

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

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
- OFFICE NO, 1002 10TH FLOOR DEV CORPORA BLDG
OPP. CADBURY CO POKHRAN RAOD NO.2 KHOPAT
THANE
Thane
Maharashtra
400601
- (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 |
|---------------------|---------------------------|-------------------------------|
| 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	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai Mumbai City Maharashtra 400083

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 20/09/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

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	25,000,000	20,078,793	20,078,793	20,078,793
Total amount of equity shares (in Rupees)	250,000,000	200,787,930	200,787,930	200,787,930

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	25,000,000	20,078,793	20,078,793	20,078,793
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	200,787,930	200,787,930	200,787,930

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,500,000	1,070,000	1,070,000	1,070,000
Total amount of preference shares (in rupees)	250,000,000	107,000,000	107,000,000	107,000,000

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
9.8% Fully Redeemable Cumulative Preference Shares				
Number of preference shares	2,000,000	1,070,000	1,070,000	1,070,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	200,000,000	107,000,000	107,000,000	107,000,000
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
10% Cumulative Optionally Convertible Preference Shares				
Number of preference shares	500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	50,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	20,000,000	200,000,000	200,000,000	
Increase during the year	78,793	787,930	787,930	14,487,070
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	78,793	787,930	787,930	14,487,070
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	20,078,793	200,787,930	200,787,930	
Preference shares				
At the beginning of the year	1,200,000	120,000,000	120,000,000	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NA				
Decrease during the year	130,000	13,000,000	13,000,000	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	130,000	13,000,000	13,000,000	
Conversion of 10% (1,30,000) Optionally Convertible Pre				
At the end of the year	1,070,000	107,000,000	107,000,000	

(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

11/08/2018

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"/>			
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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,071,390,690
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			128,473,566
Deposit			0
Total			1,199,864,256

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**

2,390,581,984

(ii) Net worth of the Company

704,595,947

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	18,233,453	90.81	0	0
	(ii) Non-resident Indian (NRI)	1,000,000	4.98	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others NA	0	0	0	0
	Total	19,233,453	95.79	0	0

Total number of shareholders (promoters)

10

(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	537,779	2.68	1,070,000	100
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	307,561	1.53	0	0
10.	Others 0	0	0	0	0
	Total	845,340	4.21	1,070,000	100

Total number of shareholders (other than promoters)

86

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

96

**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	4	10
Members (other than promoters)	23	86
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	2	0	2	0	79.68	0
B. Non-Promoter	2	2	1	5	0	1.5
(i) Non-Independent	2	0	1	1	0	1.49
(ii) Independent	0	2	0	4	0	0.01
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	4	2	3	5	79.68	1.5

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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)
HARIDAS THAKARSHI	00185487	Managing Director	13,999,680	
HARIN HARIDAS KANA	05136947	Managing Director	2,000,000	
SANJAY NATWARLAL	00002817	Director	2,580	
HITESH BHARATKUMAR	00367482	Director	36	
SHYAMSUNDER RADHAKRISHNAN	07274873	Director	80	
ANURAG SURANA	00006665	Director	300,000	
RANJAN KUMAR MALI	08221989	Director	0	
AVI KERSI SABAVALA	08246256	Director	0	
MAHESH MUKUNDRAI	ACPPT6143C	CFO	0	
LALIT ASHOK KARNE	BRGPK8019R	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)
LALIT ASHOK KARNE	BRGPK8019R	Company Secretar	19/07/2018	Appointment
MAHESH MUKUNDRAI	ACPPT6143C	CFO	27/08/2018	Appointment
RANJAN KUMAR MALI	08221989	Director	06/10/2018	Appointment
AVI KERSI SABAVALA	08246256	Director	06/10/2018	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

3

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	11/08/2018	23	7	91.13
Extra Ordinary General Mee	08/09/2018	23	7	92.63
Extra Ordinary General Mee	16/10/2018	95	6	90.79

B. BOARD MEETINGS

*Number of meetings held

15

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/04/2018	6	5	83.33
2	03/05/2018	6	4	66.67
3	02/07/2018	6	5	83.33
4	19/07/2018	6	5	83.33
5	28/08/2018	6	3	50
6	01/09/2018	6	4	66.67
7	08/09/2018	6	4	66.67

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
8	21/09/2018	6	4	66.67
9	06/10/2018	6	3	50
10	16/10/2018	8	7	87.5
11	31/10/2018	8	8	100
12	05/11/2018	8	6	75

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	03/05/2018	3	2	66.67
2	Audit Committee	21/09/2018	3	3	100
3	Audit Committee	16/10/2018	3	3	100
4	Audit Committee	31/10/2018	3	3	100
5	Audit Committee	26/03/2019	3	3	100
6	Nomination and Remuneration	03/05/2018	3	2	66.67
7	Nomination and Remuneration	19/07/2018	3	2	66.67
8	Nomination and Remuneration	06/10/2018	3	2	66.67
9	Nomination and Remuneration	16/10/2018	3	2	66.67
10	Corporate Social Responsibility	09/02/2019	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 20/09/2019 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	HARIDAS THAKUR	15	15	100	1	1	100	Yes

2	HARIN HARID	15	15	100	5	5	100	Yes
3	SANJAY NAT	15	9	60	9	7	77.78	Yes
4	HITESH BHAF	15	12	80	9	8	88.89	Yes
5	SHYAMSUND	15	12	80	0	0	0	No
6	ANURAG SUF	15	3	20	5	3	60	Yes
7	RANJAN KUM	6	5	83.33	0	0	0	Yes
8	AVI KERSI SA	6	2	33.33	1	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HARIDAS THAKAR	Managing Direct	4,587,100	0	0	0	4,587,100
2	HARIN HARIDAS K	Managing Direct	4,126,576	0	0	0	4,126,576
	Total		8,713,676	0	0	0	8,713,676

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	MAHESH MUKUND	CFO	1,739,919	0	0	0	1,739,919
2	LALIT ASHOK KAR	Company Secre	356,417	0	0	0	356,417
	Total		2,096,336	0	0	0	2,096,336

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHYAMSUNDER R	Director	3,954,878	0	0	0	3,954,878
2	SANJAY NATWARI	Independent Dir	0	0	0	60,000	60,000
3	HITESH BHARATK	Independent Dir	0	0	0	120,000	120,000
4	RANJAN KUMAR M	Independent Dir	0	0	0	100,000	100,000
5	AVI KERSI SABAV	Independent Dir	0	0	0	50,000	50,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		3,954,878	0	0	330,000	4,284,878

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

Devendra Vasant Deshpande

Whether associate or fellow

Associate Fellow

Certificate of practice number

6515

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

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

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

HARIDAS THAKARSHI KANANI
Digitally signed by HARIDAS THAKARSHI KANANI
Date: 2019.12.20 16:38:27 +05'30'

DIN of the director

To be digitally signed by

DEVENDRA VASANT DESHPANDE
Digitally signed by DEVENDRA VASANT DESHPANDE
Date: 2019.12.20 16:38:27 +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

List of attachments

List of Shareholders.pdf
List of Transfer_ Board Meeting details and Neogen_MGT 8.pdf

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

