

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L51909GJ1992PLC017742

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACV6577E

(ii) (a) Name of the company

VINNY OVERSEAS LIMITED

(b) Registered office address

B/H INTERNATIONAL HOTEL
NAROL-ISANPUR ROAD NAROL
AHMEDABAD
Ahmedabad
Gujarat
382405



(c) *e-mail ID of the company

CS@VINNYOVERSEAS.IN

(d) *Telephone number with STD code

07925731800

(e) Website

www.vinnyoverseas.in

(iii) Date of Incorporation

29/05/1992

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital



Yes



No

(vi) *Whether shares listed on recognized Stock Exchange(s)



Yes



No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NSE EMERGE Platform	1,024

(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 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM

27/09/2021

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	83
2	G	Trade	G1	Wholesale Trading	17

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

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

0

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	12,500,000	9,194,600	9,194,600	9,194,600
Total amount of equity shares (in Rupees)	125,000,000	91,946,000	91,946,000	91,946,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	12,500,000	9,194,600	9,194,600	9,194,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	125,000,000	91,946,000	91,946,000	91,946,000

(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				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

At the beginning of the year	0	9,194,600	9194600	91,946,000	91,946,000	+
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	9,194,600	9194600	91,946,000	91,946,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

0

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

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

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

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

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor					
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Transferee					
Transferee's Name					
	Surname		middle name		first name

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

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

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

Particulars	Number of units	Nominal value per unit	Total value
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

1,376,687,348

(ii) Net worth of the Company

300,343,170

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	6,602,600	71.81	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	6,602,600	71.81	0	0

Total number of shareholders (promoters)

11

(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	1,857,000	20.2	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	153,000	1.66	0	
10.	Others Clearing Member & HUF	582,000	6.33	0	
	Total	2,592,000	28.19	0	0

Total number of shareholders (other than promoters)

78

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

89

**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	11	11
Members (other than promoters)	103	78
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	1	3	1	46.93	6.68
B. Non-Promoter	0	2	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	3	3	3	46.93	6.68

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

8

(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)
HIRALAL JAGDISHCHANDRA	00257758	Managing Director	2,778,400	
LATADEVI HIRALAL PANDYA	02973048	Whole-time director	1,002,400	
VANDANI SUMANTH CHANDRA	03048990	Director	614,000	
NISHITA SHAH	07197925	Whole-time director	534,000	
PARAG KAILASH CHANDRA	08902895	Additional director	0	
DIVYAPRAKASH JAGDISHCHANDRA	08921232	Additional director	0	
MULARAM NARURAM	ADGPP9482J	CFO	0	
PUSHPENDRA SINGH	AYIPR6746A	Company Secretary	0	

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

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JYOTINDRA MADHAVJI	07894849	Director	20/10/2020	Cessation
TARUNKUMAR KAUSHIK	07905172	Director	20/10/2020	Cessation
PARAG KAILASH CHANDRA	08902895	Additional director	20/10/2020	Appointment
DIVYAPRAKASH JAGDISHCHANDRA	08921232	Additional director	20/10/2020	Appointment

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

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2020	103	5	44.43

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2020	6	5	83.33
2	31/07/2020	6	6	100
3	31/08/2020	6	4	66.67
4	20/10/2020	6	6	100
5	14/11/2020	6	6	100
6	24/03/2021	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

6

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	15/04/2020	3	2	66.67
2	Audit Committee	31/07/2020	3	3	100
3	Audit Committee	20/10/2020	3	3	100
4	Audit Committee	14/11/2020	3	3	100
5	Audit Committee	24/03/2021	3	2	66.67
6	Nomination & Remuneration Committee	31/08/2020	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2021
								(Y/N/NA)
1	HIRALAL JAG	6	6	100	0	0	0	Yes
2	LATADEVI HIR	6	6	100	0	0	0	No
3	VANDANI SUI	6	6	100	6	6	100	No
4	NISHITA SHA	6	6	100	0	0	0	No
5	PARAG KAILA	2	2	100	3	3	100	No
6	DIVYAPRAKA	2	2	100	3	2	66.67	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Hiralal Jagdishchan	Managing Director	3,900,000	0	0	0	3,900,000
2	Latadevi Hiralal Par	Wholetime Director	900,000	0	0	0	900,000
3	Nishita Shah	Wholetime Director	630,000	0	0	0	630,000
	Total		5,430,000	0	0	0	5,430,000

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
1	MULARAM NARUR	CFO	516,224	0	0	0	516,224
2	PUSHPENDRA SIN	Company Secretary	390,855	0	0	0	390,855
	Total		907,079	0	0	0	907,079

