

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

U28100WB2018PLC227923

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAGCN2032G

(ii) (a) Name of the company

NEZONE TUBES (TN) LIMITED

(b) Registered office address

NEZONE HOUSE
19 JATIN DAS ROAD
KOLKATA
Kolkata
West Bengal
700030

(c) *e-mail ID of the company

nezone@nezonesteel.com

(d) *Telephone number with STD code

03335115011

(e) Website

www.nezonegroup.com

(iii) Date of Incorporation

20/09/2018

(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

(b) CIN of the Registrar and Transfer Agent

U20221WB1982PTC034886

Pre-fill

Name of the Registrar and Transfer Agent

MAHESHWARI DATAMATICS PVT LTD.

Registered office address of the Registrar and Transfer Agents

23, R.N. Mukherjee Road
5th Floor

(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

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

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	C	Manufacturing	C7	Metal and metal products	100

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

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

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	5,000,000	3,395,009	3,395,009	3,395,009
Total amount of equity shares (in Rupees)	50,000,000	33,950,090	33,950,090	33,950,090

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	5,000,000	3,395,009	3,395,009	3,395,009
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,000,000	33,950,090	33,950,090	33,950,090

(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)	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			
Equity shares						
At the beginning of the year	0	100,000	100000	1,000,000	1,000,000	

Increase during the year	0	3,395,009	3395009	33,950,090	33,950,090	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	0	3,395,009	3395009	33,950,090	33,950,090	
ALLOTMENT OF SHARES AS PER SCHEME OF						
Decrease during the year	0	100,000	100000	1,000,000	1,000,000	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	0	100,000	100000	1,000,000	1,000,000	
CANCELLATION OF EXISTING SHARES AS PER						
At the end of the year	0	3,395,009	3395009	33,950,090	33,950,090	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

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

ISIN of the equity shares of the company

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

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"/>		
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

Particulars	Number of units	Nominal value per unit	Total value
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

4,140,627,838

(ii) Net worth of the Company

877,340,773

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	635,049	18.71	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	635,049	18.71	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	1,756,907	51.75	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)	1,003,053	29.54	0	
10.	Others	0	0	0	
	Total	2,759,960	81.29	0	0

Total number of shareholders (other than promoters)

53

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

63

**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	7	10
Members (other than promoters)	0	53
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	5	0	5	0	15.84
B. Non-Promoter	0	1	1	2	6.39	0
(i) Non-Independent	0	1	1	0	6.39	0
(ii) Independent	0	0	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	0	6	1	7	6.39	15.84

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

(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)
MADAN LAL BESWAL	00277286	Director	114,039	
MANOJ BESWAL	00269749	Director	154,488	
PRADIP KUMAR AGAR	00170716	Director	143,188	
SUBHASH CHANDRA A	00333370	Director	105,145	
SANWAR MAL AGARW	00357900	Director	20,745	
AKSHIT AGARWALA	06851291	Whole-time directo	216,917	
SUJIT ROY	09093042	Director	0	
SUMANTA KUMAR SAR	09093382	Director	0	

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

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)
AKSHIT AGARWALA	06851291	Whole-time directo	01/01/2021	CHANGE IN DESIGNATION
SUBHASH CHANDRA A	00333370	Director	30/12/2020	CHANGE IN DESIGNATION
SUJIT ROY	09093042	Director	30/03/2021	APPOINTMENT
SUMANTA KUMAR SAR	09093382	Director	30/03/2021	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

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	30/12/2020	7	4	100
EGM	30/03/2021	63	24	53.96

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/06/2020	6	3	50
2	26/09/2020	6	6	100
3	07/12/2020	6	4	66.67
4	20/01/2021	6	5	83.33
5	01/02/2021	6	4	66.67
6	01/03/2021	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

2

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 COMM	31/03/2021	3	3	100
2	REMUNERAT	31/03/2021	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	MADAN LAL B	6	6	100	0	0	0	Yes

2	MANOJ BESW	6	6	100	2	2	100	Yes
3	PRADIP KUMA	6	6	100	0	0	0	Yes
4	SUBHASH CH	6	2	33.33	0	0	0	Yes
5	SANWAR MAL	6	2	33.33	0	0	0	No
6	AKSHIT AGAR	6	5	83.33	0	0	0	Yes
7	SUJIT ROY	0	0	0	2	2	100	Yes
8	SUMANTA KU	0	0	0	2	2	100	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AKSHIT AGARWAL	WHOLE TIME D	3,061,800	0	0	0	3,061,800
	Total		3,061,800	0	0	0	3,061,800

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
1							0
	Total						

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

SAHADEB RATH

Whether associate or fellow

 Associate Fellow

Certificate of practice number

3452

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.

