

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]



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, NA
SOJAT
Pali
Rajasthan
306104

(c) *e-mail ID of the company

sg@velnik.com

(d) *Telephone number with STD code

07316669064

(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
	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

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD
SAKINAKA

(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	90.53
2	G	Trade	G1	Wholesale Trading	9.47

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				

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	41,500,000	33,351,402	33,351,402	33,351,402
Total amount of equity shares (in Rupees)	415,000,000	333,514,020	333,514,020	333,514,020

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	41,500,000	33,351,402	33,351,402	33,351,402
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	415,000,000	333,514,020	333,514,020	333,514,020

(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 CUMMULATIVE				
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	102,389	0	102389	1,023,890	1,023,890	
Increase during the year	33,249,013	0	33249013	660,565,080	660,565,080	533,922,632
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	33,240,600	0	33240600	332,406,000	332,406,000	0

iv. Private Placement/ Preferential allotment	8,413	0	8413	84,130	84,130	266,961,316
v. ESOPs	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	
x. Others, specify				328,074,950	328,074,950	266,961,316
Dematerialization of Physical Shares						
Decrease during the year	0	0	0	328,074,950	328,074,950	266,961,316
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify				328,074,950	328,074,950	266,961,316
Dematerialization of Physical Shares						
At the end of the year	33,351,402	0	33351402	333,514,020	333,514,020	
Preference shares						
At the beginning of the year	340,000	0	340000	34,000,000	34,000,000	
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	
NA						
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	
NA						
At the end of the year	340,000	0	340000	34,000,000	34,000,000	

ISIN of the equity shares of the company

INE0MK801014

(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		30/09/2022	
Date of registration of transfer (Date Month Year)		20/05/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	2,520	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		07	
Transferor's Name	Mehta	Lavjibhai	Paresh
	Surname	middle name	first name

Ledger Folio of Transferee		19	
Transferee's Name	Kakrecha	Mohanlal	Ketan
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	20/05/2022
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	2,205	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	07
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Transferor's Name	Mehta	Lavjibhai	Paresh
	Surname	middle name	first name

Ledger Folio of Transferee	21
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Transferee's Name	Mehta	Mehulbhai	Mamta
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	30/06/2022
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	110	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	02
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Transferor's Name	Gehlot	Devi	Manju
	Surname	middle name	first name

Ledger Folio of Transferee		22	
Transferee's Name			Saroj Bhagwati LLP
	Surname	middle name	first name

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

3,489,850,000

(ii) Net worth of the Company

755,170,000

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	30,427,789	91.23	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 NA	0	0	0	0
	Total	30,427,789	91.23	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	2,321,613	6.96	140,000	41.18
	(ii) Non-resident Indian (NRI)	182,105	0.55	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)	419,895	1.26	200,000	58.82
10.	Others NA	0	0	0	0

	Total	2,923,613	8.77	340,000	100
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Total number of shareholders (other than promoters)

20

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

22

**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	20
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	90.31	0
B. Non-Promoter	0	0	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	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	0	2	2	90.31	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)
SUKHDEV GEHLOT	06456150	Managing Director	15,320,599	
MANJU DEVI GEHLOT	07811873	Director	15,107,190	
ROHIT KHANDELWAL	07038360	Director	0	
DINESH CHAND JAIN	07576030	Director	0	

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

10

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)
ROHIT KHANDELWAL	07038360	Director	04/07/2022	Appointment
DINESH CHAND JAIN	07576030	Director	01/08/2022	Appointment
SUDHIR TANEJA	09696638	Director	05/08/2022	Appointment
GAGAN GARG	09685733	Additional director	26/07/2022	Appointment
GAGAN GARG	09685733	Additional director	27/07/2022	Cessation
SUDHIR TANEJA	09696638	Director	31/12/2022	Cessation
PAVAN KUMAR PURO	ANGPP2489P	CFO	28/07/2022	Appointment
PUPINDER SINGH	DGHPS8218A	Company Secretar	26/07/2022	Appointment
PAVAN KUMAR PURO	ANGPP2489P	CFO	18/03/2023	Cessation
PUPINDER SINGH	DGHPS8218A	Company Secretar	02/12/2022	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

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	16/04/2022	5	5	100
Extra Ordinary General Meeting	15/06/2022	21	5	92.3
Extra Ordinary General Meeting	07/07/2022	22	6	92.41
Extra Ordinary General Meeting	25/03/2023	22	6	92.41
Annual General Meeting	30/09/2022	22	6	92.41

