

Form No. MGT-7

ANNUAL RETURN

As on the financial year ended on 31/03/2022

Of

MAFATLAL INDUSTRIES LIMITED

[Pursuant to Section 92(1) of the *Companies Act, 2013*

And

Rule 11(1) of the *Companies (Management and Administration) Rules, 2014*]

## I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L17110GJ1913PLC000035								
	Foreign Company Registration Number/GLN									
	*Permanent Account Number(PAN) of the company	AAACM2813L								
ii)	a) Name of the Company	Mafatlal Industries Limited								
	b) Registered office address	301-302, HERITAGE HORIZON, THIRD FLOOR, OFF. C. G. ROAD, NAVRANGPURA, AHMEDABAD – 380009.								
	c)*email-ID of the company	amish.shah@mafatlals.com								
	d)*Telephone number with STD code	07926444404								
	e) Website	www.mafatlals.com								
iii)	Date of Incorporation	20/01/1913								
iv)	Type of the Company	Public Company								
	Category of the Company	Company limited by shares								
	Sub-category of the Company	Indian Non-Government company								
V	Whether company is having share capital	Yes								
Vi	*Whether shares listed on recognized Stock Exchange(s)	Yes								
	(a) Details of stock exchanges where shares are listed	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>BOMBAY STOCK EXCHANGE LIMITED</td> <td>1</td> </tr> </tbody> </table>			S. No.	Stock Exchange Name	Code	1	BOMBAY STOCK EXCHANGE LIMITED	1
S. No.	Stock Exchange Name	Code								
1	BOMBAY STOCK EXCHANGE LIMITED	1								
	(b) CIN of the Registrar and Transfer Agent	U72400TG2017PTC117649								
	Name of the Registrar and Transfer Agent	KFIN TECHNOLOGIES LIMITED								
	Registered office address of the Registrar and Transfer Agents	Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032								

Vii	*Financial year From	01/04/2021 To 31/03/2022
Viii	*Whether Annual General Meeting (AGM) held	Yet to be held
	(a) If yes, date of AGM	30/07/2022
	(b) Due date of AGM	30/09/2022
	(c) Whether any extension for AGM granted	No
	(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	No
	(e) Extended due date of AGM after grant of extension	No
	(f) Specify the reasons for not holding the same	No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities - 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

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

\*No. of Companies for which information is to be given - 2

S. No.	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint venture	% of shares held
1	MAFATLAL SERVICES LIMITED	U51900MH1962PLC012314	Subsidiary	88
2	VRATA TECH SOLUTIONS PRIVATE LIMITED	U74999GJ2020PTC113184	Subsidiary	77

## 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	100,000,000	1,40,71,386	1,40,71,386	1,40,71,386
Total amount of equity shares (in rupees)	1,000,000,000	140,713,860	140,713,860	140,713,860

**Number of classes - 1**

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of equity shares	100,000,000	1,40,71,386	1,40,71,386	1,40,71,386
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,00,000,000	140,713,860	140,713,860	140,713,860

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

**Number of classes - 0**

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of preference shares	0	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of preference shares (in rupees)	0	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
<b>Equity shares</b>				
At the beginning of the year	13924386	139243860	139243860	0
<b>Increase during the year</b>	147500	1475000	1475000	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0

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iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	147500	1475000	1475000	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	0
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	0
<b>At the end of the year</b>	14071386	140713860	140713860	0
<b>Preference shares</b>	0	0	0	0
<b>At the beginning of the year</b>	0	0	0	0
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	0
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	0
<b>At the end of the year</b>	0	0	0	0

(ii) Details of stock split/consolidation during the year (for each class of shares) - 0

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Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	0	0	0
	Face value per share	0	0	0
After split / consolidation	Face value per share	0	0	0
	Face value per share	0	0	0

(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] - No

Separate sheet attached for details of transfers - Yes

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 Previous AGM	30/07/2021
Date of Registration of Transfer	
Type of transfer	1- Equity 2- Preference Share 3- Debentures 4- Stock
Number of Shares/Debentures/Units Transferred	
Amount per Shares/Debentures/Units (in Rs.)	
Ledger Folio of Transferor	
Transferor's Name	First Name:- Middle Name:- Surname:-
Ledger Folio of Transferee	
Transferee's Name	First Name:- Middle Name:- Surname:-

(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest			1,097,794,000

outstanding/accrued but not due for payment) excluding deposits			
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits	0	0	0
Deposit	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>1,097,794,000</b>

## 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)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

## V. \*Turnover and net worth of the company (as defined in the Companies Act,2013)

(i) Turnover – 9,612,705,000

(ii) Net worth of the Company - 6,845,339,343

## 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	4868534	34.60		
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

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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)	5095326	36.21	0	0
10.	Others (Trust)	40634	0.29	0	0
	<b>Total</b>	<b>10004494</b>	<b>71.10</b>	<b>0</b>	<b>0</b>

Total number of shareholders (promoters) - 15

**(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	3386105	24.08	0	0
	(ii) Non-resident Indian (NRI)	53918	0.38	0	0
	(iii) Foreign national (other than NRI)	14732	0.10	0	0
2.	Government	0	0		
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	134789	0.96	0	0
4.	Banks	208401	1.48	0	0
5.	Financial institutions	1885	0.01	0	0

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6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	234	0.00	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	266494	1.89	0	0
10.	Others Trust	334	0.00	0	0
	<b>Total</b>	<b>4066892</b>	<b>28.90</b>	<b>0</b>	<b>0</b>

Total number of shareholders (other than promoters) - 65568

Total number of shareholders (Promoters + Public/Other than promoters) - 65583

(c) \* Details of Foreign institutional investors' (FIIs) holding shares of the company - 0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**