DeclarationI 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

MANOJ BESWAL
Digitally signed by
MANOJ BESWAL
Date: 2022.02.12
15:22:34 +05'30'

DIN of the director

00269749

To be digitally signed by

SAHADE B RATH
Digitally signed by
SAHADEB RATH
Date: 2022.02.12
16:17:03 +05'30'

Company Secretary

Company secretary in practice

Membership number

13298

Certificate of practice number

3452

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

Approval letter for extention of AGM.pdf
TN SHARE HOLDER LIST 31STMARCH2
mgt8 nezone TN 2021.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

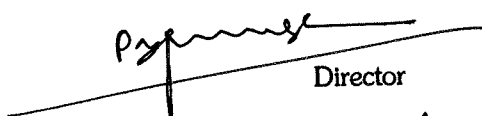


List of Members as on 31/03/2021

Sl	Folio/Client ID	Name of the Shareholder	Securities	% to Total Shares
1	'1201090012036379	AKSHAY AGARWAL .	69075	2.03
2	'1201090013980137	AKSHIT AGARWALA	3028	0.09
	'1205710000004313		213889	6.30
3	'1201090003109631	AMIT AGARWAL	76390	2.25
4	'1201090003108034	AMIT AGARWAL HUF .	2250	0.07
5	'1205710000004328	ANITA AGARWALA	19397	0.57
6	'1201090005644321	APURV AGARWAL	82150	2.42
7	'1201090003443211	ASHOK KUMAR AGARWALA .	9045	0.27
8	'1201090012542811	AWANTIKA IMPEX LTD	182375	5.37
	'1205710000004518		52700	1.55
9	'1205710000004503	BAJRANG LAL AGARWALA & SONS (HUF)	9758	0.29
10	'1205710000004410	BAXIRAM AGARWALA & SONS (HUF)	5063	0.15
11	'1205710000004522	BHAGWATI DEVI AGARWALA	55625	1.64
12	'1205710000004366	BICHITRA AGARWALA	8675	0.26
13	'1205710000004370	BOBBY AGARWAL	62500	1.84
14	'1205710000004537	FRIGID VYAPAAR PVT. LTD	121150	3.57
15	'1205710000004541	JENKO BUSINESS PVT. LTD	297247	8.76
16	'1201090012023891	KABITA AGARWALA .	68117	2.01
17	'1201090003108321	LAKSHMI DEVI AGARWAL	18653	0.55
18	'1205710000004269	MADAN LAL BESWAL	114039	3.36
19	'1201910300724308	MADAN LAL BESWALA & SONS . .	36000	1.06
20	'1205710000004273	MAHABIR PRASAD AGARWALA	10000	0.29
21	'1205710000004332	MAHABIR PRASAD AGARWALA & SONS (HUF)	15000	0.44
22	'1201090012030869	MAHABIR PRASAD AGARWALA & SONS HUF .	103863	3.06
23	'1201090012025130	MAHABIR PRASAD AGARWALA .	21600	0.64
24	'1205710000004431	MAKHANLAL AGARWALA	12488	0.37
25	'1302340000057593	MAKHANLAL AGARWALA & SONS.(HUF	5625	0.17
26	'1205710000004309	MAMTA AGARWALA	25000	0.74
	'1201090012023887		131519	3.87
27	'1205710000004254	MANISH AGARWALA	218275	6.43
28	'1201910300733802	MANISH AGARWALA AND SONS HUF . .	1575	0.05
29	'1205710000004235	MANOJ BESWAL	154488	4.55
30	'1201090012030873	NARAYAN AGARWALA & SONS HUF .	16875	0.50
31	'1201090011949769	NARAYAN AGARWALA .	16491	0.49
32	'1201090016840481	NEHA AGARWALA	5175	0.15
33	'1205710000004463	PRACHI AGARWALA	16250	0.48

Sl	Folio/Client ID	Name of the Shareholder	Securities	% to Total Shares
34	'1205710000004241	PRADIP KUMAR AGARWAL	143188	4.22
35	'1205710000002242	PRADIP KUMAR AGARWAL (HUF)	15	0.00
36	'1201090005644315	PRAGYA AGARWAL	75000	2.21
37	'1205710000004444	PREMCHAND AGARWALA	12850	0.38
38	'1201090003108389	PRIYANKA AGARWAL	32326	0.95
39	'1201090012542839	PUJA VANIJYA VINIYOG LTD	93083	2.74
40	'1201090012552110	PULKIT AGARWAL .	8865	0.26
41	'1205710000004385	PUNEET AGARWAL	4050	0.12
42	'1205710000004351	RADHESHYAM AGARWALA	42100	1.24
43	'1205710000004425	RADHESHYAM AGARWALA & SONS	2813	0.08
44	'1205710000004459	RANJIT KUMAR AGARWALA	12350	0.36
45	'1205710000004288	RITU BESWAL	31575	0.93
46	'1205710000004478	ROSHNI AGARWALA	50000	1.47
47	'1205710000004391	SAMIR AGARWAL	3000	0.09
48	'1205710000004220	SANGITA AGARWAL	88250	2.60
49	'1201090003108374	SANWAR MAL AGARWALA	20745	0.61
50	'1201090004506133	SANWARMAL AMIT KUMAR .	25840	0.76
51	'1205710000004497	SHANKAR LAL AGARWALA & SONS	38269	1.13
52	'1205710000004406	SHEKHAR AGARWAL	9475	0.28
53	'1205710000004556	SHRISTI NIWAS PVT. LTD	52851	1.56
54	'1201090007154560	SOFTECH INDIA PRIVATE LIMITED	197500	5.82
55	'1201090006291701	SRIKANT AGARWAL .	2250	0.07
56	'1201090006275409	SUBHASH CHANDRA AGARWALA .	105145	3.10
57	'1201090006301626	SUBHASH CHANDRA AGARWALA AND SON HUF .	25831	0.76
58	'1205710000004482	SUMAN BUDHIA	6188	0.18
59	'1205710000004347	SUMITRA DEVI AGARWALA	6750	0.20
60	'1201090003443775	SUNITA AGARWALA	10575	0.31
61	'1201130000896582	SURUCHI BAJAJ	3600	0.11
62	'1205710000004292	SUSHILA BESWALA	23028	0.68
63	'1201090005317527	VERTEX COMMERCE PRIVATE LIMITED	6147	0.18
		TOTAL	3395009	100.00