B. BOARD MEETINGS

*Number of meetings held

24

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/04/2022	2	2	100
2	20/04/2022	2	2	100
3	30/04/2022	2	2	100
4	20/05/2022	2	2	100
5	10/06/2022	2	2	100
6	20/06/2022	2	2	100
7	30/06/2022	2	2	100
8	04/07/2022	2	2	100
9	26/07/2022	3	3	100
10	28/07/2022	3	3	100
11	01/08/2022	3	3	100
12	05/08/2022	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

7

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	12/08/2022	3	3	100
2	Audit Committee	03/09/2022	3	3	100
3	Nomination and	12/08/2022	3	3	100
4	Nomination and	03/09/2022	3	2	66.67
5	Corporate Soc	12/08/2022	3	3	100
6	Internal Compl	29/03/2023	3	3	100
7	Independent D	29/03/2023	2	2	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	25/09/2023
								(Y/N/NA)
1	SUKHDEV GEHLO	24	24	100	3	3	100	Yes
2	MANJU DEVI GEHLO	24	24	100	1	1	100	Yes
3	ROHIT KHANDELWAL	16	16	100	7	7	100	Yes
4	DINESH CHAUDHARI	13	13	100	5	5	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	SUKHDEV GEHLO	MANAGING DIRECTOR	21,600,000	0	0	0	21,600,000
2	MANJU DEVI GEHLO	EXECUTIVE DIRECTOR	8,400,000	0	0	0	8,400,000
	Total		30,000,000	0	0	0	30,000,000

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
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PAVAN KUMAR PL	CFO	1,493,714	0	0	0	1,493,714
2	PUPINDER SINGH	CS	164,550	0	0	0	164,550
	Total		1,658,264	0	0	0	1,658,264

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

Surabhi Agrawal

Whether associate or fellow

Associate Fellow

Certificate of practice number

23696

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

Sukhdev Gehlot
v Gehlot
Digitally signed by
Sukhdev Gehlot
Date: 2023.11.22
11:36:37 +05'30'

DIN of the director

06456150

To be digitally signed by

CHIRAG DESLA
Digitally signed by
CHIRAG DESLA
Date: 2023.11.22
11:36:37 +05'30'

Company Secretary

Company secretary in practice

Membership number

68513

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_Velnik_2022-23.pdf
LIST OF SHAREHOLDERS.pdf
LIST OF BOARD MEETINGS.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

LIST OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2022-23

Sr. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/04/2022	2	2	100
2	20/04/2022	2	2	100
3	30/04/2022	2	2	100
4	20/05/2022	2	2	100
5	10/06/2022	2	2	100
6	20/06/2022	2	2	100
7	30/06/2022	2	2	100
8	04/07/2022	2	2	100
9	26/07/2022	3	3	100
10	28/07/2022	3	3	100
11	01/08/2022	3	3	100
12	05/08/2022	4	4	100
13	12/08/2022	5	5	100
14	03/09/2022	5	4	80
15	15/09/2022	5	4	80
16	01/11/2022	5	4	80
17	10/11/2022	5	4	80
18	12/11/2022	5	4	80
19	02/12/2022	5	4	80
20	22/12/2022	5	4	80
21	31/12/2022	4	4	100
22	20/01/2023	4	4	100
23	18/03/2023	4	4	100
24	29/03/2023	4	4	100

For Velnik India Limited



Sukhdev Gehlot

Director

DIN: 06456150



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 SHAREHOLDERS AS OF MARCH 31, 2023				
Sr. No.	Name of Shareholder	Face Value of Shares	No. of Shares Held	% of Shares Held
1	Mr. Sukhdev Gehlot	10	15,320,599	45.94
2	Mrs. Manju Devi Gehlot	10	15,107,190	45.30
3	Mrs. Nodrat Shabbir Ismail Hadiawala	10	151,704	0.45
4	Mrs. Priyanka Oberoi	10	151,704	0.45
5	Mr. Chirag Jitendra Parekh	10	94,815	0.28
6	Safal Netcards Private Limited	10	96,320	0.29
7	Mr. Jaggaraju Satyavenkata Gurajapu	10	18,963	0.06
8	Mr. Kamal Prakash Bhai Kotak	10	30,401	0.09
9	Mr. Rashmi Nimesh Joshi	10	75,852	0.23
10	Mr. Dhruvil Nimesh Joshi	10	75,852	0.23
11	Mr. Vicky Vinodbhai Datraniya	10	21,672	0.06
12	Mr. Jitendra Rasiklal Sanghavi	10	71,337	0.21
13	Aries Advisory Services Private Limited	10	60,200	0.18
14	Mrs. Gudia Singhania	10	127,925	0.38
15	Aariket Bps Enterprises Pvt Ltd.	10	127,925	0.38
16	Mr. Ketan Rajeshbhai Poojara	10	80,367	0.24
17	Mr. Priyanki Pareshkumar Desai	10	24,381	0.07
18	Shah Biren Vinodchandra HUF	10	48,160	0.14
19	Mr. Mehta Mamta Mehulbhai	10	663,705	1.99
20	Saroj Bhagwati LLP	10	33,110	0.10