Details	At the beginning of the year	At the end of the year
Promoters	15	15
Members (other than promoters)	70588	65568
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	22.98	0
B. Non-Promoter	0	6	0	6	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0



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(i) Banks and 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
<b>Total</b>	<b>2</b>	<b>6</b>	<b>2</b>	<b>6</b>	<b>22.98</b>	<b>0</b>

Number of Directors on the financial year 8 and Key managerial personnel (who is not director) as end date - 3

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year: If any)
Hrishikesh A. Mafatlal	00009872	Director	2673046	N.A.
Atul Kumar Srivastava	00046776	Director	0	N.A.
Vilas R. Gupte	00011330	Director	0	N.A.
Pradip N. Kapadia	00078673	Director	138	N.A.
Latika P. Pradhan	07118801	Director	0	N.A.
Sujal A. Shah	00058019	Director	0	N.A.
Gautam G. Chakravarti	00004399	Director	0	N.A.
Priyavrata H. Mafatlal	02433237	Managing Director	560991	N.A.
Milan P. Shah	ACSPS6271K	CFO	25000	N.A.
Ashish A. Karanji	AHEPK0728L	Company Secretary	12000	31.03.2022
Priyavrata H. Mafatlal	ALPPM7282E	CEO	0	31.03.2022

**(ii) Particulars of change in director(s) and Key managerial personnel during the Year 4**

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment / change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Priyavrata H. Mafatlal	02433237	CEO	31/03/2022	Cessation
M. B. Raghunath	ABWPN4156H	CEO	01/04/2022	Appointment

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Ashish A. Karanji	AHEPK0728L	Company Secretary	31/03/2022	Cessation
Amish Shah	BFEPS1758F	Company Secretary	01/04/2022	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETING**

Number of meetings held - 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
107th Annual General Meeting	30/07/2021	71072	64	57.71

**B. BOARD MEETINGS**

\*Number of meetings held - 9

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2021	8	8	
2	10/06/2021	8	8	100%
3	10/06/2021	8	6	80%
4	29/07/2021	8	8	100%
5	01/011/2021	8	8	100%
6	13/01/2021	8	8	100%
7	14/02/2022	8	8	100%
8	09/03/2022	8	8	100%
9	29/03/2022	8	8	100%

**C. COMMITTEE MEETINGS**

Number of meetings held - 10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

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1	Audit Committee	26/05/2021	4	4	100
2	Audit Committee	29/07/2021	4	4	100
3	Audit Committee	01/11/2021	4	4	100
4	Audit Committee	13/01/2021	4	6	100
5	Audit Committee	14/02/2022	4	6	100
6	Audit Committee	29/03/2022	4	6	100
7	Nomination and Remuneration Committee	26/05/2021	3	3	100
8	Nomination and Remuneration Committee	28/03/2022	3	3	100
9	Independent Directors Meeting	28/03/2022	6	6	100
10	Stakeholders Relationship Committee	28/03/2021	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 30/07/2022 (Y/N/NA)
		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	Hrishikesh A. Mafatlal	9	8	90	1	1	100	Yet to be held
2	Atul Kumar Srivastava	9	9	100	3	3	100	Yet to be held
3	Vilas R. Gupte	9	9	100	9	9	100	Yet to be held
4	Pradip N. Kapadia	9	9	100	4	4	100	Yet to be held
5	Latika P. Pradhan	9	9	100	7	7	100	Yet to be held
6	Sujal A. Shah	9	9	100	7	7	100	Yet to be held

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7	Gautam G. Chakravarti	9	9	100	9	9	100	Yet to be held
8	Priyavrata H. Mafatlal	9	8	90	0	0	0	Yet to be held

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

..... Nil

A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration

details to be entered - 1

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	Priyavrata H. Mafatlal	Managing Director & CEO	1,08,10,524	0	0	18,81,600	1,26,92,124
	<b>Total</b>		<b>1,08,10,524</b>	<b>0</b>	<b>0</b>	<b>18,81,600</b>	<b>1,26,92,124</b>

B. 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.	Mr. Milan Shah	Chief Financial Officer	1,72,77,892	0	17,95,438	12,45,973	2,03,19,303
2.	Mr. Ashish A. Karanji	Company Secretary	47,57,945	0	13,51,500	3,88,884	64,98,329
	<b>Total</b>		<b>2,20,35,837</b>	<b>0</b>	<b>31,46,938</b>	<b>16,34,857</b>	<b>2,68,17,632</b>

C. Number of other directors whose remuneration details to be entered - 6

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	Vilas R. Gupte	Director	0	0	0	11,90,000	<b>11,90,000</b>
2.	Atul Kumar Srivastava	Director	0	0	0	7,70,000	<b>7,70,000</b>
3.	Pradip N. Kapadia	Director	0	0	0	11,20,000	<b>11,20,000</b>
4.	Latika P. Pradhan	Director	0	0	0	11,20,000	<b>11,20,000</b>
5.	Sujal A. Shah	Director	0	0	0	10,50,000	<b>10,50,000</b>
6.	Gautam G. Chakravarti	Director	0	0	0	12,60,000	<b>12,60,000</b>

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	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	65,10,000	<b>65,10,000</b>
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**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

B. If No, give the reasons/observations

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**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 - No**

(In case of 'No', submit the details separately through the method specified in instruction kit)

**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 applicable 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 incorporation of the company, issued any invitation to the public to subscribe for any securities of the company

d) the annual return discloses the fact that the number of members, (except in case of 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 there under 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, sections 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 signed by**

Director

DIN of the director .....

**To be signed by**

Company Secretary

Company Secretary in practice

Membership number ..... Certificate of practice number .....

**Attachments**

1. list of shareholders, debenture holders;
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachments, if any.