

# 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

U45201KA2007PTC044522

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCJ9912C

(ii) (a) Name of the company

JANAADHAR (INDIA) PRIVATE L

(b) Registered office address

Hotel Conrad, 1st Floor,  
25\3 Kensington Road, Ulsoor,  
Bangalore  
Bangalore  
Karnataka  
560008

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

girija.n@janafoundation.org

(d) \* Telephone number with STD code

08022144360

(e) Website

www.janaadhar.com

(iii) Date of Incorporation

29/11/2007

(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

(f) Specify the reasons for not holding the same

This form is a draft form prepared to upload on website of company, as the weblink of annual return needs to be disclosed in board's report. Upon conclusion of ensuing AGM, form with complete details will be filed

## 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	L	Real Estate	L1	Real estate activities with own or leased property	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	JANA URBAN FOUNDATION	U65929KA2006NPL039843	Holding	50.27

## 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	3,615,000	2,374,877	2,374,877	2,374,877
Total amount of equity shares (in Rupees)	36,150,000	23,748,770	23,748,770	23,748,770

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	3,615,000	2,374,877	2,374,877	2,374,877
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	36,150,000	23,748,770	23,748,770	23,748,770

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,470,000	2,750,000	2,750,000	2,750,000
Total amount of preference shares (in rupees)	286,700,000	275,000,000	275,000,000	275,000,000

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Class 'A' Compulsorily Convertible Preference Share				
Number of preference shares	670,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	6,700,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Class 'B' Compulsorily Convertible Preference Share				
Number of preference shares	2,800,000	2,750,000	2,750,000	2,750,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	280,000,000	275,000,000	275,000,000	275,000,000

**(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	Physical	DEMAT	Total			
At the beginning of the year	1,005,468	1,369,409	2374877	23,748,770	23,748,770	
Increase during the year	0	0	0	0	0	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 nil				0	0	
<b>Decrease during the year</b>	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 Nil				0	0	
<b>At the end of the year</b>	1,005,468	1,369,409	2374877	23,748,770	23,748,770	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	2,750,000	0	2750000	275,000,000	275,000,000	
<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 Nil				0	0	
<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				0	0	
nil						
At the end of the year	2,750,000	0	2750000	275,000,000	275,000,000	

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
<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	30,000,000	0	30,000,000	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

154,935,000

### (ii) Net worth of the Company

308,649,000

## 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	29,687	1.25	0	0
	(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)	1,463,044	61.61	0	0
10.	Others	0	0	0	0
	<b>Total</b>	1,492,731	62.86	0	0

**Total number of shareholders (promoters)**

3

**(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	310,421	13.07	250,000	9.09
	(ii) Non-resident Indian (NRI)	204,826	8.62	250,000	9.09
	(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	Foreign Company, Trust	366,899	15.45	2,250,000	81.82
	<b>Total</b>		882,146	37.14	2,750,000	100

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

8

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

11

**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	3	3
Members (other than promoters)	8	8
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	0	1.25	0
<b>B. Non-Promoter</b>	1	5	0	6	0	0
(i) Non-Independent	1	2	0	3	0	0
(ii) Independent	0	3	0	3	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
<b>Total</b>	2	5	1	6	1.25	0

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

8

**(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)
SAROSH JEHANGIR G	00031237	Director	0	
MUTHUSWAMI LAKSH	00064750	Director	0	
ALURI RAO SRINIVAS/	00147058	Director	0	
RAMESH RAMANATHA/	00163276	Director	0	
RAGHUNATH SRINIVA	00352754	Director	0	
SANDEEP BEDI	00450598	Director	29,687	
VENKAT RAMANI SAS	01049125	Director	0	
NANJUNDAREDDY GIF	ANDPG9134B	Company Secretar	0	

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

2

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)
SANDEEP BEDI	00450598	Director	30/09/2021	Change in designation from Additiona
RAGHUNATH SRINIVA	00352754	Director	30/09/2021	Change in designation from Executiv

**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

2

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	30/09/2021	11	3	62.86
Extra - Ordinary General Me	27/01/2022	11	3	62.86