21	Mr. Ketan Mohanlal Kakrecha	10	866,880	2.60
22	Saroj Tradecom Private Limited	10	102,340	0.31
	Total		33,351,402	100

LIST OF PREFERENCE SHAREHOLDERS AS OF MARCH 31, 2023

Sr. No.	Name of Shareholder	Face Value of Shares	No. of Shares Held	% of Shares Held
1	Saroj Tradecom Private Limited	100	200,000	58.82
2	Mr. Shyam Sundar Gulati	100	30,000	8.82
3	Mrs. Anju Manchanda	100	110,000	32.35
	Total		340,000	100

For Velnik India Limited



Sukhdev Gehlot

Director

DIN: 06456150



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



SURABHI AGRAWAL & ASSOCIATES

PRACTICING COMPANY SECRETARY

✉ pcs.surabhiagrawal@gmail.com

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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, 2023. 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 Public Limited Company incorporated under the provisions of the Companies Act, 2013;

The company has made conversion from private limited to public limited after the approval of requisite authority with effect from July 14, 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, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time.

3.1 During the financial year, the Company has filed required forms with ROC, Additionally, certain forms were filed with the payment of additional fees.

3.2 During the financial year, the company has filed required e-form INC-28 for order passed by National Company Law Appellate Tribunal (NCLAT) in the matter IA No.4756 of 2022 in Company Appeal (AT) (Insolvency) No. 1399 of 2022-[Sukhdev Gehlot, Director Velnik India Private Limited Versus M/s Millennium Babycare Private Limited & Anr.] - Company



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appeals filed U/s 61 of the Insolvency and Bankruptcy Code, 2016, dated 22/11/2022 and 13/12/2022.

3.3 No instances where required to file Forms to the Central Government, Regional Director, the Tribunal, Court and;

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 maintained minutes of the meeting 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 According to the information and explanations given and clarifications made by the management, the company has not granted any loans, secured or unsecured, to the director of the Company, which in our opinion satisfactory to the compliance with the provisions of Section 185 of the Act.

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 that these 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.

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;

During the period under review Company has issued bonus shares:

On April 30, 2022 the company has made allotment of 8,413 Equity Shares of Rs.10 each with premium of Rs. 31,732.00 aggregating to Rs. 26,70,45,446.00 on a private placement basis. With this allotment, the total issued and paid-up capital of the Company has increased to Rs. 35,108,020/- comprising of 110,802 Equity shares of Rs 10/- each and 340,000 Preference Shares of Rs 100/- each.

On June 30, 2022, company has given a bonus in ratio of 300:1 (Three Hundred Equity Shares for every One Equity Share). The Company has issued 3,32,40,600 as Bonus shares



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of face value of Rs 10/- each to its existing Equity Shareholders. with this allotment, the total issued and paid-up capital of the Company has increased to Rs. 3,67,514,020/- comprising of 3,33,51,402 Equity shares of Rs 10/- each and 340,000 Preference Shares of Rs 100/- each.

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.

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, 2023 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, 2023 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. **Except** the changes in the composition of the Board of Directors and remuneration paid to them that took place during the period under review were carried out in compliance with the provisions of the Act.

12.2 (a) Further, Mr. Rohit Khandelwal (DIN: 07038360) was appointed as Independent Director in duly held Board Meeting conducted as on date July 04,2022 and the same was confirmed by the Member in the Extra-Ordinary Meeting held on July 07,2022.

(b) Mr. Gagan Garg (DIN: 09685733) was appointed as an Independent Director in duly held Board Meeting conducted as on date July 26,2022 and he was resigned from the post of Independent Director with effect from July 27,2022.



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(c) Mr. Dinesh Chand Jain (DIN: 07576030) was appointed as an Independent Director in duly held Board Meeting conducted as on date August 01,2022 and the same was confirmed by the Members in the Annual General Meeting held on September 30,2022

(d) Mr. Sudhir Taneja (DIN: 09696638) was appointed as a non-executive additional Director in duly held Board Meeting conducted as on date August 05,2022 and the same was confirmed by the Members in the Annual General Meeting held on September 30,2022, and he resigned from the office with effect from December 31,2022.

