## 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]

(vi) \*Whether shares listed on recognized Stock Exchange(s)



# **Annual Return**

(other than OPCs and Small Companies)

| TEOIOTIC TITOR 7 ATD OTTIE                                      | RDETAILS                |       |                        |          |
|---|-------------------------|-------|------------------------|----------|
| * Corporate Identification Number (Cl                           | N) of the company       | U369  | 12UR2009FTC032883      | Pre-fill |
| Global Location Number (GLN) of the                             | he company              |       |                        |          |
| Permanent Account Number (PAN)                                  | of the company          | AADO  | CC7029H                |          |
| (a) Name of the company   |                         | CERA  | GEM INDIA PRIVATE LIMI |          |
| (b) Registered office address                                   |                         |       |                        |          |
| 18, Haridwar Road<br>Dehradun<br>Uttarakhand<br>248001<br>India |                         |       |                        |          |
| (c) *e-mail ID of the company                                   |                         | accou | unts@ceragem.co.in     |          |
| (d) *Telephone number with STD co                               | de                      | 0124  | 2789000                |          |
| (e) Website   |                         | www   | ceragem.co.in          |          |
| Date of Incorporation   |                         | 21/07 | 7/2009                 |          |
|   | Category of the Company |       | Sub-category of the    | Company  |
| Type of the Company   | l .                     |       | 1                      |          |

Yes

No

| (vii) *Fina         | ncial year Fro                 | om date 01/04/   | 2020 (              | DD/MM/YYY         | Y) To dat             | te 31/03/202                 | 1 (DD/N         | /M/YYYY)                     |
|---------------------|--------------------------------|------------------|---------------------|-------------------|-----------------------|------------------------------|-----------------|------------------------------|
| (viii) *Who         | ether Annual (                 | general meeting  | g (AGM) held        | •                 | Yes                   | ○ No                         |                 |                              |
| (a) If              | f yes, date of <i>i</i>        | AGM [            | 25/10/2021          |                   |                       |                              |                 |                              |
| (b) [               | Oue date of AC                 | GM [             | 30/09/2021          |                   |                       |                              |                 |                              |
| (c) V               | Vhether any e                  | xtension for AG  | SM granted          |                   | <ul><li>Yes</li></ul> | ○ No                         |                 |                              |
|                     | f yes, provide<br>nsion        | the Service Re   | quest Number (SR    | N) of the app     | lication for          | m filed for                  |                 | Pre-fill                     |
|                     |                                | date of AGM af   | ter grant of extens | ion               |                       | 30/11/2021                   |                 |                              |
| II. PRIN            | CIPAL BUS                      | SINESS ACT       | IVITIES OF TH       | E COMPA           | NY                    |                              |                 |                              |
|                     |                                | iness activities | 1                   |                   | <b>15</b>             | (8)                          |                 |                              |
| S.No                | Main<br>Activity<br>group code | Description of I | Main Activity group | Activity<br>Code  | Description           | on of Business               | s Activity      | % of turnover of the company |
| 1                   | G                              | 1                | Гrade               | G1                |                       | Wholesale T                  | rading          | 100                          |
| (INCL               | LUDING JO                      | INT VENTU        | G, SUBSIDIAR RES)   |                   |                       | TE COMPAN                    | IIES            |                              |
| S.No                | Name of t                      | he company       | CIN / FCR           | N H               |                       | bsidiary/Assoc<br>nt Venture | iate/ % of s    | hares held                   |
| 1                   | Ceragem Com                    | pany Limited, Ko | (                   |                   | ŀ                     | Holding                      | Ğ               | 98.21                        |
| IV. SHA             | RE CAPITA                      | L, DEBENT        | URES AND OT         | HER SEC           | JRITIES               | OF THE CO                    | OMPANY          |                              |
| i) *SHAF            | RE CAPITAI                     | L                |                     |                   |                       |                              |                 |                              |
| (a) Equity          | y share capita                 | ıl               |                     |                   |                       |                              |                 |                              |
|                     | Particula                      | rs               | Authorised capital  | Issued<br>capital | S                     | Subscribed capital           | Paid up capital |                              |
| Total nur           | mber of equity                 | shares           | 1,835,000           | 1,419,285         | 1,41                  | 9,285                        | 1,419,285       |                              |
| Total am<br>Rupees) | ount of equity                 | shares (in       | 183,500,000         | 141,928,500       | 141,                  | 928,500                      | 141,928,500     |                              |
| Number              | of classes                     |                  |                     | 1                 |                       |                              |                 |                              |