**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	29/06/2021	7	3	42.86
2	09/09/2021	7	7	100
3	04/01/2022	7	7	100
4	21/03/2022	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

0

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					

### 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	
								(Y/N/NA)
1	SAROSH JEH	4	3	75	0	0	0	
2	MUTHUSWAM	4	3	75	0	0	0	
3	ALURI RAO S	4	3	75	0	0	0	
4	RAMESH RAM	4	4	100	0	0	0	
5	RAGHUNATH	4	4	100	0	0	0	
6	SANDEEP BE	4	4	100	0	0	0	
7	VENKAT RAM	4	3	75	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

0

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

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sandeep Bedi	Chief Executive	8,368,872	0	0	0	8,368,872
	Total		8,368,872	0	0	0	8,368,872

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sarosh Jehangir Gh	Independent Dir	0	0	0	45,000	45,000
2	Muthuswamy Laksh	Independent Dir	0	0	0	45,000	45,000
3	Aluri Rao Srinivasa	Independent Dir	0	0	0	45,000	45,000
	Total		0	0	0	135,000	135,000

## 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

Nagendra D Rao

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7731

**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. ...

07

dated

16/05/2022

(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

DIN of the director

00450598

**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 Attachment(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

List of shareholders.pdf  
Draft form MGT-8.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**



**JANAADHAR (INDIA) PRIVATE LIMITED**

**A. List of Equity Shareholders of the Company as on 31<sup>st</sup> March 2022:-**

Sl no.	Name of the Shareholder	Address of Shareholder	Number of shares held	Nominal value	Percentage of shares held
1	Jana Urban Foundation	No. 19/4, "Sair Bhag" Building, Cunningham Road, Bangalore - 560052	11,93,844	1,19,38,440	50.27%
2	Sterling Developers Pvt. Ltd	5, Prestge Nebula, #8, Cubbon Road, Bangalore - 560 001	2,69,200	26,92,000	11.34%
3	Tree Line Asia Master Fund (Singapore) Pte. Ltd.	135 Amoy Street, #02-01, Far East Square, Singapore 049964	2,92,609	29,26,090	12.32%
4	Vallabh Bhanshali	12, Laxmi Vilas, 87, Nepean Sea Road, Mumbai - 400 006	1,46,304	14,63,040	6.16%
5	Vikram Gandhi	Flat 19B, Bel Mount Gardens, 15 Arbuthot Road, Central, Hong Kong	1,46,304	14,63,040	6.16%
6	Srivatsa Kumar Krishna Kishore	8 Dover Rise, 12- 04, Singapore 138 679	29,261	2,92,610	1.23%
7	Narayan Ramachandran	D 51 Sobha Ivory II, 7/1, St.Johns Road, Ulsoor, Bangalore - 560 042	1,46,304	14,63,040	6.16%
8	Badrinarayan Pulinja	135 Amoy Street, #02-01, Far East Square, Singapore 049964	29,261	2,92,610	1.23%
9	Sandeep Bedi	Casa Celesta, Farm No. 14, 8 Avenue, Bandh Road, Gadai Pur, Bandh Road, New Delhi-110030	29,687	2,96,870	1.25%
10	Chander Bhushan Dutta	R/o F-44, Bali Nagar, New Delhi-110015	17,813	1,78,130	0.75%
11	Janaadhar India ESOP Trust	No. 4, Pranava Lake View, 1st Floor, Meanee Avenue	74,290	7,42,900	3.13%

**Janaadhar (India) Private Limited**

Hotel Conrad Level 2, 25/3 Kensington Road Ulsoor Bengaluru -560008

Ph: 080 22144360 | [www.janaadhar.com](http://www.janaadhar.com) | CIN-U45201KA2007PTC044522 | Email id: [Girija.n@janafoundation.org](mailto:Girija.n@janafoundation.org)



		Road, Old Tank Road, Ulsoor, Bangalore-560042			
<b>Total</b>			<b>23,74,877</b>	<b>23,74,87,770</b>	<b>100</b>