For, Nezone Tubes (TN) Ltd.


Director
Pradip Kumar Agarwal
DIN No. 00190716
CIN : U28100WB2018PLC227923

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11 (2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of NEZONE TUBES (TN) LIMITED CIN U28100WB2018PLC227923 (the Company) of NEZONE House, 19 Jatin Das Road, Kolkata-700029 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with 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.
As informed, There is no closure of registers during the Financial Year.



6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:- *As explained to me , the Company has not advanced any loan or advances to its directors or firm or other companies referred in section 185 of the Companies Act,2013 during the financial year .*

7. contracts/arrangements with related parties as specified in section 188 of the Act: *As explained to me all related party transactions entered into during Financial Year were on arm's length basis and also in the ordinary course of business and disclosed in Financial Statements.*

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:-

During the year under review the entire 1,00,000 equity shares of the Company held by its holding Company M/s. Nezone Tubes Ltd were cancelled and 33,95,009 new equity shares of Rs 10/- each fully paid up of the Company were allotted on 1st February 2021 to the members of its holding Company M/s. Nezone Tubes Ltd in consideration of demerger, transfer and vesting of manufacturing Division-Ranipet of the Holding Company Nezone Tubes Ltd to the Company pursuant to the Scheme of Arrangement (Demerger) vide Petition C.P(CAA) NO 1000/KB/2020 connected with Company Application C.A(CAA) NO. 126/KB/2020 jointly filed by the Company and its holding Company M/s. Nezone Tubes Limited before The Hon'ble National Company Law Tribunal, Kolkata Bench, (NCLT) as sanctioned by The Hon'ble NCLT vide its order dated 05/01/2021 and filed with Ministry of Corporate Affairs, Registrar of Companies, West Bengal on 31/01/2021.

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:-

There are no such transaction necessitating the company to keep in abeyance the rights in respect of the above.

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.

The company has not declared and paid any dividend during the financial year but distributed the final dividend for the financial year 2019-20 declared by its holding company to the shareholders as per Scheme of Arrangement (Demerger) vide Petition C.P(CAA) NO 1000/KB/2020 approved by The Hon'ble NCLT vide its order dated 05/01/2021 and there is no amount lying with the company for transfer to Investor Education and Protection Fund.



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; -

The financial statement is signed by two directors (including Whole-time Director) of the company.

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and remuneration paid to them; :

Appointment of Directors and KMP and applicable Disclosures of the Directors, Key Managerial Personnel and remuneration paid to them during the financial year have been duly made.

13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;

M/s BOB & Associates, Chartered Accountants(FRN No.008609S) were duly appointed by the members in the Extra Ordinary General Meeting of the Company held on 30th March 2021 as Statutory Auditors of the Company for the Financial Year 2020-21 to fill the casual vacancy caused by the resignation of existing Auditor M/s N. Agarwala & Associates and to hold the office until the conclusion of ensuing Annual General Meeting.

14. approval required to be taken from the Central Governments, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

As informed to me the Company has obtained necessary approvals from respective authorities as may be required in connection with giving effect to the Scheme of Arrangement (Demerger) sanctioned during the financial year.

15. acceptance/renewal/repayment of deposits:-

As informed to me the Company has not accepted any deposit from public during the financial year.

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

As explained to me the company has unsecured borrowing from directors and other Bodies corporate within the prescribed limit and no Charge was created, modified and satisfied during the financial year.



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;

As explained to me, during the Year the Company has not made any loans or guarantees within the meaning of section 186 of the Act.

18. alteration of the provisions of the memorandum and/or articles of association of the Company;

The Company has not altered memorandum and articles of association during the Financial Year.

Place: Kolkata

Date: 31/01/2022



For S. Rath & Company

Signature:

Proprietor

Name of PCS: SAHADEB RATH

C.P. No. : 3452

Membership No.:13298

UDIN- A013298C002357299