Form No. MGT-7

Annual Return (other than OPCs and Small Companies)
[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

Form language
(●) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) | U45201OR1980SGC000884

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) | 01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) | 31/03/2025

(c) *Type of Annual filing (●) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	**As on filing date**	**As on the financial year end date**
Name of the company	THE ODISHA STATE POLICE HOUSING AND WELFARE CORPORATION LIMITED	THE ODISHA STATE POLICE HOUSING AND WELFARE CORPORATION LIMITED
Registered office address	JANPATH,NA,BHUBANESWAR,Orissa,India,751001	JANPATH,NA,BHUBANESWAR,Orissa,India,751001
Latitude details	20.295085	20.295085
Longitude details	85.840773	85.840773

(a) *Photograph of the registered office of the Company showing external building and name prominently visible | IMG20260704123403.jpg (1).jpg

(b) *Permanent Account Number (PAN) of the company | AA******3N

(c) *e-mail ID of the company | *****EHOUSING@REDIFFMAIL.COM

(d) *Telephone number with STD code | 06*******87

(e) Website | www.ophwc.com

iv *Date of Incorporation (DD/MM/YYYY) | 24/05/1980

v (a) *Class of Company (as on the financial year end date) | Private company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | State Government Company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ◉ Yes ○ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ○ Yes ◉ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held ◉ Yes ○ No

(b) If yes, date of AGM (DD/MM/YYYY) | 11/05/2026

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2025

(d) Whether any extension for AGM granted ◉ Yes ○ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension | AB7349575

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY) | 30/12/2025

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	F	Construction	41	Construction of Buildings	100

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

i *No. of Companies for which information is to be given: 0

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

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	100000.00	56301.00	56301.00	56301.00
Total amount of equity shares (in rupees)	100000000.00	56301000.00	56301000.00	56301000.00

Number of classes: 1

Class of shares Equity Shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	100000	56301	56301	56301
Nominal value per share (in rupees)	1000	1000	1000	1000
Total amount of equity shares (in rupees)	100000000.00	56301000.00	56301000	56301000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	56301	0	56301.00	56301000	56301000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify 0	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 0	0	0	0.00	0	0	
At the end of the year	56301.00	0.00	56301.00	56301000.00	56301000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 0	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 0	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes | 0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes | 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes | 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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 | 13240316000

ii * Net worth of the Company | 2961206000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	56301	100.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others	0	0.00	0	0.00
	Total	56301.00	100	0.00	0

Total number of shareholders (promoters) 3

B 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	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others	0	0.00	0	0.00
	Total	0.00	0	0.00	0

Total number of shareholders (other than promoters): 0

Total number of shareholders (Promoters + Public/Other than promoters): 3.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	2
3	Individual - Transgender	0
4	Other than individuals	1
	Total	3.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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 of 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	0.00	0.00
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	0.00	0.00
i. Banks and 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	0.00	0.00

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SAUMYENDRA KUMAR PRIYADARSI	08281730	Managing Director	1	
ARUN KUMAR RAY	10900862	Nominee Director	0	19/03/2026
SUDHANSHU SARANGI	03589021	Nominee Director	0	
VIR VIKRAM YADAV	07820673	Nominee Director	0	09/05/2025
PRATAP KUMAR MISHRA	08200304	Nominee Director	0	30/06/2025

DEVIPRIYA BISWAL	09301051	Nominee Director	0	19/05/2025
SOUMENDRA PATRA	10844725	Nominee Director	0	
SUNIL KUMAR SARANGI	08562835	Director	0	
SARBESH KUMAR DAS	03613327	Director	0	
SIVA PRASADA PADHI	02984779	Director	0	
NARADA PRASAD SAHU	02392723	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SAUMYENDRA KUMAR PRIYADARSI	08281730	Managing Director	28/10/2024	Appointment
ARUN KUMAR RAY	10900862	Nominee Director	24/02/2025	Appointment
SOUMENDRA PATRA	10844725	Nominee Director	20/11/2024	Appointment
SANTOSH BALA	10489030	Managing Director	24/10/2024	Cessation
AMRIT MOHAN PRASAD	10451896	Nominee Director	05/08/2024	Cessation
PRAFULLA CHANDRA PRADHAN	10240706	Nominee Director	04/10/2024	Cessation
SAILENDRA DWIVEDI	09523620	Nominee Director	20/07/2024	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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/09/2024	3	3	100