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Jyotindra Adeshra	Independent Director	30,000	0	0	0	30,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Tarunkumar Manka	Independent Dir	30,000	0	0	0	30,000
3	Parag Kailashchandra	Independent Dir	15,000	0	0	0	15,000
4	Divyaprakash Chandra	Independent Dir	15,000	0	0	0	15,000
	Total		90,000	0	0	0	90,000

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

Pratik Vora

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

20569

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. .. 02 dated 30/09/2020 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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

DIN of the director

00257758

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

51609

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****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 SHAREHOLDERS AS ON 31.03.2021

Sr. No.	NAME of SHAREHOLDERS	NO OF EQUITY SHARES
1	HIRALAL JAGDISHCHAND PAREKH	2778400
2	SHANTIDEVI MOHANLAL PAREKH	21800
3	NISHITA SAURABH SHAH	534000
4	VANDANI SUMANTH CHOWDHARY	614000
5	LATADEVI HIRALAL PAREKH	1002400
6	PRAVEEN MOHANLAL LALWANI	110000
7	PRADEEPKUMAR CHAMPALAL SHAH	125000
8	HIRALAL JAGDISHCHAND PAREKH (HUF)	878000
9	MOHANLAL JAGDISHCHAND (HUF)	274000
10	LALITKUMAR CHAMPALAL LALWANI	165000
11	ANKITKUMAR MOHANLAL LALWANI	100000
12	PENTAGON STOCK BROKERS PRIVATE LIMITED	36000
13	HARISHKUMAR JITMAL BHANSALI	207000
14	MOHINIDEVI MAHENDRAKUMAR BHANSALI	159000
15	MAHAVEER SOHANLAL CHOWDHARY	150000
16	MAHENDRAKUMAR JITMAL (HUF)	144000
17	SUNITADEVI HARISHKUMAR BHANSALI	138000
18	HARISHKUMAR JITMAL(HUF)	123000
19	ANKITH JAIN (HUF)	114000
20	JAGSON COLORCHEM LIMITED	96000
21	HITESH KUMAR NEMICHAND CHOPRA	102000
22	CHIRAG HARSHADKUMAR PATEL	90000
23	NITESH KUMAR MODI	18000
24	NITESH KUMAR AGARWAL	6000
25	JAGADEESH BYRAGONDA	3000
26	ARPITA JAIN	6000
27	ANKITH G JAIN	3000
28	HITESH CHAMNAJI PRAJAPATI	9000
29	SHAILESH SHANTILAL MEHTA	3000
30	ARVINDKUMAR P LUKKAD	36000
31	ARVINDKUMAR P LUKKAD (HUF)	36000
32	H M SHAH (HUF)	18000
33	CHOPRA HITESH (HUF)	42000
34	BHAVNA BHARATKUMAR CHOPRA	66000
35	NEMICHAND B CHOPRA (HUF)	24000
36	BHARATKUMAR NEMICHAND (HUF)	33000
37	NEMICHAND BAXIRAM CHOPRA	63000
38	BHARATKUMAR NEMICHAND CHOPRA	66000

39	ARPIT JAIN	3000
40	HEER HEMANTKUMAR BHATT	3000
41	SANGITA SANDEEP AGRAWAL	3000
42	RAJENDRAPRASAD CHIRANJILAL AGRWAL	3000
43	GODAWARIDEVI DHARMARAM SHARMA	3000
44	MANJUDEVI NANDKISHOR SHARMA	3000
45	NANDKISHOR D SHARMA	3000
46	ANUP DURGESHBHAI SHAH	9000
47	SUSHIL M AGARWAL	30000
48	SUBHASH BASUDEV KHETAN	27000
49	BHAVIN I PARIKH	6000
50	ARVINDKUMAR JITMAL BHANSALI	3000
51	HEMALATADEVI ARVINDKUMAR BHANSALI	3000
52	HEMANT MAHENDRAKUMAR BHANSALI	3000
53	MAHENDRAKUMAR JITMAL BHANSALI	3000
54	MANGIBEN JITMAL BHANSALI	3000
55	ARVINDKUMAR JITMAL (HUF)	3000
56	VINAY HARISHKUMAR BHANSALI	57000
57	RITU HARISHKUMAR BHANSALI	3000
58	SWETA HEMANT BHANSALI	3000
59	SEJAL SNEHAL SHAH	3000
60	DEVAL PANKITKUMAR CHUDGAR	9000
61	BHARGAV SOMABHAI PANCHAL	3000
62	MANGALBHAI GOPALBHAI PANCHAL	3000
63	MANJEET CHANDRAKANTBHAI RAMI	6000
64	KAMRAN SHAHID	3000
65	SUDARSHAN RAJAN .	3000
66	SHAH SHUCHI MANISH	57000
67	SEKHAR BABU PUNAMALLI	3000
68	MANJUDEVI MAHAVEER CHOWDHARY	96000
69	NIKITA ABHISHEK JAGNANI	3000
70	GEETA DEVI JAGNANI	3000
71	LAXMICHAND MOHANLAL MADANI (HUF)	6000
72	MEENADEVI KAMLESHKUMAR JAIN	60000
73	AYUSH KAMLESHKUMAR JAIN	33000
74	HARSHIT SHEKHAR MADANI	6000
75	MOHIT ARVINDKUMAR MADANI	3000
76	SUREKHA SHREYANSH SHAH	3000
77	GULABDEVI SOHANLAL CHOWDHARY	3000
78	MANJUDEVI MAHAVEER CHOWDHARY	6000
79	SHRIKANT MAHAVEER CHOWDHARY	3000
80	SWATI JAIN	3000
81	ABHISHEK DINESH JAGNANI (HUF)	3000
82	PANTOMATH FINANCE PRIVATE LIMITED	57000
83	MEENA HARSHADKUMAR PATEL	93000