**B. List of Class B Compulsorily Convertible Preference Shareholders of the Company as on 31<sup>st</sup> March 2022:**

Sl no.	Name of the Shareholder	Address of Shareholder	Number of shares held	Nominal value	Percentage of shares held
1	Tree Line Asia Master Fund (Singapore) Pte. Ltd.	135 Amoy Street, #02-01, Far East Square, Singapore 049964	22,50,000	22,50,00,000	81.82
2	Vikram Gandhi	Flat 19B, Bel Mount Gardens, 15 Arbuthot Road, Central, Hong Kong	2,50,000	2,50,00,000	9.09
3	Narayan Ramachandran	D 51 Sobha Ivory II, 7/1, St. Johns Road, Ulsoor, Bangalore - 560 042	2,50,000	2,50,00,000	9.09
<b>Total</b>			<b>27,50,000</b>	<b>27,50,00,000</b>	<b>100</b>

**For and on behalf of Board of Directors**

**Janaadhar (India) Private Limited**

**Sd/-  
Girija N  
Company Secretary  
Membership No. A41330**

**Janaadhar (India) Private Limited**

Hotel Conrad Level 2, 25/3 Kensington Road Ulsoor Bengaluru -560008

Ph: 080 22144360 | [www.janaadhar.com](http://www.janaadhar.com) | CIN-U45201KA2007PTC044522 | Email id:  
[Girija.n@janafoundation.org](mailto:Girija.n@janafoundation.org)



**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 M/s. Janaadhar (India) Private Limited (the Company) bearing CIN: U45201KA2007PTC044522, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on March 31, 2022. 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. The Company has maintained registers/records & made entries therein within the time prescribed there for;
  3. The Company has filed 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. The Company has called and held the meetings of Board of Directors ~~and its committees~~ 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 have been properly recorded in the Minutes Book / registers maintained for the purpose and the same have been signed. The details of Number of Board Meetings, Circular Resolutions and Members Meeting held during the financial year ended March 31, 2022 are annexed as **Annexure I**;
  5. The Company was not required to close the Register of Members and Share transfer Register during the period.
  6. The Company has given Loans to its subsidiary, Janaadhar South1 Projects LLP. Except to the extent stated above, the Company has not advanced or given loans to its directors and/or persons or firms or companies as specified in section 185 of the Companies Act, 2013 and the company is in compliance with the provisions of the section 185 of the Act;
  7. The Company has entered in to contracts/arrangements with related parties as specified in section 188 of the Act during the year under review. As per the information and explanations provided, the transactions entered into with the related parties during the

year were in the ordinary course of business and at arm's length basis.

8. The Company has not issued / allotted Equity shares / Preference Shares during the year under review. Except redemption of Debentures, there were no transmission/ Transfer / buyback of securities / redemption of preference shares or reduction of share capital / conversion of shares / securities. Further, the Company has issued certificates in all instances
9. There were no instances on 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.
10. The Company has not declared / Paid Dividend during the year under review. Further the Company was not required to transfer any unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. The audited financial statements signed as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. The Board of Directors of the Company is duly constituted. During the financial year under there were no changes have been taken place in composition of Board of Directors of the Company. However, during the year Mr. Raghunath Srinivasan's designation has been changed from Executive Director to Non-executive Director on September 30, 2021 and Mr. Sandeep Bedi's designation has been changed from Additional Director to Director on September 30, 2021. Further, the Company has complied with all the provisions of the Act relating to appointment, re-appointment, ~~retirement of the Directors~~ and there were no Casual vacancies in the Board of Directors during the period under review.

The Composition of the Board of Directors of the Company as on March 31, 2022 is as under:

Sl. No.	Name of the Director	DIN	Designation
1	Mr. Ramesh Ramanathan	00163276	Director
2	Mr. Raghunath Srinivasan	00352754	Director
3	Mr. Aluri Rao Srinivasa	00147058	Director
4	Mr. Muthuswami Lakshminarayan	00064750	Director
5	Mr. Sarosh Jehangir Ghandy	00031237	Director
6	Mr. Sandeep Bedi	00450598	Director and CEO
7	Mr. Venkat Ramani Sastri	01049125	Director

Further, the Company has paid remuneration to Directors and Key Managerial Personnel as detailed in **Annexure II**.