| Class of Shares                           | Authoricad  | Icabilai    | Subscribed capital | Paid up capital |
|---|-------------|-------------|--------------------|-----------------|
| Number of equity shares                   | 1,835,000   | 1,419,285   | 1,419,285          | 1,419,285       |
| Nominal value per share (in rupees)       | 100         | 100         | 100                | 100             |
| Total amount of equity shares (in rupees) | 183,500,000 | 141,928,500 | 141,928,500        | 141,928,500     |

## (b) Preference share capital

| Particulars                                   | Authorised capital | Issued<br>capital | Subscribed capital | Paid-up capital |
|---|--------------------|-------------------|--------------------|-----------------|
| Total number of preference shares             | 0                  | 0                 | 0                  | 0               |
| Total amount of preference shares (in rupees) | 0                  | 0                 | 0                  | 0               |

| Number of classes | 0 |  |
|-------------------|---|--|
|-------------------|---|--|

|   | Authorised capital | ICapital | Subscribed capital | Paid up capital |
|---|--------------------|----------|--------------------|-----------------|
| Number of preference shares                   |                    |          |                    |                 |
| Nominal value per share (in rupees)           |                    |          |                    |                 |
| Total amount of preference shares (in rupees) |                    |          |                    |                 |

## (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<br>nominal<br>amount | Total<br>Paid-up<br>amount | Total<br>premium |
|---|------------------|-------|---------|----------------------------|----------------------------|------------------|
| Equity shares                                 | Physical         | DEMAT | Total   |                            |                            |                  |
| At the beginning of the year                  | 1,419,285        | 0     | 1419285 | 141,928,500                | 141,928,50                 |                  |
| Increase during the year                      | 0                | 0     | 0       | 0                          | 0                          | 0                |
| i. Pubic 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   |                  |                  |                  |                  |                  |                  |
| 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  |                  |                  |                  |                  |                  |                  |
| At the end of the year   | 1 410 295        | 0                | 1419285          | 141,928,500      | 141 029 50       |                  |
|  | 1,419,285        | U                | 1419203          | 141,920,500      | 141,920,30       |                  |
| Preference shares  | 1,419,203        |                  | 1419203          | 141,920,500      | 141,920,30       |                  |
| Preference shares  At the beginning of the year  | 0                | 0                | 0                | 0                | 0                |                  |
|  |                  |                  |                  |                  |                  | 0                |
| At the beginning of the year   | 0                | 0                | 0                | 0                | 0                |                  |
| At the beginning of the year Increase during the year  | 0                | 0                | 0                | 0                | 0                | 0                |
| At the beginning of the year  Increase during the year  i. Issues of shares  | 0 0              | 0 0              | 0 0              | 0 0              | 0 0              | 0                |
| At the beginning of the year  Increase during the year  i. Issues of shares  ii. Re-issue of forfeited shares  | 0 0              | 0 0              | 0 0              | 0 0              | 0 0              | 0                |
| At the beginning of the year  Increase during the year  i. Issues of shares  ii. Re-issue of forfeited shares  iii. Others, specify  | 0 0 0            | 0<br>0<br>0      | 0 0 0            | 0 0 0            | 0 0 0            | 0 0 0            |
| At the beginning of the year  Increase during the year  i. Issues of shares  ii. Re-issue of forfeited shares  iii. Others, specify  Decrease during the year                          | 0 0 0            | 0<br>0<br>0<br>0 | 0 0 0            | 0<br>0<br>0<br>0 | 0<br>0<br>0      | 0 0 0            |
| At the beginning of the year  Increase during the year  i. Issues of shares  ii. Re-issue of forfeited shares  iii. Others, specify  Decrease during the year  i. Redemption of shares | 0<br>0<br>0<br>0 | 0<br>0<br>0<br>0 | 0<br>0<br>0<br>0 | 0<br>0<br>0<br>0 | 0<br>0<br>0<br>0 | 0<br>0<br>0<br>0 |
| Increase during the year  i. Issues of shares  ii. Re-issue of forfeited shares  iii. Others, specify  Decrease during the year  i. Redemption of shares  iii. Shares forfeited        |                  | 0<br>0<br>0<br>0 | 0<br>0<br>0<br>0 | 0<br>0<br>0<br>0 | 0<br>0<br>0<br>0 | 0<br>0<br>0<br>0 |

