

# 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]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

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

L99999DL1997PLC090978

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACT4432E

(ii) (a) Name of the company

TCNS CLOTHING CO. LIMITED

(b) Registered office address

119, New Manglapuri, W House  
Mandi Road, Sultanpur, Mehrauli  
New Delhi  
South Delhi  
Delhi  
110026

(c) \*e-mail ID of the company

piyush.asija@tcnsclothing.com

(d) \*Telephone number with STD code

01142193193

(e) Website

www.wforwoman.com

(iii) Date of Incorporation

03/12/1997

(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	Bombay Stock Exchange (A-1)	1
2	National Stock Exchange (A-1024)	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(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

30/09/2022

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

This is a draft MGT-7 placed before holding of AGM as per Companies Act, 2013.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

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

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

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

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	180,000,000	61,612,674	61,612,674	61,612,674
Total amount of equity shares (in Rupees)	360,000,000	123,225,348	123,225,348	123,225,348

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>FULLY PAID UP EQUITY SHARES</b>				
Number of equity shares	180,000,000	61,612,674	61,612,674	61,612,674
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	360,000,000	123,225,348	123,225,348	123,225,348

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000,000	0	0	0
Total amount of preference shares (in rupees)	20,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>PREFERENCE SHARES</b>				
Number of preference shares	20,000,000	0	0	0
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	20,000,000	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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	6	61,522,493	61522499	123,044,998	123,044,998	
<b>Increase during the year</b>	0	90,176	90176	180,350	180,350	27,604,750
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	90,175	90175	180,350	180,350	27,604,750
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify		1	1			
Conversion from Physical to Demat Form						
<b>Decrease during the year</b>	1	0	1	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	1		1			
Conversion from Physical to Demat Form						
<b>At the end of the year</b>	5	61,612,669	61612674	123,225,348	123,225,348	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE778U01029

(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	17/09/2021
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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) \*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
<b>Total</b>			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

8,960,517,904.43

(ii) Net worth of the Company

6,198,650,583.18

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	19,876,757	32.26	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	
	<b>Total</b>	19,876,757	32.26	0	0

**Total number of shareholders (promoters)**

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**(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	8,472,184	13.75	0	
	(ii) Non-resident Indian (NRI)	82,497	0.13	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	10,482,917	17.01	0	
7.	Mutual funds	2,754,259	4.47	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	18,232,714	29.59	0	
10.	Others 1. Alternative Investment fu	1,711,346	2.78	0	
	<b>Total</b>	41,735,917	67.73	0	0

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

16,242

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

16,246

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NALANDA INDIA EQUITY FUND	C/o Room 203A 2nd Floor Moka Bldg			4,320,661	7.01
ELEVATION CAPITAL VENTURE FUND	IIFS Court Bank Street TwentyEight			3,316,180	5.38
STEINBERG INDIA EMERGING MARKET FUND	C/O CIM FUND SERVICES LTD 33 E			1,050,000	1.7
AUBURN LIMITED	Suite 504 5th Floor St James Court			986,390	1.6
CASSINI PARTNERS, L.P.	251 Little Falls Drive Wilmington, D			248,114	0.4
FIRST PRINCIPLES FUND	251 Little Falls Drive New Castle C			139,431	0.23
FIDELITY ADVISOR SEI FUND	245 SUMMER STREET BOSTON MA			121,400	0.2
238 PLAN ASSOCIATES	ONE BROADWAY 9TH FLOOR SUITE			60,103	0.1
AIRAVAT CAPITAL HOLDINGS	c/o GFin Corporate Services Ltd Le			54,395	0.09
DOVETAIL INDIA FUND	4th Floor 19 Bank Street Cybercity			50,000	0.08
BNP PARIBAS TRUST SICAV	20 Collyer Quay 01-01 Singapore C			29,437	0.05
SPDR PORTFOLIO EMERGING MARKETS	STATE STREET FINANCIAL CENTER			24,902	0.04
SPDR S&P EMERGING MARKETS	ONE LINCOLN STREET BOSTON, M.			19,195	0.03

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ARKA INDIA FUND	4th Floor 19 Bank Street Cybercity			15,153	0.02
TEACHERS' RETIREMEN	2815 WEST WASHINGTON STREET			11,992	0.02
NIKKO AM ASIAN SMA	1 QUEENS ROAD CENTRAL CENTR/			10,167	0.02
EMERGING MARKETS	6300 Bee Cave Road Building One			8,176	0.01
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING C			3,918	0.01
CITY OF LOS ANGELES	360 E Second Street Suite 600 Los			2,828	0
BOFA SECURITIES EUR	51 rue La Boetie Paris			2,000	0
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING O			1,674	0
DFA INTERNATIONAL	SUITE 1520 - 1500 WEST GEORGIA			1,570	0
WORLD EX U.S. TARGE	6300 Bee Cave Road Building One			1,568	0
EMERGING MARKETS	6300 Bee Cave Road Building One			1,488	0
DIMENSIONAL WORLE	251 Little Falls Drive New Castle Co			1,173	0