B BOARD MEETINGS

*Number of meetings held | 4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/06/2024	11	8	72.73
2	30/09/2024	9	7	77.78
3	28/10/2024	9	9	100
4	24/02/2025	11	10	90.91

C COMMITTEE MEETINGS

Number of meetings held | 8

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	25/06/2024	3	3	100
2	Audit Committee Meeting	26/09/2024	3	3	100
3	Audit Committee Meeting	22/01/2025	3	3	100
4	Audit Committee Meeting	21/02/2025	3	3	100
5	Human Resource Committee Meeting	26/09/2024	4	4	100
6	Human Resource Committee Meeting	22/01/2025	4	4	100
7	CSR Committee Meeting	26/09/2024	4	4	100
8	CSR Committee Meeting	21/02/2025	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	11/05/2026 (Y/N/NA)
1	SUDHANSHU SARANGI	4	3	75	0	0	0	No
2	VIR VIKRAM YADAV	4	3	75	0	0	0	No
3	PRATAP KUMAR MISHRA	2	2	100	0	0	0	No
4	DEVIPRIYA BISWAL	4	3	75	0	0	0	No
5	SOUMENDRA PATRA	1	1	100	0	0	0	No
6	SUNIL KUMAR SARANGI	4	4	100	4	4	100	No
7	SARBESH KUMAR DAS	4	4	100	4	4	100	No
8	SIVA PRASADA PADHI	4	4	100	6	6	100	No
9	NARADA PRASAD SAHU	4	4	100	6	6	100	No
10	SAUMYENDRA KUMAR PRIYADARSI	2	2	100	4	4	100	Yes
11	ARUN KUMAR RAY	1	1	100	0	0	0	No

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: 0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered: 0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

C *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 Sarangi	Director	0	0	0	45000	45000.00
2	Sarbesh Kumar Das	Director	0	0	0	50000	50000.00
3	Siva Prasada Padhi	Director	0	0	0	60000	60000.00
4	Narada Prasada Sahu	Director	0	0	0	60000	60000.00
	Total		0.00	0.00	0.00	215000.00	215000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 3

XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder or Debenture holder.xlsm

(b) Optional Attachment(s), if any: MGT 8 - FY 2024 - 25 - OSPHWC.pdf

XV 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.

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) Where 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.

I/ We have examined the registers, records and books and papers of THE ODISHA STATE POLICE HOUSING AND WELFARE CORPORATION LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we 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 provisions of the Act & Rules made there under in respect of:

1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
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;
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 signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties 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;
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
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;
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;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
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;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever 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 ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name	SHIPRA MISHRA
Date (DD/MM/YYYY)	13/07/2026
Place	BHUBANESWAR

Whether associate or fellow:

○ Associate ● Fellow

Certificate of practice number: 1*8*7

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person: 08281730

*(b) Name of the Designated Person: SAUMYENDRA KUMAR PRIYADARSI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 166/11 dated* (DD/MM/YYYY) 29/04/2026 to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

*Designation: Director

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator: 0*2*1*3*

***To be digitally signed by**

○ Company Secretary ◉ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number:

Certificate of practice number: 1*8*7

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AC4430917
eForm filing date (DD/MM/YYYY)	14/07/2026

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

SHIPRA MISHRA & ASSOCIATES
COMPANY SECRETARIES

Flat 1B, 1st Floor, RK Enclave, Plot A/155
Sahid Nagar, Bhubaneswar - 751007
LL: 0674-2542600, Mob: 9437574885
E-mail : csshipra@cssma.in

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, 2025. 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, 2025 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,

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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 2024-25, 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 4 times on dated 26.06.2024, 30.09.2024, 28.10.2024 and 24.02.2025 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. Two CSR Committee meetings held during the financial year dated 26.09.2024 and 21.02.2025.

c. Four Audit Committee meetings held during the financial year dated 25.06.2024, 26.09.2024, 22.01.2025 and 21.02.2025.

d. Two HR Committee meetings held during the financial year dated 26.09.2024 and 22.01.2025.

e. Further the Annual General Meeting of the Members of the Company has been duly held on 11.05.2026 for approval of Financial Statements and Directors Report for FY 2024-25 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 2024-25.

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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 2024-25.

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 2024-25.