ISIN of the equity shares of the company

| (ii) Details of stock spli                         | t/consolidation during the yea                       | r (for each class o | of shares)                      | 0             |                                |        |
|--|--|---------------------|---------------------------------|---------------|--------------------------------|--------|
| Class of   | shares   | (i)                 | (ii)                            |               | (iii)                          |        |
| Before split /                                     | Number of shares                                     |                     |                                 |               |                                |        |
| Consolidation                                      | Face value per share                                 |                     |                                 |               |                                |        |
| After split /                                      | Number of shares                                     |                     |                                 |               |                                |        |
| Consolidation                                      | Face value per share                                 |                     |                                 |               |                                |        |
| of the first return at                             | es/Debentures Transfers<br>t any time since the inco |                     |                                 |               | ear (or in the  Not Applicable | case   |
| Separate sheet att                                 | ached for details of transfers                       | $\bigcirc$          | Yes 🔘                           | No            |                                |        |
| Note: In case list of trans<br>Media may be shown. | fer exceeds 10, option for sub                       | mission as a separa | ate sheet attach                | nment or subr | nission in a CD/D              | igital |
| Date of the previous                               | annual general meeting                               | 29/12/2020          |                                 |               |                                |        |
| Date of registration of                            | of transfer (Date Month Year                         | 24/08/2020          |                                 |               |                                |        |
| Type of transfe                                    | Equity Shares 1 -                                    | Equity, 2- Prefere  | ence Shares,3                   | 3 - Debentur  | es, 4 - Stock                  |        |
| Number of Shares/ I<br>Units Transferred           | Debentures/ 1  |                     | t per Share/<br>ure/Unit (in Rs | s.) 100       |                                |        |
| Ledger Folio of Tran                               | sferor 04  |                     |                                 |               |                                |        |
| Transferor's Name                                  | KIM  | СНОО                |                                 | YEONG         |                                |        |
|  | Surname  | middle              | e name                          |               | first name                     |        |
| Ledger Folio of Tran                               | sferee 05  |                     |                                 |               |                                |        |

| Transferee's Name   | NAM         |  | MOONSIK    |  |  |  |
|---|-------------|--|------------|--|--|--|
|   | 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/ D<br>Units Transferred                                    | Debentures/ | Amount per Share/<br>Debenture/Unit (in Rs.) |            |  |  |  |
| Ledger Folio of Trans   | sferor      |  |            |  |  |  |
| Transferor's Name   |             |  |            |  |  |  |
|   | Surname     | middle name                                  | first name |  |  |  |
| Ledger Folio of Trans   | sferee      |  |            |  |  |  |
| 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           |
| Total                         |                 |                        | 0           |

Details of debentures

| Class of debentures           | Outstanding as at the beginning of 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)

| ( )                   | (                       | ,                          |                        |                            |                     |
|-----------------------|-------------------------|----------------------------|------------------------|----------------------------|---------------------|
| Type of<br>Securities | Number of<br>Securities | Nominal Value of each Unit | Total Nominal<br>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