**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	4
Members (other than promoters)	15,210	16,242
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
<b>A. Promoter</b>	1	0	1	1	10.96	15.37
<b>B. Non-Promoter</b>	1	4	1	5	5.85	0
(i) Non-Independent	1	1	1	1	5.85	0

(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	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	2	4	2	6	16.81	15.37

**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)
ONKAR SINGH PASRIC	00032290	Director	6,752,681	
ARVINDER SINGH PASRIC	00032420	Director	9,470,671	
ANANT KUMAR DAGA	07604184	Managing Director	3,605,124	
SANGEETA TALWAR	00062478	Director	0	
NEERU ABROL	01279485	Director	0	
BHASKAR PRAMANIK	00316650	Director	0	
SURESH JAYARAMAN	03033110	Director	0	
NAVEEN WADHERA	02503164	Director	0	
AMIT CHAND	ADBPC1082A	CFO	477,832	
PIYUSH ASIJA	AJPPA6847F	Company Secretar	2,150	

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

5

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)
ARVINDER SINGH PAS +	00032420	Additional director	30/12/2021	Appointment
SURESH JAYARAMAN +	03033110	Additional director	30/12/2021	Appointment
NAVEEN WADHERA	02503164	Additional director	11/02/2022	Appointment
NARESH PATWARI	03319397	Director	11/02/2022	Cessation
ANANT KUMAR DAGA	07604184	Managing Director	07/09/2021	Re-Appointment

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	17/09/2021	15,378	81	41.26

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/06/2021	6	6	100
2	13/08/2021	6	6	100
3	12/11/2021	6	6	100
4	30/12/2021	6	6	100
5	11/02/2022	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

16

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	21/06/2021	4	4	100
2	Audit Committee	13/08/2021	4	4	100
3	Audit Committee	12/11/2021	4	4	100
4	Audit Committee	10/02/2022	3	3	100
5	Nomination and Remuneration	13/08/2021	4	4	100
6	Nomination and Remuneration	12/11/2021	4	4	100
7	Nomination and Remuneration	30/12/2021	4	4	100
8	Nomination and Remuneration	10/02/2022	5	5	100
9	Stakeholder Relationship	21/06/2021	3	3	100
10	Stakeholder Relationship	13/08/2021	3	3	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	
1	ONKAR SINGH	5	5	100	8	8	100	
2	ARVINDER SINGH	1	1	100	0	0	0	
3	ANANT KUMAR	5	5	100	6	6	100	
4	SANGEETA T	5	5	100	0	0	0	
5	NEERU ABROO	5	5	100	16	16	100	
6	BHASKAR PRASAD	5	5	100	12	12	100	
7	SURESH JAY	1	1	100	1	1	100	
8	NAVEEN WALIA	0	0	0	0	0	0	

**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	Anant Kumar Daga	Managing Director	23,315,405	0	0	1,127,316	24,442,721
2	Onkar Singh Pasric	Executive Director	2,798,592	0	0	201,400	2,999,992
	Total		26,113,997	0	0	1,328,716	27,442,713

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	Amit Chand	CFO	11,571,192	0	0	543,240	12,114,432
2	Piyush Asija	Company Secretary	3,910,232	0		168,930	4,079,162
	Total		15,481,424	0	0	712,170	16,193,594

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sangeeta Talwar	Independent and Non-Executive Director	0	0	0	1,275,000	1,275,000
2	Neeru Abrol	Independent and Non-Executive Director	0	0	0	1,500,000	1,500,000
3	Bhaskar Pramanik	Independent and Non-Executive Director	0	0	0	1,200,000	1,200,000
4	Suresh Jayaraman	Independent and Non-Executive Director	0	0	0	175,000	175,000
5	Naresh Patwari	Non Executive Director	0	0	0	0	0
6	Arvinder Singh Pasri	Non Executive Director	0	0	0	0	0
	Total		0	0	0	4,150,000	4,150,000

#### 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

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

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

- 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.
- All the required attachments have been completely and legibly attached to this form.

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

To be digitally signed by

Director

DIN of the director

To be digitally signed by

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 Attachement(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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**