

# 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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv) 

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(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	L	Real Estate	L1	Real estate activities with own or leased property	100
2	C	Manufacturing	C2	Textile, leather and other apparel products	0

## 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				

#### 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	130,000,000	22,911,359	22,911,359	22,911,359
Total amount of equity shares (in Rupees)	1,300,000,000	229,113,590	229,113,590	229,113,590

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares with equal voting rights				
Number of equity shares	130,000,000	22,911,359	22,911,359	22,911,359
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,300,000,000	229,113,590	229,113,590	229,113,590

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

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000,000	0	0	0
Total amount of preference shares (in rupees)	200,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
15% Redeemable Cumulative Preference Shares				
Number of preference shares	20,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	200,000,000	0	0	0

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						

<b>At the beginning of the year</b>	21,736,227	1,175,132	22911359	229,113,590	229,113,590	
<b>Increase during the year</b>	0	19,145,925	19145925	191,459,250	191,459,250	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	
x. Others, specify	0	19,145,925	19145925	191,459,250	191,459,250	
Dematerialization						
<b>Decrease during the year</b>	19,145,925	0	19145925	191,459,250	191,459,250	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	19,145,925		19145925	191,459,250	191,459,250	
Dematerialization						
<b>At the end of the year</b>	2,590,302	20,321,057	22911359	229,113,590	229,113,590	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0			0	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	
	0					
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE461A01024

(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"/>
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		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
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

Particulars	Number of units	Nominal value per unit	Total value
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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

**(i) Turnover**

584,400,000

**(ii) Net worth of the Company**

2,610,384,195

**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	3,056,177	13.34	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)	12,415,685	54.19	0	
10.	Others 0	0	0	0	
	<b>Total</b>	15,471,862	67.53	0	0

**Total number of shareholders (promoters)**

20

**(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	6,474,741	28.26	0	
	(ii) Non-resident Indian (NRI)	33,155	0.14	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	55	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	215,687	0.94	0	
4.	Banks	27,680	0.12	0	
5.	Financial institutions	7,248	0.03	0	



6.	Foreign institutional investors	435	0	0	
7.	Mutual funds	3,623	0.02	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	125,713	0.55	0	
10.	Others trust, clearing member, llp,	551,160	2.41	0	
	<b>Total</b>	7,439,497	32.47	0	0

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

84,743

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

84,763

**(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
MORGAN STANLEY AS	THE HONGKONG AND SHANGHAI			250	0
MORGAN STANLEY AS	THE HONGKONG AND SHANGHAI			185	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	17	20
Members (other than promoters)	78,793	84,743
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>	0	0	2	1	8.26	0
<b>B. Non-Promoter</b>	1	5	0	3	0	0
(i) Non-Independent	1	2	0	0	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
Total	1	5	2	4	8.26	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)
Damodarbai Patel	00056513	Managing Director	932,156	
Bhavanjibhai Patel	01690183	Director	0	
Bhaveshbhai Patel	03270321	Director	0	
Jayantilal Patel	05339476	Director	0	
Vidhya Bhavani	07159576	Director	0	
Viral Bhavani	02597320	Whole-time director	960,164	
Kunjai Desai	AWNPD0664L	Company Secretary	0	
Jugal Kishore Jakhotia	ACAPJ1192J	CFO	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)
Viral Bhavani	02597320	Whole-time director	01/10/2022	Change in designation
Damodarbai Patel	00056513	Managing Director	12/12/2022	Re-appointment

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2022	79,674	32	2.12

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	6	6	100
2	12/08/2022	6	6	100
3	26/08/2022	6	6	100
4	14/11/2022	6	6	100
5	14/02/2023	6	4	66.67

**C. COMMITTEE MEETINGS**

Number of meetings held

10

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	30/05/2022	3	3	100
2	Audit Committee	12/08/2022	3	3	100
3	Audit Committee	26/08/2022	3	3	100
4	Audit Committee	14/11/2022	3	3	100
5	Audit Committee	14/02/2023	3	2	66.67
6	Nomination and Remuneration	26/08/2022	3	3	100
7	Stakeholders Forum	30/05/2022	3	3	100
8	Stakeholders Forum	12/08/2022	3	3	100

