, the Tribunal, Court or other authorities within / beyond the prescribed time.

3.1 During the financial year, no instances were required to file Forms to the Central Government, Regional Director, the Tribunal and Court. The Company has filed required forms with ROC and certain e-forms have been filed with the additional fees with the Registrar of Companies;





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4. **calling, convening and holding meetings of Board of Directors and its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circulation resolutions have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed;**

4.1 The Company has called, convened and hold meetings of Board of Directors and its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed as provided under the Companies Act, 2013.

5. **closure of register of members/Security holders, as the case may be**

5.1 During the year under review the company is not required to closure of register of members/Security holders

6. **advances/loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act;**

6.1 In accordance to the management representation given to us, as per section 185 of the Companies Act, 2013, no loan has been given, investments made guarantee and security has been given attracting the provisions of section 185 and 186 of the Act except for Rs 21.59 million, in respect of guarantee provided for Subsidiary, Sojat Henna Private Limited (*subsidiary during the period 07/08/2021 to 30/03/2022*). The Prior approval of bank and Financial Institution not on record.

7. **contracts/arrangements with related parties as specified in section 188 of the Act;**

7.1 Contracts /arrangements with related parties as explained by the management were in the ordinary course of business and on the Arm's length basis as specified in the provision of the section 188 of the Companies Act, 2013

7.2 Further, the company has entered in to the certain Related party transactions in excess to the limits prescribed under section 188 of the Act, though were in the ordinary course of business and on the Arm's length basis, these transactions were made after the prior approvals of Board of Director and Members of the company in their respective duly held meetings.





8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/ conversion of shares/securities and issue of security certificates in all instances;

8.1 During the year following allotments were made by the company:

- a) During the period under review Company has made allotment of following on **right basis** to existing shareholder:

Sr. No	Date of Allotment	No. of Shares (Equity)	Face Value (in Rs.)	Premium (in Rs.)
01	04.03.2022	267	10.00	74,990.00
02	12.03.2022	34	10.00	74,990.00
03	17.03.2022	32	10.00	74,990.00
04	23.03.2022	133	10.00	74,990.00
05	26.03.2022	133	10.00	74,990.00

- b) During the period under review Company has made allotment of following on **preferential basis**:

S. No.	Date of Allotment	No of Shares	Type of Securities	Face Value (in Rs.)	Premium (in Rs.)
01	22.04.2021	340	Equity	10.00	58,790.00
02	22.04.2021	2,00,000	Preference	100.00	50.00
03	09.07.2021	850	Equity	10.00	58,790.00
04	11.03.2022	86,200	Preference	100.00	400.00
05	15.03.2022	43,800	Preference	100.00	400.00
06	19.03.2022	10,000	Preference	100.00	400.00

8.2 Further there were no instances of transfer, buy back of securities or redemption of preference shares or debentures/alteration or reduction of share capital or conversion of shares or securities.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

9.1 There were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares.





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10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act ;

10.1 The Company has not declared dividend and no amount was required to transfer unpaid/unclaimed dividend /other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Companies Act, 2013.

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof ;

11.1 The audited financial statement for the year ended 31st March, 2022 was signed as per the provisions of section 134 of the Companies Act, 2013. The report of Board of Directors for the year ended 31st March, 2022 was prepared and signed as per provisions of Section 134 of Companies Act, 2013;

12. constitution/ appointment /re-appointments/ retirement/ filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them ;

12.1 During the year there was no change in constitution/ appointment /re-appointments/ retirement/ filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

13.1 During the year under review, there are no instances of the casual vacancies of the Auditor and the re-appointment of auditors is made as per the provisions of section 139 of the Companies Act, 2013;

13.2 After the closure of the financial year ended March 31, 2022, M/s Bohra Chhajer & Associates (Firm Registration No. 002099C) Chartered Accountants, who were appointed by the Members of the in the Annual General meeting held on September 26th, 2018 for a term of five years as statutory Auditor of the Company resigned on April 28, 2022 causing casual vacancy in the office of Statutory Auditor. The casual vacancy was filled by members in Extraordinary General Meeting held on June 15th, 2022 by appointment of M/s R.T JAIN & CO. LLP (Firm Registration No. 103961W)





Chartered Accountants, Mumbai. M/s R.T JAIN & CO. LLP (Firm Registration No. 103961W) Chartered Accountants resigned as statutory auditor on August 04, 2022.

13.3 Further, M/s S.L. CHHAJED & CO. LLP (Firm Registration No. 000709C/C400277) Chartered Accountants, Bhopal were appointed as Statutory Auditor of the Company to fill the casual vacancy caused by resignation of M/s R.T JAIN & CO. LLP (Firm Registration No. 103961W).