408,699,201

0

(ii) Net worth of the Company

819,785,294

### VI. (a) \*SHARE HOLDING PATTERN - Promoters

| S. No. | Category                                | Equ              | ity        | Preference       |            |
|--------|---|------------------|------------|------------------|------------|
|        |   | Number of shares | Percentage | Number of shares | Percentage |
| 1.     | Individual/Hindu Undivided Family       |                  |            |                  |            |
|        | (i) Indian                              | 0                | 0          | 0                |            |
|        | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                |            |
|        | (iii) Foreign national (other than NRI) | 25,419           | 1.79       | 0                |            |
| 2.     | Government                              |                  |            |                  |            |
|        | (i) Central Government                  | 0                | 0          | 0                |            |
|        | (ii) State Government                   | 0                | 0          | 0                |            |
|        | (iii) Government companies              | 0                | 0          | 0                |            |
| 3.     | Insurance companies                     | 0                | 0          | 0                |            |
| 4.     | Banks                                   | 0                | 0          | 0                |            |
| 5.     | Financial institutions                  | 0                | 0          | 0                |            |

| 6.  | Foreign institutional investors      | 0         | 0     | 0 |   |
|-----|--------------------------------------|-----------|-------|---|---|
| 7.  | Mutual funds                         | 0         | 0     | 0 |   |
| 8.  | Venture capital                      | 0         | 0     | 0 |   |
| 9.  | Body corporate (not mentioned above) | 1,393,866 | 98.21 | 0 |   |
| 10. | Others                               | 0         | 0     | 0 |   |
|     | Total                                | 1,419,285 | 100   | 0 | 0 |

**Total number of shareholders (promoters)** 

## (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category                                | Equ              | ity        | Preference       |            |  |
|--------|---|------------------|------------|------------------|------------|--|
|        |   | Number of shares | Percentage | Number of shares | Percentage |  |
| 1.     | Individual/Hindu Undivided Family       |                  |            |                  |            |  |
|        | (i) Indian                              | 0                | 0          | 0                |            |  |
|        | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                |            |  |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                |            |  |
| 2.     | Government                              |                  |            |                  |            |  |
|        | (i) Central Government                  | 0                | 0          | 0                |            |  |
|        | (ii) State Government                   | 0                | 0          | 0                |            |  |
|        | (iii) Government companies              | 0                | 0          | 0                |            |  |
| 3.     | Insurance companies                     | 0                | 0          | 0                |            |  |
| 4.     | Banks                                   | 0                | 0          | 0                |            |  |
| 5.     | Financial institutions                  | 0                | 0          | 0                |            |  |
| 6.     | Foreign institutional investors         | 0                | 0          | 0                |            |  |
| 7.     | Mutual funds                            | 0                | 0          | 0                |            |  |
| 8.     | Venture capital                         | 0                | 0          | 0                |            |  |
| 9.     | Body corporate (not mentioned above)    | 0                | 0          | 0                |            |  |
| 10.    | Others                                  | 0                | 0          | 0                |            |  |

|   | Total   | 0 | 0 | 0 | 0 |  |  |
|---|---|---|---|---|---|--|--|
| Total number of shareholders (other than promoters) |   |   |   |   |   |  |  |
|   | ber of shareholders (Promoters+Public<br>n promoters) | 3 |   |   |   |  |  |

# 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) | 0                            | 0                      |
| 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 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                   | 3  | 0             | 3  | 0             | 0  | 0             |
| (i) Non-Independent               | 3  | 0             | 3  | 0             | 0  | 0             |
| (ii) Independent                  | 0  | 0             | 0  | 0             | 0  | 0             |
| C. Nominee Directors representing | 0  | 0             | 0  | 0             | 0  | 0             |
| (i) Banks & FIs                   | 0  | 0             | 0  | 0             | 0  | 0             |
| (ii) Investing institutions       | 0  | 0             | 0  | 0             | 0  | 0             |
| (iii) Government                  | 0  | 0             | 0  | 0             | 0  | 0             |
| (iv) Small share holders          | 0  | 0             | 0  | 0             | 0  | 0             |
| (v) Others                        | 0  | 0             | 0  | 0             | 0  | 0             |
| Total                             | 3  | 0             | 3  | 0             | 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) |
|-------------|----------|--------------------|--------------------------------|--|
| SUKBONG KO  | 07404991 | Whole-time directo | 0                              |  |
| MOONSIK NAM | 07470469 | Managing Director  | 1                              |  |
| HO BUHM LEE | 08862001 | 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 | ichange in decignation/ | Nature of change (Appointment/<br>Change in designation/ Cessation) |
|------------------|------------|--|-------------------------|---|
| HO BUHM LEE      | 08862001   | Additional director                                      | 04/09/2020              | Appointment   |
| HO BUHM LEE      | 08862001   | Director   | 29/12/2020              | Change in designation   |
| YEONG CHOO KIM   | 03041281   | Whole-time directo                                       | 07/08/2020              | Resignation   |
| DEEPAK CHAUDHARY | CXUPK2799F | Company Secretar   | 01/06/2020              | 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 |   | Attendance  Number of members |       |
|----------------------|-----------------|---|-------------------------------|-------|
| ANNUAL GENERAL MEETI | 29/12/2020      | 3 | 2                             | 98.21 |