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
9	Stakeholders F	14/11/2022	3	3	100
10	Stakeholders F	14/02/2023	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	28/09/2023
								(Y/N/NA)
1	Damodarbai	5	5	100	4	4	100	Yes
2	Bhavanjibhai F	5	5	100	10	10	100	Yes
3	Bhaveshbhai F	5	5	100	10	10	100	Yes
4	Jayantilal Patel	5	4	80	6	5	83.33	No
5	Vidhya Bhavani	5	4	80	0	0	0	No
6	Viral Bhavani	5	5	100	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Damodarbai Patel	Chairman and M	5,164,316	0	0	0	5,164,316
2	Viral Bhavani	Whole Time Dire	1,500,000	0	0	0	1,500,000
	Total		6,664,316	0	0	0	6,664,316

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Jugal Kishore Jakhd	Chief Financial C	600,000	0	0	0	600,000
2	Kunjai Desai	Company Secre	600,000	0	0	0	600,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		1,200,000	0	0	0	1,200,000

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

Non compliances are mentioned/explained in 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

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### 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

Manish R Patel

Whether associate or fellow

Associate  Fellow

Certificate of practice number

9360

**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

BHAVANI VIRAL DAMODAR  
Digitally signed by BHAVANI VIRAL DAMODAR  
Date: 2023.11.26 18:22:28 +05'30'

DIN of the director

02597320

**To be digitally signed by**

DESAI KUNJAL SAWAN  
Digitally signed by DESAI KUNJAL SAWAN  
Date: 2023.11.26 18:21:50 +05'30'

- Company Secretary  
 Company secretary in practice

Membership number

40809

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

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

**List of attachments**

MGT-8.pdf Clarification letter.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



# The Baroda Rayon Corporation Ltd.

CIN L45100GJ1958PLC000892

P O Fatehnagar, Udhna, Surat 394 220

Tel : 0261-2899555

Email : admin@brcl.in, brcsurat@gmail.com

Website : www.brcl.in

26<sup>th</sup> November, 2023

To,  
Registrar of Companies  
ROC Bhavan, Opp. Rupal Park,  
Nr. Ankur Bus Stand, Naranapura,  
Ahmedabad – 380013  
Gujarat

## Sub – Clarification regarding transmission of shares during the FY 2022-23.

Dear Sir/Madam,

This is to clarify that during the Financial year 2022-23, there were transmission of equity of shares. There is no option for mentioning details of the same in E-form MGT-7. Therefore, we are providing the transmission details here.

Inw No	Old Folio	New Folio	Name of shareholder	No Of Shares	Trans No.	Despatch Date
TM500018	B00231	002079	ABHABHANDARI	67	TM500005	09/06/2022
TM500019	K10829	002079	ABHABHANDARI	1	TM500006	09/06/2022
TM500020	K03129	002079	ABHABHANDARI	15	TM500007	09/06/2022
TM500021	B08344	002079	ABHABHANDARI	6	TM500008	09/06/2022
TM500022	B00230	002079	ABHABHANDARI	133	TM500009	09/06/2022
TM500024	C02148	002088	AMITPRAFULCHANRASHAH	85	TM500010	29/06/2022
TM500025	P01693	002088	AMITPRAFULCHANRASHAH	5	TM500011	29/06/2022
TM500027	S02454	002098	PRITIGUPTA	5	TM500012	26/07/2022
TM500031	A01655	002105	PRITIGUPTA	10	TM500013	05/09/2022
TM500038	U02408	002115	IDRISHMIYAUMARMIYASHETH	5	TM500014	31/10/2022
TM500040	D00327	002120	MANOJDAYANANDKAMAT	10	TM500015	16/11/2022
TM500041	V00605	002121	DARSHANVIJAYKUMARVED	30	TM500016	16/11/2022
TM500042	K30057	002122	DEEPAKPRITHVIRAJSAACHDEV A	25	TM500017	16/11/2022
TM500045	S04402	002130	JAYESHRASIKLALSHAH	13	TM500020	25/11/2022
TM500046	R15495	002130	JAYESHRASIKLALSHAH	7	TM500021	25/11/2022
TM500047	K08740	002129	MANISHASHAISHAVSHETH	19	TM500019	25/11/2022
TM500044	P06681	002128	PAULIKPARESHBHAISHAH	30	TM500018	19/11/2022
TM500050	J02053	002140	ARUNPRABHA SETH	32	TM500022	05/12/2022
TM500051	B03468	002141	ALOKAGGARWAL	50	TM500023	05/12/2022
TM500052	R16471	002142	ASPYSOHRABGOTLA	245	TM500024	05/12/2022
TM500055	C00852	002152	AJAYAGGARWAL	5	TM500025	07/12/2022
TM500056	B08835	002153	P SRIMATHI	8	TM500026	07/12/2022
TM500059	R09912	002161	HITESHASIKLALSHAH	37	TM500027	26/12/2022
TM500061	G03674	002177	VINODKUMARKOTHARI	8	TM500028	05/01/2023
TM500062	G30019	002177	VINODKUMARKOTHARI	4	TM500029	05/01/2023
TM500063	G04307	002177	VINODKUMARKOTHARI	3	TM500030	05/01/2023
TM500067	K02599	002179	FATIMAYAKOGBKHAMIRY	8	TM500031	06/01/2023
TM500069	C00530	002184	ATULPRAMODCHANDRAPATH	12	TM500032	12/01/2023





