

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

U24110MH1993PLC070713

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCI4568D

(ii) (a) Name of the company

INDOFIL INDUSTRIES LIMITED

(b) Registered office address

KALPATARU SQUARE, 4TH FLOOR,
OFF ANDHERI KURLA ROAD, ANDHERI (EAST)
MUMBAI
Maharashtra
400059

(c) *e-mail ID of the company

jgada@indofil.com

(d) *Telephone number with STD code

02266637373

(e) Website

www.indofil.com

(iii) Date of Incorporation

09/02/1993

(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

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(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	A	Agriculture, forestry, fishing	A4	Support activities to agriculture and Other Activities including hunting	82
2	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	18

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	GOOD INVESTMENTS(INDIA)LT	U65993DL1979PLC010060	Subsidiary	100
2	QUICK INVESTMENT (INDIA) LT	U65993DL1979PLC010018	Subsidiary	100
3	Indofil Bangladesh Industries F		Subsidiary	100
4	Indofil Costa Rica		Subsidiary	100
5	Indofil Industries (Netherlands		Subsidiary	100
6	Indofil Industries (Internationa		Subsidiary	100

7	Indofil Industries DO Brasil LTD		Subsidiary	100
8	Indofil Philippines Inc.		Subsidiary	100
9	Agrowin Bioscience s.r.l.		Subsidiary	80
10	INDO BAIJIN CHEMICALS PRIVA	U24233GJ2011PTC065293	Joint Venture	100
11	INDO REAGENS POLYMER ADC	U24304MH2018PTC318641	Joint Venture	5
12	PT Industries Indonesia		Subsidiary	100

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	44,000,000	22,958,222	22,958,222	22,958,222
Total amount of equity shares (in Rupees)	440,000,000	229,582,220	213,511,466	213,511,466

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
equity				
Number of equity shares	44,000,000	22,958,222	22,958,222	22,958,222
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	440,000,000	229,582,220	213,511,466	213,511,466

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	600,000	600,000	0	0
Total amount of preference shares (in rupees)	60,000,000	60,000,000	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
6% non-cumulative redeemable				
Number of preference shares	600,000	600,000	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	60,000,000	60,000,000	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	1,633,485	21,324,737	22958222	213,511,466	213,511,466	
Increase during the year	0	109,612	109612	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	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		109,612	109612			
Dematerialization of shares						
Decrease during the year	109,612	0	109612	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	109,612	0	109612			
Rematerialization of shares						
At the end of the year	1,523,873	21,434,349	22958222	213,511,466	213,511,466	
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

INE071101016

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

Ledger Folio of Transferee	<input type="text"/>
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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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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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
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	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

28,373,600,000

(ii) Net worth of the Company

17,312,300,000

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	502,050	2.19	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)	12,918,170	56.27	0	
10.	Others trust	846,755	3.69	0	
	Total	14,266,975	62.15	0	0

Total number of shareholders (promoters)

18

(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	1,071,581	4.67	0	
	(ii) Non-resident Indian (NRI)	111,678	0.49	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	2,169,956	9.45	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	296,557	1.29	0	
4.	Banks	261	0	0	
5.	Financial institutions	525	0	0	
6.	Foreign institutional investors	2,135,822	9.3	0	
7.	Mutual funds	450	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,279,575	5.57	0	
10.	Others IEPF and small shareholders	1,624,842	7.08	0	
	Total	8,691,247	37.85	0	0

Total number of shareholders (other than promoters)

7,081

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

7,099

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

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
APMS Investment Fund	33,Edith Cavell street,Port Louis M	29/11/2005	MU	1,635,822	7.13
Cresta Fund Ltd	Les Cascades,Edith Cavell street,Po	31/10/2007	MU	500,000	2.17

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	18	18
Members (other than promoters)	7,002	7,081
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	2	2	2	1.98	0.11
B. Non-Promoter	1	4	1	2	0	0.05
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	2	0	0.05
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	7	3	5	1.98	0.16

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)
JAYNI PRAVIN GADA	BYDPG2615M	Company Secretar	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
LAKSHMINARAYANAN	02808698	Director	0	
BINA MODI	00048606	Managing Director	455,957	
MAYUR MAHESHWAR	08882590	Nominee director	0	
LAKSHMINARASIMHA	07467414	Director	0	
SAMIR KUMAAR MODI	00029554	Director	25,765	
CHARU MODI	00029625	Whole-time director	0	
MAHENDRA NARANJI	00268818	Director	11,417	
ALIYA MODI	07472942	Director	0	
NARAYAN RAMALINGU	AGHPR2469K	CFO	0	13/05/2023