M/s S.L. CHHAJED & CO. LLP (Firm Registration No. 000709C/C400277) Chartered Accountants, Bhopal were re-appointed as the statutory Auditor of the Company for a term of 05 years by the members in the Annual General Meeting held on September 30, 2022.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

14.1 There were no such instances/ transactions where the approval is required from the Central Government, Regional Director, Registrar, or such other authorities under the various provisions of the Act during the financial year except Velnik India Limited had executed Manufacturing and Supply Agreement with Millennium Baby Cares Private Limited for Diapers. Due to breach of the terms and conditions of the Agreement by Millennium Baby Cares Private Limited, Velnik India Limited has terminated the Agreement. Basis on such breach of the Agreement, Velnik India Limited filed a claim against Millennium Baby Care Private Limited before the Arbitral Tribunal, Indore and for the same Millennium Baby Care Private Limited has submitted its Counter Claim. The matter is pending under arbitration.

Further, Millennium Baby Cares Private Limited has filed a Demand of Rs. 6,72,83,133/- before National Company Law Tribunal, Jaipur Bench against Velnik India Limited. The liability of Rs. 2,12,80,232/- is already recorded in the books as sundry creditors,.

The matter has reached to the settlement as on December 07, 2022 and a joint application has been filed to the Tribunal by both the parties to record the settlement.

15. acceptance/renewal/repayment of deposits ;

15.1 Pursuant to the provisions of Section 73 of the Act, the Company has not invited, renewed or accepted any deposits during the financial year





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16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable;

16.1 The Company has made borrowings from public financial institutions and banks and has created, modified and satisfied the charge in that respect, wherever applicable; The Company created, Modification and satisfaction of the Charge and accordingly the e Form CHG-1 and CHG-4 was filed within prescribed except certain eforms were filed with additional fees.

16.2 The Company has availed loan under multiple banking arrangements which include three banks i.e ICICI Bank, Axis Bank & HDFC Bank. The credit facilities availed from ICICI Bank is Rs.373.9 million, Axis Bank Rs.314.4 million and from HDFC Bank Rs.260.0 million.

16.3 Further, the company has taken and repaid the loan from/to directors. The details are:

loan taken from directors	(in Rs.)	Loan repaid to directors	(in Rs.)
Sukhdev Gehlot	43.18 million	Sukhdev Gehlot	33.85 million
Manju Devi Gehlot	0.75 million	Manju Devi Gehlot	0.24 million

16.4 The company has not taken loan from its members except from Mr. Sukhdev Gehlot and Ms. Manju Devi Gehlot who are also the directors of the Company.

16.5 Further, as per the information provided to us by the management, as on March 31, 2022 the Company has outstanding unsecured loans amounting Rs. 59.78 Millions from related party.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

17.1 The Company has made loans and investments or given guarantees or providing of securities to other bodies corporate within the prescribed limit as defined in Section 186 of Companies Act, 2013.

During the year the company has made investment (of 5,100 shares) in its subsidiary company Sojat Henna Private Limited (subsidiary during the period from August 07, 2021 till March 30, 2022).

As per the representation made by the management, the Company has provided guarantee in respect of Subsidiary Sojat Henna Private Limited, for amount of Rs. 21.59





Million attracting the provisions of section 186 of the Act. The Prior approval of bank and Financial Institution not on record.

18. alteration of the provisions of the memorandum and/or articles of association of the company ;

18.1 During the period under review, the Company has amended Memorandum of Association by altering the object clause and Capital Clause by reclassifying its Authorized Share Capital in the following manner;

1) On 13th April, 2021, the Company has reclassified the Authorized Share Capital from INR 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs.10 each to INR. 4, 95, 00,000/- (Rupees Four Crore and Ninety-Five Lakh Only) divided into 49, 50,000 (Forty-Nine Lakh and Fifty Thousand) Equity Shares of INR.10/- each and INR.5,00,000 (Rupees Five Lakh Only) divided into 50,000 (Five Thousand) Preference Shares of INR.10/-


2) Further, on 20th April 2021 Company has reclassified its Authorized Share Capital from INR 5 00,00,000/- (Rupees Five Crore Only) divided into 49,50,000 (Fifty Lakh) Equity Shares of Rs.10/- each and 50,000 Preference Shares of INR 10/- each to INR. 1,50,00,000/- (Rupees One Crore and Fifty Lakh Only) divided into 15,00,000 (Fifteen lakhs) Equity Shares of INR.10/- each and INR.3,50,00,000 (Rupees Three Crore and Fifty Lakh Only) divided into 3,50,000 (Three Lakh Fifty Thousand) Preference Shares of INR.100/- each.

3) Further, in a duly held Extra-Ordinary General Meeting on March 07, 2022 the company has altered the object clause by Addition of sub clause (4) and (5) after sub clause (3) of clause 3(A) of the Memorandum of Association of Company.

Place : Indore

Date: December 10,2022

UDIN : A056574D002679766


Surabhi Agrawal
Practicing Company Secretary
M. No. A56574 C.P. No. 23696
Peer Review No.-1999/2022



Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s)


Surabhi Agrawal
Company Secretary
ACS 56574
CP No. 23698

UDIN GENERATED SUCCESSFULLY

Membership Number	A56574
UDIN Number	A056574D003040788
Name of the Company	VELNIK INDIA LIMITED
CIN Number	U24100RJ2017PLC058778
Financial Year	2022-23
Document Type(Certificates)	Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013
Document Description	Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013
Date of signing documents	24/01/2023
