

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

U74899KA1978PTC142872

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACI2995R

(ii) (a) Name of the company

NAARI PHARMA PRIVATE LIMIT

(b) Registered office address

Plot No.30, Galaxy, 1st Main Road
JP Nagar, Third Phase
Bangalore
Bangalore
Karnataka
560078

(c) *e-mail ID of the company

secretarial@tenshi.co.in

(d) *Telephone number with STD code

08046570300

(e) Website

(iii) Date of Incorporation

23/02/1978

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TENSHI LIFE SCIENCES PRIVATE	U74110TN2016PTC126537	Holding	60
2	Naari Pte. Limited, Singapore		Subsidiary	99.57
3	Naari USA Inc		Subsidiary	99.56
4	Naari BV, Netherlands		Subsidiary	99.56
5	Naari UA Pte Limited, Singapore		Subsidiary	69.69
6	SOP Pharma LLC		Subsidiary	37.61
7	Naari Esta Pte. Limited Singapore		Subsidiary	64.71

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	2,500,000	694,307	694,307	694,307
Total amount of equity shares (in Rupees)	25,000,000	6,943,070	6,943,070	6,943,070

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	2,500,000	694,307	694,307	694,307
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	25,000,000	6,943,070	6,943,070	6,943,070

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	8,433,160	206,700	194,203	194,203
Total amount of preference shares (in rupees)	843,316,000	20,670,000	19,420,300	19,420,300

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Compulsorily Convertible Preference Shares				
Number of preference shares	8,333,160	165,395	165,395	165,395
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	833,316,000	16,539,500	16,539,500	16,539,500
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Optionally Convertible Redeemable Preference Sha				
Number of preference shares	100,000	41,305	28,808	28,808
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	10,000,000	4,130,500	2,880,800	2,880,800

(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	277,714	416,593	694307	6,943,070	6,874,588	
Increase during the year	0	0	0	0	68,482	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	68,482	
De-mat of shares and Receipt of call money						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
De-mat of shares						
At the end of the year	277,714	416,593	694307	6,943,070	6,943,070	
Preference shares						

At the beginning of the year	33,081	132,314	165395	16,539,500	16,539,500	
Increase during the year	28,808	0	28808	2,880,800	2,880,800	0
i. Issues of shares	28,808	0	28808	2,880,800	2,880,800	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
De-mat of physical shares						
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				0	0	
De-mat of physical shares						
At the end of the year	61,889	132,314	194203	19,420,300	19,420,300	

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" value="29/11/2021"/>
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Date of registration of transfer (Date Month Year)	<input type="text" value="22/02/2022"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="75,000"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="18"/>
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Transferor's Name	<input type="text" value="Kochhar"/>	<input type="text"/>	<input type="text" value="Mr. Rajpal Singh"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="24"/>
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Transferee's Name	<input type="text" value="Kochhar"/>	<input type="text"/>	<input type="text" value="Mr.Prithipal Singh"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="22/02/2022"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input type="text" value="75,000"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor		18	
Transferor's Name	Kochhar		Mr. Rajpal Singh
	Surname	middle name	first name
Ledger Folio of Transferee		25	
Transferee's Name	Kochhar		Mr. Inderpal Singh
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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

1,053,799,489

(ii) Net worth of the Company

1,585,445,968.24

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	100,000	14.4	2,065	1.06
	(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)	416,593	60	10,326	5.32
10.	Others	0	0	0	0
	Total	516,593	74.4	12,391	6.38

Total number of shareholders (promoters)

2

(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	150,000	21.6	929	0.48
	(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)	27,704	3.99	8,260	4.25
10.	Others Private Equity Trust	10	0	172,623	88.89
	Total	177,714	25.59	181,812	93.62

Total number of shareholders (other than promoters)

5

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

7

**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	2	2
Members (other than promoters)	3	5
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	1	0	1	0	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	3	0	3	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	0	1	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	2	0	2	0	0
Total	1	3	1	3	0	0

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)
Prithipal Singh Kochhar	01052194	Whole-time director	75,000	
Chandrappa Seetharam	07405773	Nominee director	0	
Hermann Josef Peter	06710258	Nominee director	0	
Deepak Komaregowda	03298261	Nominee 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)

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
Extraordinary General Meet	21/04/2021	5	3	60
Annual General Meeting	29/11/2021	5	5	100
Extraordinary General Meet	30/12/2021	5	4	80
Extraordinary General Meet	10/03/2022	5	4	80

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2021	4	4	100
2	21/04/2021	4	4	100
3	09/06/2021	4	3	75
4	22/06/2021	4	4	100
5	05/07/2021	4	3	75
6	22/09/2021	4	4	100
7	29/11/2021	4	4	100
8	21/12/2021	4	4	100
9	30/12/2021	4	4	100
10	10/03/2022	4	4	100
11	21/03/2022	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

5

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	24/05/2021	3	3	100
2	Audit Committee	05/07/2021	3	3	100
3	Audit Committee	22/09/2021	3	3	100
4	Audit Committee	29/11/2021	3	3	100
5	Audit Committee	10/03/2022	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	30/09/2022
								(Y/N/NA)
1	Prithipal Singh	11	11	100	5	5	100	Yes
2	Chandrappa S	11	11	100	5	5	100	Yes
3	Hermann Jose	11	9	81.82	0	0	0	No
4	Deepak Koma	11	11	100	5	5	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	Prithipal Singh Koch	Whole Time Dire	4,920,000	0	0	0	4,920,000
	Total		4,920,000	0	0	0	4,920,000

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

Vijayalakshmi K

Whether associate or fellow

Associate Fellow

Certificate of practice number

12066

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

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

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

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

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

To be digitally signed by

Director

CHANDRAPPA
SEETHARAMAI
AH
Digitally signed by
CHANDRAPPA
SEETHARAMAIAH
Date: 2022.12.08
12:32:37 +05'30'

DIN of the director

To be digitally signed by

VIJAYALAKSHM
KRISHNAMURT
HY
2022.12.08
13:37:59 +05'30'
2022.003.20282

- 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

Shareholding pattern as on 31-Mar-2022.p
Naari-MGT 8-FY 22-signed.pdf
Naari-UDIN-For MGT 7 certification.pdf
Naari-Benpos.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