# The Baroda Rayon Corporation Ltd.

CIN L45100GJ1958PLC000892

P O Fatehnagar, Udhna, Surat 394 220

Tel : 0261-2899555

Email : admin@brcl.in, brcsurat@gmail.com

Website : www.brcl.in

			AKJI			
TM500070	D09733	002185	RAUNAKGULAB JAIN	50	TM500033	12/01/2023
TM500073	N05880	002188	HOMIJEHANGIRMEHTA	2	TM500035	16/01/2023
TM500072	S04424	002187	HIRENNEMCHANDSHAH	8	TM500034	16/01/2023
TM500074	A01251	002194	ZUBEIDAGULAMMOHAMEDSU RTI	90	TM500036	27/01/2023
TM500075	S10512	002195	TARUNBANSAL	25	TM500037	27/01/2023
TM500076	S24885	002195	TARUNBANSAL	50	TM500038	27/01/2023
TM500078	A03657	002197	ZUBEIDAGULAMMOHAMEDSU RTI	67	TM500039	30/01/2023
TM500080	S14282	002198	MAHARUKHZARIR SURALIWALLA	16	TM500040	30/01/2023
TM500083	K15464	002205	RAMNIKLALKANJIBHAIGANAT RA	20	TM500041	04/02/2023
TM500084	V00984	002208	VIANNEYTHOMASPEREIRA	15	TM500042	07/02/2023
TM500085	R05699	002209	AARTIPRASADJAMBHEKAR	22	TM500043	07/02/2023
TM500092	A00887	002215	SAVITACHADHA	9	TM500044	17/02/2023
TM500093	V00404	002215	SAVITACHADHA	13	TM500045	17/02/2023
TM500094	V04849	002215	SAVITACHADHA	5	TM500046	17/02/2023
TM500095	K06347	002215	SAVITACHADHA	2	TM500047	17/02/2023
TM500096	V16250	002215	SAVITACHADHA	10	TM500048	17/02/2023
TM500105	K00784	002222	RAJENKANTILALGALA	15	TM500050	01/03/2023
TM500100	S09636	002221	NITINSHAMNAVANDAR	55	TM500049	27/02/2023
TM500106	D02337	002225	SHAILESHDHIRAJLAL MODI	80	TM500051	03/03/2023
TM500109	000933	002231	SANJAYKUMARCHANDAK	71	TM500052	06/03/2023
TM500112	J08080	002233	ILABENJATINKUMARSORATHI YA	30	TM500053	08/03/2023
TM500113	C02117	002234	SMITABENCHANDULALSHAH	67	TM500054	09/03/2023
TM500114	J05676	002235	FARZANAJAMSHEDMEDHORA	20	TM500055	09/03/2023
TM500120	R15549	002242	PHILIPDSOUZA	5	TM500056	15/03/2023
TM500122	D03780	002246	ASHISHJITENDRANAIAK	88	TM500057	18/03/2023
TM500123	D06941	002246	ASHISHJITENDRANAIAK	7	TM500058	18/03/2023
TM500127	R09781	002247	CHETANRAMNIKLALSHAH	10	TM500059	23/03/2023

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**For The Baroda Rayon Corporation Limited**

DESAI KUNJAL  
SAWAN

Digitally signed by  
DESAI KUNJAL SAWAN  
Date: 2023.11.26  
15:55:53 +05'30'

**Kunjil Desai**  
**Company Secretary**



**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, books and papers of **THE BARODA RAYON CORPORATION LIMITED** (the Company) (CIN: L45100GJ1958PLC000892) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31<sup>st</sup> March, 2023**. 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 i.e. Public Limited Company, Limited by Shares.
  2. The Company is regular in maintenance of registers/records & making entries therein within the time prescribed.
  3. Filing of forms and returns which are not stated in the Annual Return. However, the Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities as may be applicable within the prescribed time/beyond the prescribed time with additional fees.

