

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-----------------------------|
| Private Company | Company limited by shares | State 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	F	Construction	F1	Buildings	100

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	100,000	56,301	56,301	56,301
Total amount of equity shares (in Rupees)	100,000,000	56,301,000	56,301,000	56,301,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	100,000	56,301	56,301	56,301

Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of equity shares (in rupees)	100,000,000	56,301,000	56,301,000	56,301,000

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	56,301	0	56301	56,301,000	56,301,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0

viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
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 <input type="text"/>						
At the end of the year	56,301	0	56301	56,301,000	56,301,000	
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 <input type="text"/>						
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 <input type="text"/>						
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)

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

1,059,035,000

(ii) Net worth of the Company

2,272,789,000

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	0	0	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	56,301	100	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	56,301	100	0	0

Total number of shareholders (promoters)

3

(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	0	0	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	0	0	0	0
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Total number of shareholders (other than promoters)

0

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

3

**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	3	3
Members (other than promoters)	0	0
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	0	0	0	0	0	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	1	6	1	6	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	1	6	1	6	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	10	1	10	0	0

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

11

(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)
Santosh Bala	10489030	Managing Director	1	24/10/2024
Devipriya Biswal	09301051	Nominee director	0	
Prafulla Chandra Pradh	10240706	Nominee director	0	04/10/2024
Sailendra Dwivedi	09523620	Nominee director	0	20/07/2024
Vir Vikram Yadav	07820673	Nominee director	0	
Sudhanshu Sarangi	03589021	Nominee director	0	
Amrit Mohan Prasad	10451896	Nominee director	0	05/08/2024
Sunil Kumar Sarangi	08562835	Director	0	
Sarbesh Kumar Das	03613327	Director	0	
Siva Prasad Padhi	02984779	Director	0	
Narada Prasad Sahu	02392723	Director	0	

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

9

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)
Sanjeeb Panda	08328845	Managing Director	31/01/2024	Cessation
Santosh Bala	10489030	Managing Director	31/01/2024	Appointment
Amrit Mohan Prasad	10451896	Nominee director	15/11/2023	Appointment
Sudhanshu Sarangi	03589021	Nominee director	16/12/2023	Appointment
Jitendriya Mohanty	ALBPM3645F	Company Secretary	03/10/2023	Appointment
Sanjeeb Kumar Mishra	AKBPM3596L	Company Secretary	01/09/2023	Cessation
Sunil Bansal	09631033	Nominee director	20/01/2024	Cessation
Manoj Kumar Chhabra	07408341	Nominee director	15/11/2023	Cessation
Jitendriya Mohanty	ALBPM3645F	Company Secretary	02/03/2024	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

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	22/12/2023	3	3	100

B. BOARD MEETINGS

*Number of meetings held

3

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2023	12	10	83.33
2	15/11/2023	12	9	75
3	27/02/2024	12	9	75

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	18/04/2023	3	3	100
2	Audit Committee	11/10/2023	3	3	100
3	Audit Committee	13/02/2024	3	3	100
4	Human Resources	11/10/2023	4	4	100
5	Human Resources	22/01/2024	4	3	75
6	CSR Committee	11/10/2023	4	4	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	30/09/2024
								(Y/N/NA)
1	Santosh Bala	1	1	100	1	1	100	Yes
2	Devipriya Bisw	3	3	100	0	0	0	No
3	Prafulla Chand	3	3	100	0	0	0	No
4	Sailendra Dwiv	3	2	66.67	0	0	0	No
5	Vir Vikram Yac	3	0	0	0	0	0	No
6	Sudhanshu Sa	1	1	100	0	0	0	No
7	Amrit Mohan F	2	1	50	0	0	0	No
8	Sunil Kumar S	3	2	66.67	3	2	66.67	Yes
9	Sarbesh Kuma	3	3	100	3	3	100	No
10	Siva Prasad P	3	3	100	5	5	100	Yes
11	Narada Prasa	3	3	100	4	4	100	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

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Jitendriya Mohanty	Company Secre	506,634	0	0	0	506,634
2	Sanjeeb Kumar Mis	Company Secre	753,347	0	0	0	753,347
	Total		1,259,981	0	0	0	1,259,981

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	Sunil Kumar Sarang	Independent Dir	0	0	0	20,000	20,000
2	Sarbesh Kumar Das	Independent Dir	0	0	0	25,000	25,000
3	Siva Prasad Padhi	Independent Dir	0	0	0	35,000	35,000
4	Narada Prasad Sah	Independent Dir	0	0	0	30,000	30,000
	Total		0	0	0	110,000	110,000

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

SHIPRA MISHRA

Whether associate or fellow

Associate Fellow

Certificate of practice number

10847

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:

- 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

SAUMENDRA KUMARPRIYADARSI
Digitally signed by SAUMENDRA KUMARPRIYADARSI
Date: 2024.11.16 15:54:06 +05'30'

DIN of the director

0*2*1*3*

To be digitally signed by

SHIPRA MISHRA
Digitally signed by SHIPRA MISHRA
Date: 2024.11.16 16:28:37 +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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf
MGT 8 - FY 2023-24 - OSPHWC.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



THE ODISHA STATE POLICE HOUSING & WELFARE CORPORATION LTD.