(e) Mr. Pavan Kumar Purohit was appointed as Chief Financial Officer of the Company w.e.f July 28, 2022 and resigned from office with effect from March 18, 2023.

(f) Mr. Pupinder Singh was appointed as CS & Compliance Officer of the Company w.e.f July 26, 2022 and resigned from office with effect from December 02, 2022.

12.3 Additionally, there was increase in remuneration of the Mr. Sukhdev Gehlot (DIN:06456150) Managing Director of the company upto Rs. 18,00,000 per month for the F.Y 2022-23 upto his remaining tenure and increase in remuneration of the Mrs. Manju Gehlot (DIN:07811873) Director of the company upto Rs. 8,00,000 per month for the F.Y 2022-23 in Annual General Meeting held as on September 30,2022.

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

13.1 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; **Except**

13.1 (a) 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 has resigned on April 28, 2022.

13.1 (b) M/s R.T. JAIN & CO. LLP (Firm Registration No. 103961W) Chartered Accountants, Mumbai appointed as statutory auditor of the Company to fill the casual vacancy caused by resignation of M/s Bohra Chhajer & Associates (Firm Registration No. 002099C) and shall hold the office as statutory Auditor of the Company from the conclusion of the Extraordinary General Meeting held on June 15th, 2022 till the conclusion of the ensuing Annual General Meeting.

M/s R.T. JAIN & CO. LLP (Firm Registration No. 103961W) Chartered Accountants resigned as statutory auditor on 04.08.2022.



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Further, M/s S.L. CHHAJED & CO. LLP (Firm Registration No. 000709C/C400277) Chartered Accountants, Bhopal 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 shall hold the office as statutory Auditor of the Company from the conclusion of the Board Meeting held on August 12, 2022 till the conclusion of the Annual General Meeting and the regularization of the same for a period of five years was made in the Annual General Meeting held as on date 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 was 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/- was 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 The Company has not invited/accepted, renewed and repaid any deposits including any unsecured loan falling within the purview of section 73 & 74 of Companies Act, 2013 during the financial Year;

Except during the year the company has unsecured loans amounting Rs. 39.49 Million from the directors of the company

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



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

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 an outstanding financial guarantee amounting to Rs. 10.11 Million, further the company has not entered into any transaction for giving of loans, guarantee or making investments or providing of securities covered under Section 186 of the Act, except as said above.

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 Capital Clause of the company, the company has reclassified its Authorized Share Capital in the following manner;

18.1(a) There is increased in Authorized Share Capital of the Company on 15th June 2022 from INR 5,00,00,000/- (Rupees Five Crore Only) divided into 15,00,000 (Fifteen Lakh) Equity Shares of Rs.10/- each amounting INR.1,50,00,000/- (INR One Crore and Fifty Lakhs) and 3,50,000 (Three Lakhs Fifty Thousand) Preference Shares of INR. 100/- each amounting INR. 3,50,00,000/- (INR Three Crore and Fifty Lakh Only to INR. 45,00,00,000/- (Rupees Forty-Five Crores Only) divided into 4,15,00,000 (Four Crore Fifteen lakhs) Equity Shares of INR.10/- each amounting to INR. 41,50,00,000/- (Rupees Forty-One Crores and Fifty Lakhs) and 3,50,000 (Rupees Three Lakh Fifty Thousand) Preference Shares of INR. 100/- each amounting to INR.3,50,00,000/- (Rupees Three Crore and Fifty Lakhs Only).

18.1 (b) Further there was change in Name Clause of the company in the following manner:

Pursuant to change in the company's status were the company has converted from private limited to public limited, effective as of July 14, 2022. As a result, the company's name has been changed from "Velnik India Private Limited" to "Velnik India Limited".

18.2 the Company has amended Memorandum of Association by change in the Name clause of the company in the following manner

Pursuant to change in the company's status were the company has converted from private limited to public limited, effective as of July 14, 2022. As a result, the company's name has been changed from "Velnik India Private Limited" to "Velnik India Limited".

Further there was alteration in clauses Article of Association of the company since company's status has been converted from private limited to public limited, following approval from the



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necessary authority, effective as of July 14, 2022.

Place : Indore

Date: November 18, 2023

UDIN : A056574E001993850

For Surabhi Agrawal and Associates
Practicing Company Secretary



CS Surabhi Agrawal
Proprietor

ACS: 56574; 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)