13. The Company has appointed auditors as per the provisions of section 139 of the Act. During the year under review, the Company has appointed M/s. Suresh and Co,

Chartered Accountants, Bangalore (FRN: 004255S) as statutory auditors of the Company on January 04, 2022 to fill the casual vacancy caused due to resignation of M/s Deloitte Haskins & Sells LLP, Chartered Accountants;

14. The Company was not required to take any approval from the Central Government, Court, National Company Law Tribunal ('NCLT') or such other authorities under the various provisions of the Act.
15. The Company has not accepted ~~/renewed/repaid~~ deposits;
16. During the year under review, the Company has not borrowed money from directors/ members / public financial institutions/banks and others. Further, the Company has ~~created, modified~~, satisfied charges during the year under review;
17. Since the company is involved in providing infrastructural facilities, provisions of Section 186 are not applicable to the company. During the year the Company has invested the funds in LLP's (Subsidiaries of the Company).
18. The Company has not altered the provisions of the Articles of Association (AOA), however the Company has altered the Memorandum of Association (MOA) of the Company. Brief alteration of MOA is as under:

Sl. No.	General Meeting	Date of Resolution	Nature of Resolution passed	Brief Alteration of MOA/AOA
1.	Annual General Meeting	September 30, 2021	Special Resolution	The Company has altered the Main Objects of the Company.

Place: Bengaluru  
Date: (●), 2022

Nagendra D Rao  
Practicing Company Secretary  
Membership Number: FCS 5553  
Certificate of Practice Number: 7731  
Peer Review Certificate No.: 672/2020  
UDIN: (●)

## ANNEXURE I

### **Details of Board Meetings, Circular Resolutions passed and General Meetings for the financial year 2021- 2022:**

#### **A. BOARD MEETINGS:**

<b>Sl.No.</b>	<b>Date of meeting</b>	<b>No. Of Directors entitle to attend</b>	<b>No. of Directors attended</b>
1	June 29, 2021	7	3
2	September 09, 2021	7	7
3	January 04, 2022	7	7
4	March 21, 2022	7	7

#### **GENERAL MEETINGS:**

<b>Sl.No.</b>	<b>Type of meeting</b>	<b>Date of meeting</b>
1.	Annual General Meeting	September 30, 2021
2.	Extra Ordinary General Meeting	January 27, 2022

#### **CIRCULAR RESOLUTION:**

<b>Sl.No</b>	<b>Date of Circular Resolutions Passed</b>
1.	July 23, 2021
2.	August 23, 2021
3.	September 14, 2021
4.	November 13, 2021
5.	November 18, 2021
6.	December 10, 2021
7.	February 11, 2022

## ANNEXURE II

### REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to other Directors:

Sl. no.	Particulars of Remuneration						Total Amount (in Rs.)
	<b>Directors</b>	Sarosh Ghandy	Muthuswamy Lakshminarayan	Aluri Rao Srinivasa			
	· Fee for attending board committee meetings · Commission · Others	45,000	45,000	45,000			1,35,000
	<b>Total (1)</b>	<b>45,000</b>	<b>45,000</b>	<b>45,000</b>			<b>1,35,000</b>
	<b>Other Non- Executive Directors</b>						
	· Fee for attending board committee meetings · Commission						
	<b>Total (2)</b>						
	<b>Total (B)=(1+2)</b>	<b>45,000</b>	<b>45,000</b>	<b>45,000</b>			<b>1,35,000</b>

**C. Remuneration to Key Managerial Personnel other than Managing Director, Whole-time Directors and/or Manager:**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel (Amount in Rs.)	
		Mr. Sandeep Bedi, CEO	Girija N, CS*
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites  (c) Profits in lieu of salary	83,68,872  -  	-    
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit	-	-
5.	Others, (contribution to provident fund & other	-	-
	<b>Total</b>	<b>83,68,872</b>	<b>-</b>

**\* Ms. Girija N is a Company Secretary of the Holding Company i.e., Jana Urban Foundation. She is also Company Secretary of the Subsidiary Company i.e., Janaadhar (India) Private Limited. No Remuneration is being paid by the Subsidiary Company as the remuneration is being paid by the Holding Company.**