#### **B. BOARD MEETINGS**

\*Number of meetings held 9

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting |                              |                 |  |
|--------|-----------------|--|------------------------------|-----------------|--|
|        |                 |  | Number of directors attended | % of attendance |  |
| 1      | 22/06/2020      | 3  | 2                            | 66.67           |  |
| 2      | 15/07/2020      | 3  | 3                            | 100             |  |
| 3      | 24/08/2020      | 2  | 2                            | 100             |  |

| S. No. | Date of meeting | Total Number of directors associated as on the date |                              |                 |  |  |
|--------|-----------------|---|------------------------------|-----------------|--|--|
|        |                 | of meeting  | Number of directors attended | % of attendance |  |  |
| 4      | 04/09/2020      | 2   | 2                            | 100             |  |  |
| 5      | 23/10/2020      | 3   | 3                            | 100             |  |  |
| 6      | 12/11/2020      | 3   | 3                            | 100             |  |  |
| 7      | 25/01/2021      | 3   | 2                            | 66.67           |  |  |
| 8      | 25/02/2021      | 3   | 3                            | 100             |  |  |
| 9      | 30/03/2021      | 3   | 3                            | 100             |  |  |

#### C. COMMITTEE MEETINGS

| Number of meetings held | 1 |
|-------------------------|---|
|-------------------------|---|

| S. No. | Type of meeting | Date of meeting | Total Number of Members as | Attendance                 |                 |  |
|--------|-----------------|-----------------|----------------------------|----------------------------|-----------------|--|
|        |                 |                 |                            | Number of members attended | % of attendance |  |
| 1      | CSR Meeting     | 30/03/2021      | 2                          | 2                          | 100             |  |

### D. \*ATTENDANCE OF DIRECTORS

|           |                 | Board Meetings     |          |         | Co | Whether attended AGM        |                 |                        |  |
|-----------|-----------------|--------------------|----------|---------|----|-----------------------------|-----------------|------------------------|--|
| S.<br>No. | of the director |                    | Meetings | % of    |    | Meetings                    | % of attendance | held on                |  |
|           |                 | entitled to attend |          | ttended |    | entitled to attended attend |                 | 25/10/2021<br>(Y/N/NA) |  |
| 1         | SUKBONG KO      | 9                  | 9        | 100     | 1  | 1                           | 100             | No                     |  |
| 2         | MOONSIK NA      | 9                  | 7        | 77.78   | 1  | 1                           | 100             | Yes                    |  |
| 3         | HO BUHM LE      | 5                  | 5        | 100     | 0  | 0                           | 0               | No                     |  |