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 2024-25

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a. The Company has confirmed the final dividend amounting to Rs. 21,28,00,000/- (Rupees Twenty-One Crores Twenty-Eight Lakhs Only) for the Financial Year 2024-25 in the Adjourned Annual General Meeting held on May 11, 2026 and was paid to the Government on June 3, 2026 i.e. within 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 2024-25 have been duly signed as follows:
   - Authentication of Audited Financial Statements by the Board on September 24, 2025,
   - Signing of Audited Financial Statements by the Statutory Auditor and date of issue of Statutory Auditor's Report on October 15, 2025, and
   - Approval and signing of Board's Report on May 11, 2026, as per the requirements of Section 134 of the Companies Act, 2013.

b. Further the Board Report for the financial year 2024-25 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.

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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 2024-25 the following changes are made in the constitution of the board/ KMP:

Appointment

Name of the Director	Appointment Date	Designation
Shri S K Priyadarsi, IPS (DIN: 08281730)	28.10.2024	CMD
Shri Arun Kumar Ray, IPS (DIN: 10900862)	24.02.2025	Nominee Director
Shri Soumendra Patra, Additional Secretary (DIN: 10844725)	20.11.2024	Nominee Director

Cessation

Name of the Director	Date of Cessation	Designation
Dr. (Mrs.) Santosh Bala, IPS (DIN:10489030)	24.10.2024	CMD
Shri Amrit Mohan Prasad, IPS (DIN: 10451896)	05.08.2024	Nominee Director
Shri. Prafulla Chandra Pradhan, (DIN: 10240706)	04.10.2024	Nominee Director
Shri Sailendra Kr. Dwivedi, (DIN: 09523620)	20.07.2024	Nominee Director

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

Comments/Observations:

During the FY 2024-25, 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:

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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 2024-25 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 2024-25.

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 2024-25.

19. First-time adoption of Indian Accounting Standards (Ind AS)

Comments/Observations:

During the Financial Year 2024-25, the Company has prepared its financial statements in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Company has transitioned from the previous GAAP to Ind AS in accordance with Ind AS 101 – First-time Adoption of Indian Accounting Standards, with

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1st April, 2023 as the date of transition. Accordingly, the comparative financial information for the year ended 31st March, 2024 has been restated from the previous GAAP to Ind AS.

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

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CS Shipra Mishra
(Proprietor)
M. No: 9222
CP No. 10847
UDIN: F009222H000822012

Date: July 13, 2026
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 Return for FY 2022-23	MGT -7	22.12.2023	20.02.2024	30.07.2024
Annual Return for FY 2023-24	MGT -7	30.09.2024	29.11.2024	16.11.2024
Appointment of Cost Auditor for FY 2024-25	CRA 2	30.09.2024	29.10.2024	19.10.2024
Appointment of Cost Auditor for FY 2023-24	CRA 2	27.02.2024	27.03.2024	24.06.2024
CSR Expenditure for FY 2023-24	CSR 2	30.09.2024	30.06.2025	30.12.2024
Filing of Cost Audit Report for FY 2023-24	CRA 4	30.09.2024	29.10.2024	24.10.2024
Appointment of Statutory Auditor for the FY 2024-25	ADT 1	24.02.2025	10.03.2025	08.03.2025
Filing of Annual Accounts for the FY 2023-24	AOC 4	30.09.2024	29.10.2024	01.11.2024

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Filing of Annual Accounts for the FY 2022-23	AOC 4	22.12.2023	20.01.2024	29.07.2024
Cessation of Shri Sailendra Dwivedi	DIR 12	20.07.2024	19.08.2024	14.09.2024
Cessation of Shri Sunil Kr. Bansal	DIR 12	20.01.2024	19.02.2024	13.09.2024
Cessation of Shri Amrit Mohan Prasad	DIR 12	05.08.2024	04.09.2024	23.09.2024
Cessation of Shri Prafulla Chandra Pradhan	DIR 12	04.10.2024	03.11.2024	15.10.2024
Appointment of Shri S K Priyadarsi as CMD	DIR 12	28.10.2024	27.11.2024	01.11.2024
Cessation of Smt. Santosh Bala	DIR 12	24.10.2024	23.11.2024	11.11.2024
Appointment of Shri Pratap Kumar Mishra	DIR 12	28.10.2024	27.11.2024	17.07.2025
Appointment of Shri Soumendra Patra	DIR 12	20.11.2024	19.12.2024	21.11.2024
DIN of Shri A K Ray	DIR 3	NIL	NIL	08.01.2025
Appointment of Shri A K Ray	DIR 12	24.02.2025	23.03.2025	08.03.2025
Cessation of Shri Jitendriya Mohanty	DIR 12	02.03.2024	01.04.2024	21.08.2024

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