(A Government of Odisha Undertaking-Silver Rated PSU)

(AN ISO 9001 : 2015 CERTIFIED COMPANY)

CIN : U45201OR1980SGC000884, GSTIN : 21AABCT7853N2ZZ

List of Shareholders as on 31.03.2024

Sl No.	Name of the Shareholder	No. of Share	Share Value (in Rs.)
1	THE GOVERNOR OF ODISHA represented through Additional Chief Secretary, Home Department, Govt. of Odisha.	56299	56299000
2	Shri Arun Kumar Sarangi, IPS, DG & IG of Police, Odisha.	1	1000
3.	Dr. (Mrs.) Santosh Bala, IPS Chairman and Managing Director, OPHWC Ltd.	1	1000
	Total	56301	56301000

For The Odisha State Police Housing & Welfare Corporation Limited.

**Dr. (Mrs.) Santosh Bala, IPS
Chairman-cum-Managing Director
(DIN: 10489030)**

Chairman-cum-Managing Director
The Odisha State Police Housing &
Welfare Corporation Ltd.
Bhubaneswar-22

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

We have examined the registers, records and books and papers of **M/S THE ODISHA STATE POLICE HOUSING AND WELFARE CORPORATION LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2024. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished by the company and its officers, we certify that:

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

1. Its status under the Act;

Comments/Observations:

- a. The Company was incorporated on 24/05/1980 under the Companies Act, 1956 as a Private Limited Company under the Category "Company Limited by Shares" and under Sub Category "State government company". The Corporate Identification Number (CIN) is U45201OR1980SGC000884. The Registered Office of the Company is situated JANPATH, BHUBANESWAR – 751001, ODISHA, INDIA.
- b. The Authorized Capital of the Company as on 31st March, 2024 is Rs. 10,00,00,000/- (Rupees Ten Crores Only) and Paid-up Capital of the Company is Rs. 5,63,01,000/- (Rupees Five Crores Sixty-Three Lakhs One Thousand Only) which consist of equity shares only.
- c. The Company is a Private Limited Company and has Three Shareholders.
- d. The Company is not listed on any Recognized Stock Exchange in India.

2. Maintenance of registers/records & making entries therein within the time prescribed therefore;

Comments/Observations:

The Company has properly maintained the Register of Members, Register of Shares,



Transfer, Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts with related party in which Directors are interested, Fixed Assets Register etc. The Entries made therein are within time.

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 the prescribed time;**

Comments/Observations:

During the Financial year 2023-24, the Company has filed the forms and Returns with the Registrar of Companies, which are within/beyond the prescribed time as mentioned in **Annexure A** to this Report.

4. **Calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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 circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been duly signed;**

Comments/Observations:

- a. The Board of Directors duly met 3 times on dated 15.05.2023, 15.11.2023 and 27.02.2024 in respect of which adequate and proper notices were given and the proceedings were properly recorded and signed in the Minutes Books maintained for the purpose.
- b. One CSR Committee meeting held during the financial year dated 11.10.2023.
- c. Three Audit Committee meeting held during the financial year dated 18.04.2023, 11.10.2023 and 13.02.2024.
- d. Two HR Committee meeting held during the financial year dated 11.10.2023 and 22.01.2024.
- e. Further the Annual General Meeting of the Members of the Company has been duly held on 22.12.2023 for approval of Financial Statements and Directors Report for FY 2023-24 and the proceedings were properly recorded and signed in the Minutes Books maintained for the purpose.
5. **Closure of Register of Members / Security holders, as the case may be.**

Comments/Observations:

The Company was not required to close its Register of Members/Security holders during the Financial Year 2023-24.



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

Comments/Observations:

The company has not given any advances, loans, guarantees to its Directors and/or persons or firms or Companies referred in Section 185 of the Act during the Financial Year 2023-24.

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

Comments/Observations:

The company has not entered into the contracts/arrangements with related parties at arm's length price as specified in section 188 of the Act.

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;**

Comments/Observations:

The company has not issued or allotted 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 during the year;

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**

Comments/Observations:

There are no shares pending registration of transfer. Therefore, the company has not kept in abeyance any rights to dividend, rights shares, or bonus shares as per the provisions of the Companies Act, 2013 during the Financial Year 2023-24.

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;**

Comments/Observations:

Dividend Declared for FY 2022-23



- a. The Company has confirmed the interim dividend as final dividend amounting to Rs. 9,05,00,000/- (Rupees Nine Crores Five Lakhs Only) for the Financial Year 2022-23 in the Annual General Meeting held on February 27, 2024 and interim dividend is declared on November 15, 2023, and was paid to the Government on January 20, 2024 i.e. beyond the 30 days of declaration. The company was not required to transfer any amount to the Investor Education and Protection Fund (IEPF) in accordance with the provisions of Section 125 of the Act.
- b. As per provisions of Section 124 of the Companies Act, 2013, where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

In view of the above, the Company has maintained a separate bank account wherein the dividend is parked for the interim period i.e. from the date of declaration till the date of payment of dividend.