84	SHUCHI MUKUNDBHAI SAYANI	72000
85	MANISH SURENDRAKUMAR SHAH	54000
86	Rinkudevi Tarunkumar Madani	12000
87	Tarunkumar Laxmichand Madani	9000
88	DHARAMRAM RAMESHWARLAL SHARMA	3000
89	SHRUTI VIKAS SHAH	6000
	TOTAL	9194600



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 VINNY OVERSEAS LIMITED having CIN: L51909GJ1992PLC017742 (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2021. 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 as stated below in respect of:
 - 1. Its status under the Act is Public Listed Company limited by shares which is Active,
 - 2. The Company has properly maintained registers/records & has made entries therein within the time prescribed during the financial year,
 - 3. The Company is compliant in filing of forms and returns with the Registrar of Companies within/beyond the prescribed time with additional fees.
 - 4. Calling/ convening/ 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 have been properly recorded in the Minute Book;
 - 5. The company was not required to close its register of members, as there was no declaration of dividend or bonus issue during the financial year;
 - 6. The company has not given any Loans and Advances to its directors and its relatives or firms or companies referred in Section 185 of the Act during the financial year;
 - 7. During the financial year, there is no allotment or transfer of shares 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.
 - 8. The transactions entered with related parties as prescribed under section 188 of the Act were made in the ordinary course of business and on arms length basis which were not material in nature.



9. There is no allotment of shares 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 during the financial year;
10. 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- **No such instance during the year under review.**
11. During the financial year there was no 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;
12. During the financial year signing of audited financial statement were made as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
13. During the year under review, following were the changes in the Board of Directors of Company:
 - The board of directors had appointed Mr. Parag Kailashchandra Jagetiya (DIN 08902895) and Mr. Divyaprakash Jagdishchandra Chechani (DIN: 08921232) as an Non Executive Additional Independent Director on the Board of company on 20th October 2020 to fill up the post of Independent Director caused due to resignation of Mr. Jyotindra Adeshra (DIN 07894849) and Mr. Tarunkumar Mankad (DIN 07905172).
14. The Company has paid remuneration to its Directors/KMP during the financial year in compliance with the provisions of 197 of Companies Act, 2013;
15. The company has complied with appointment of auditors as per the provisions of section 139 of the Act;
16. The company has taken all necessary approvals, if any, required to be taken from the Central Government, Tribunal, Regional Director, Registrar, or such other authorities under the various provisions of the Act during the financial year;-
17. As per the representation received from the Board of Directors, the company has not accepted deposits from any parties as prescribed under section 73 to 76 of Companies Act, 2013 during the financial year;
18. The details of borrowings from its directors, relatives, companies and banks has been specified in financial statements of the company and the company has file necessary



PRATIK VORA & ASSOCIATES

Company Secretaries

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forms related to creation/ modification/ satisfaction of charges in that respect, wherever applicable.

19. The company has not made any investments or provided any loans or given guarantees as prescribed under section 186 of the Act during the financial year;

20. The Company has not altered its Memorandum and Articles of Association and has complied with the provisions as prescribed under Companies Act, 2013.

**For, Pratik Vora & Associates
Company Secretaries**

**CS Pratik Vora
Proprietor
M.No. A53617
COP NO. 20569
UDIN:**

**Date:
Place: Ahmedabad**