*3.1 During the year, the Company has not filed Form INC-28 regarding intimation of Order of National Company Law Appellate Tribunal (NCLAT), New Delhi.*
4. Calling/convening/holding meetings of Board of Directors or 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 proceedings have been recorded in the Minutes Book maintained for the purpose and the same have been signed. During the year under review, no resolution was passed by Circulation or by postal ballot;
5. Closure of its Register of Members;
6. the Company has not given any advances or loans to its Directors and /or persons or firms or Companies referred in Section 185 of the Act;
7. The Company has not entered into any contracts/arrangements with related parties as specified in Section 188 of the Act;





8. Transmission, Transposition, Name deletion, Name Change and issue of Security Certificates in that instances. There was no issue or allotment or physical transfer or buy back of securities, and there were no preference shares or debentures in the Company and there was no alteration or reduction of share capital or conversion of shares / securities. Hence, issue of share certificates in that instances is not required;
9. there were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares;
10. the Company has not declared/paid any dividend. The Company was not required to transfer an unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
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;
12. constitution, appointment, re-appointments, retirement by rotation, disclosures of the Directors and Key Managerial Personnel and the remuneration paid to them. During the year, there was no filling up casual vacancy of any Directors and Key Managerial Personnel;
13. During the year, there was no appointment/re-appointment/filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;
14. Approvals, wherever required, taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company has not accepted/renewed any Deposits.
  - 15.1 As informed by the management, deposits of Rs. 1.95 Lakh which were under litigation before Small Cause Court, Surat has been paid during the year;
16. borrowings from its Directors, Banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable. The Company has not borrowed any amount from its members and public financial institutions during the year;
  - 16.1 *Under Modified Draft Restructuring Scheme (MDRS) of BIFR, the Company has obtained Loan of Rs. 197.77 Crore upto the year ended 31<sup>st</sup> March, 2023. However, provision for interest amount on the said loan is not made in the Books of Accounts of the Company. To that extent the reported profit and other equity balance is overstated.*
17. Investments falling under the provisions of Section 186 of the Act. However, the Company has not provided any Loan and guarantees or any securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;



Mo.: 09426256711  
Email : [csmanishpatel@gmail.com](mailto:csmanishpatel@gmail.com)  
[mailmanishpatel@yahoo.co.in](mailto:mailmanishpatel@yahoo.co.in)



**MANISH R. PATEL**  
Company Secretary & Trade Mark Agent  
M.Com, DTP, DLP, ACS

105, 1<sup>st</sup> Floor, Meghani Tower, Cinema Road, Delhi Gate, Surat - 395 003, Gujarat, Tel: 0261 - 2601717, 8200712362

18. There was no alteration in Memorandum and Articles of Association of the Company;
19. *The Company has not appointed internal auditor pursuant to Section 138 of Companies Act, 2013.*
20. *The liabilities for retiring/resigned employees' gratuity payable in accordance with the payment of Gratuity Act and company's rules are determined and overdue for employees' upto 31<sup>st</sup> March, 2023 is Rs. 16.13 Crore.*

Date: 24/11/2023  
Place: Surat



**MANISH R. PATEL**  
Company Secretary in Practice  
ACS No: 19885  
COP No. : 9360  
PRCN: 929/2020  
ICSI Unique Code: I2010GJ763400  
ICSI UDIN: A019885E002295721

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

**Annexure - A**

Mo.: 09426256711  
Email : [csmanishpatel@gmail.com](mailto:csmanishpatel@gmail.com)  
[mailmanishpatel@yahoo.co.in](mailto:mailmanishpatel@yahoo.co.in)



**MANISH R. PATEL**  
Company Secretary & Trade Mark Agent  
M.Com, DTP, DLP, ACS

105, 1<sup>st</sup> Floor, Meghani Tower, Cinema Road, Delhi Gate, Surat – 395 003, Gujarat, Tel: 0261 – 2601717, 8200712362

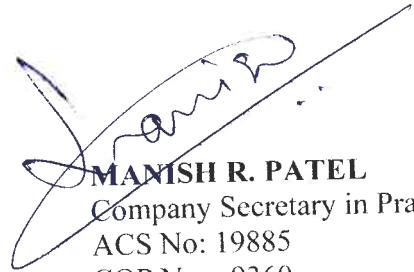
To,  
**The Baroda Rayon Corporation Limited**  
(CIN: L45100GJ1958PLC000892)  
P O Baroda Rayon  
Udhna Dist. Surat – 394220, Gujarat.

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

Date: 24/11/2023  
Place: Surat



  
**MANISH R. PATEL**  
Company Secretary in Practice  
ACS No: 19885  
COP No. : 9360  
PRCN: 929/2020  
ICSI Unique Code: I2010GJ763400  
ICSI UDIN: A019885E002295721