Dividend Declared for FY 2023-24

- a. The Company has confirmed the interim dividend as final dividend amounting to Rs. 16,12,80,000/- (Rupees Sixteen Crores Twelve Lakhs Eighty Thousand Only) for the Financial Year-2023-24 in the Annual General Meeting held on September 30, 2024 and interim dividend is declared on June 24, 2024 and was paid to the Government on September 30, 2024 i.e. beyond the 30 days of declaration. The company was not required to transfer any amount to the Investor Education and Protection Fund (IEPF) in accordance with the provisions of Section 125 of the Act.
- b. As per provisions of Section 124 of the Companies Act, 2013, where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

In view of the above, the Company has maintained a separate bank account wherein the dividend is parked for the interim period i.e. from the date of declaration till the date of payment of dividend.

- 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;**

Comments/Observations:



- a. The Audited Financial Statements of the company and the Board Report for the Financial Year 2023-24 have been duly signed as follows:
- Authentication of Audited Financial Statements by the Board on June 26, 2024,
 - Signing of Audited Financial Statements by the Statutory Auditor and date of issue of Statutory Auditor's Report on July 15, 2024, and
 - Approval and signing of Board's Report on September 30, 2024, as per the requirements of Section 134 of the Companies Act, 2013.
- b. Further the Board Report for the financial year 2023-24 contains all the details required under sub section (3) of the Companies Act, 2013.
- c. Further, there is no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their statutory report, however, the C&AG has made some comments in their report which have been duly addressed in the Board report along with explanations or comment by the Board under Section 134, sub section (4) of the Companies Act, 2013.
- d. Further the Director Report also states Directors Responsibility statement as prescribed under Section 134, sub section (5) of the 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;**

Comments/Observations:

During the FY 2023-24 the following changes are made in the constitution of the board/ KMP:

Appointment

Name of the Director	Appointment Date	Designation
Shri Amrit Mohan Prasad	15/11/2023	Nominee Director
Shri. Sudhanshu Sarangi	16/12/2023	Nominee Director
Dr. (Mrs.) Santosh Bala	31/01/2024	Managing Director
Shri Jitendriya Mohanty	03/10/2023	Company Secretary

Cessation

Name of the Director	Date of Cessation	Designation
Shri Sanjeeb Kumar Mishra	01/09/2023	Company Secretary
Shri Manoj Kumar Chhabra	15/11/2023	Nominee Director
Shri Sunil Bansal	20/01/2024	Nominee Director
Shri Sanjeeb Panda	31/01/2024	Nominee Director
Shri Jitendriya Mohanty	02/03/2024	Company Secretary

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



Comments/Observations:

During the FY 2023-24, the Comptroller & Auditor General has appointed Dash & Associates, Chartered Accountants, as the statutory auditor of the company in accordance with the provisions of Section 139 of the Act.

- 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;**

Comments/Observations:

As per the information given and explanation provided, the company was not required to obtain any approvals from Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

- 15. Acceptance/ renewal/ repayment of deposits;**

Comments/Observations:

The Company has not accepted or renewed or repaid any deposits during the Financial Year 2023-24 as per the provisions of Section 73 to 76 of the Companies Act, 2013.

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

Comments/Observations:

The Company has no borrowings from directors, members, public financial institutions, banks, or other entities. Additionally, there have been no creations, modifications, or satisfactions of charges in this regard, where applicable.

- 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;**

Comments/Observations:

The Company has not given any loans or investments, nor given any guarantees or provided any securities to other corporate bodies or persons as stipulated under the provisions of Section 186 of the Act during the Financial Year 2023-24.

- 18. Alteration of the provisions of the Memorandum and Article of Association of the Company**

Comments/Observations:



The Company has not altered the provisions of the Memorandum and Articles of Association during the financial year 2023-24.

For **M/s Shipra Mishra & Associates**
Company Secretaries

CS Shipra Mishra
(Partner)

M. No: 9222

CP No. 10847

UDIN: F009222F002158380



Date: November 14, 2024

Place: Bhubaneswar

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

Annexure A

Description of the Event / Matter	Forms Filed	Date of The Event	Due Date of Filing	Date of Filing SRN/ SR compliance
Annual Accounts Filling FY 2022-23	Form AOC 4 (XBRL)	27/02/2024	27/03/2024	29/07/2024
Annual Return Filling FY 2022-23	Form MGT-7	22/12/2023	20/02/2024	30/07/2024
Auditor Appointment FY 2023-24	Form ADT-1	22/12/2023	05/01/2024	04/01/2024
Report on Corporate Social Responsibility (CSR) FY 2022-23	Form CSR-2	NIL	31/03/2024	30/07/2024
Form for filing Cost Audit Report FY 2022-23	Form CRA-4	31/03/2023	27/09/2023	22/06/2024
Form of intimation of appointment of cost auditor FY 2023-24	Form CRA-2	31/03/2023	27/09/2023	24/06/2024