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

6

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)
Devang Mehta	AFIPM2204B	Company Secretary	04/06/2022	cessation due to retirement
Manju Anand	ACVPN8727G	Company Secretary	30/06/2022	appointment
Manju Anand	ACVPN8727G	Company Secretary	20/01/2022	cessation due to resignation
SUNIL KUMAR ALAGH	00103320	Director	22/06/2022	cessation due to resignation
SANJAY BUCH RAMAKRISHNAN	00391436	Director	21/06/2022	cessation due to resignation
NARAYAN RAMALINGU	AGHPR2469K	CFO	27/10/2022	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	27/09/2022	7,099	43	79

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/06/2022	8	8	100
2	29/08/2022	8	5	62.5
3	29/11/2022	8	5	62.5
4	03/02/2023	8	4	50

C. COMMITTEE MEETINGS

Number of meetings held

12

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	30/06/2022	3	3	100
2	Audit Committee	29/08/2022	3	3	100
3	Audit Committee	28/11/2022	3	3	100
4	Audit Committee	30/03/2023	3	3	100
5	Corporate Social Responsibility	29/08/2022	3	2	66.67
6	Corporate Social Responsibility	30/03/2023	3	2	66.67
7	Nomination and Remuneration	30/06/2022	3	3	100
8	Nomination and Remuneration	29/08/2022	3	3	100
9	Nomination and Remuneration	29/11/2022	3	3	100
10	SHAREHOLDERS	30/03/2023	1	1	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 27/09/2023 (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	LAKSHMINARAYAN	4	4	100	10	10	100	Yes
2	BINA MODI	4	4	100	9	9	100	Yes
3	MAYUR MAHESHWARI	4	1	25	10	0	0	No
4	LAKSHMINARAYAN	4	4	100	11	11	100	Yes
5	SAMIR KUMAR	4	4	100	1	1	100	Yes
6	CHARU MODI	4	1	25	0	0	0	No
7	MAHENDRA NATH	4	1	25	0	0	0	Yes
8	ALIYA MODI	4	3	75	0	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BINA MODI	CHAIRPERSON	72,000,000	58,227,436	0	23,127,566	153,355,002
2	CHARU MODI	EXECUTIVE DIRECTOR	48,600,000	86,444,952	0	18,310,050	153,355,002
3	ATCHUTUNI RAO	WHOLE TIME DIRECTOR	10,088,276	0	0	1,544,254	11,632,530
	Total		130,688,276	144,672,388	0	42,981,870	318,342,534

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NARAYAN RAMALINGAM	CFO	2,254,527	0	0	0	2,254,527
2	DEVANG MEHTA	COMPANY SECRETARY	3,363,996	0	0	0	3,363,996
3	MANJU ANAND	COMPANY SECRETARY	3,417,830	0	0	0	3,417,830
	Total		9,036,353	0	0	0	9,036,353

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr M N Thakkar	Independent Director	0	2,500,000	0	1,075,000	3,575,000
2	Mr Lakshminarayan	Independent Director	0	2,500,000	0	1,225,000	3,725,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Mr.Mayur Maheshw	Nominee Director	0	2,500,000	0	100,000	2,600,000
4	Ms. Aliya Modi	Non-executive Director	0	2,500,000	0	100,000	2,600,000
5	Mr. Samir Modi	Non-executive Director	0	2,500,000	0	100,000	2,600,000
6	Mr. Sunil Kumar Al	Independent Director	0	2,500,000	0	0	2,500,000
7	Mr. Sanjay Buch	Independent Director	0	2,500,000	0	0	2,500,000
	Total		0	17,500,000	0	2,600,000	20,100,000

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

REFER TO FORM MGT 8

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

BHUMIKA SIDHPURA

Whether associate or fellow

Associate Fellow

Certificate of practice number

19635

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

Digitally signed by
ATCHUTUNI
LAKSHMINAR
ASIMHA RAO
Date: 2023.11.26
11:23:02 +05'30'

DIN of the director

07467414

To be digitally signed by

Digitally signed by
JAYNI
PRAVIN
GADA
Date: 2023.11.26
11:36:23 +05'30'

Company Secretary

Company secretary in practice

Membership number

69469

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

Attach
Attach
Attach
Attach

List of attachments

listofmem.pdf
listoftrf.pdf
signedmgt8.pdf
MGT 7 - ISIN Attachment_signed.pdf
MGT 7 - Committe Meeting Attachment_si

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