#### 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 |
|------------------------------|----------------------|----------------------|----------------------|---------------|
|                              |                      |                      |                      |               |

| ı |
|---|
|---|

| S. No.                        | Name               | е                                   | Designation                     | Gross Sa         | alary    | Commission                                     |                    | ock Option/<br>veat equity | Othe                 | ers      | Total<br>Amount |
|-------------------------------|--------------------|-------------------------------------|---------------------------------|------------------|----------|--|--------------------|----------------------------|----------------------|----------|-----------------|
| 1                             | MOONSIK            | ( NAM                               | Managing Dire                   | ct 3,395,5       | 597      | 0  |                    | 0                          | 2,322                | ,674     | 5,718,271       |
| 2                             | SUKBON             | G KO                                | Whole-time Di                   | re 8,044,6       | 624      | 0  |                    | 0                          | 1,909                | ,215     | 9,953,839       |
| 3                             | YEONG CH           | IOO KIN                             | Whole-time Di                   | re 3,961,9       | 061      | 0  |                    | 0                          | 739,9                | 907      | 4,701,868       |
| 4                             | LEE HO E           | BUHM                                | Director                        | 4,676,1          | 92       | 0  |                    | 0                          | 2,112                | ,850     | 6,789,042       |
|                               | Total              |                                     |                                 | 20,078,3         | 374      | 0  |                    | 0                          | 7,084                | ,646     | 27,163,020      |
| ımber o                       | l<br>of CEO, CFO a | and Comp                            | l<br>pany secretary w           | hose remunera    | ation de | tails to be ente                               | ered               |                            | 1                    | <u> </u> |                 |
| S. No.                        | Name               | <del></del>                         | Designation                     | Gross Sa         | alary    | Commission                                     |                    | ock Option/<br>veat equity | Othe                 | ers      | Total<br>Amount |
| 1                             | DEEPAK C           | HAUDH                               | Company Sec                     | re 150,00        | 00       | 0  |                    | 0                          | 49,1                 | 50       | 199,150         |
|                               | Total              |                                     |                                 | 150,00           | 00       | 0  |                    | 0                          | 49,1                 | 50       | 199,150         |
| umber o                       | f other directo    | rs whose                            | remuneration de                 | etails to be ent | tered    |  |                    |                            |                      | )        |                 |
| S. No.                        | Name               | e                                   | Designation                     | Gross Sa         | alary    | Commission                                     |                    | ock Option/<br>veat equity | Othe                 | ers      | Total<br>Amount |
| 1                             |                    |                                     |                                 |                  |          |  |                    |                            |                      |          | 0               |
|                               | Total              |                                     |                                 |                  |          |  |                    |                            |                      |          |                 |
| B. If N                       | visions of the     | Compani                             | made compliandes Act, 2013 duri | ng the year      | sures in | respect of app                                 | olicable           | Yes                        | O No                 |          |                 |
|                               |                    |                                     | PUNISHMENT IN                   |                  | COMPAI   | NY/DIRECTOF                                    | RS /OFFI           | CERS 🔀                     | Nil                  |          |                 |
| lame of<br>ompany<br>officers | f the              | Name of t<br>concerned<br>Authority |                                 | of Order         | section  | of the Act and<br>under which<br>ed / punished | Details<br>punishr | of penalty/<br>nent        | Details of including |          |                 |
| <br>3) DET                    | AILS OF COM        | 1POUND                              | ING OF OFFEN                    | CES N            | <br>il   | 2  |                    |                            |                      |          |                 |

| Name of the   | Name of the court/<br>concerned<br>Authority |            | Isection Linder Which |                     | Amount of compounding (in Rupees) |
|---------------|--|------------|-----------------------|---------------------|-----------------------------------|
| Ceragem India | Regional Director N                          | 14/10/2020 | u/s148(6) of the Con  | notfiled costAuditR | 100,000                           |
| MOONSIK NAM   | Regional Director N                          | 14/10/2020 | u/s 148(6) of the Coi | notfiled costAuditR | 100,000                           |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

| Yes | $\bigcirc$ | 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                           | RAMAKANT PATHAK         |
|--------------------------------|-------------------------|
| Whether associate or fellow    | Associate      ● Fellow |
| Certificate of practice number | 6571                    |

#### 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 | 04 | dated | 23/09/2021 |
|---|----|-------|------------|
|---|----|-------|------------|

(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 compiled 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                  | MOONS Digitally signed by MOONSIK NAM Bale: 2021-12-23 16:45:17+05'30' |
|---------------------------|--|
| DIN of the director       | 07470469   |
| To be digitally signed by | DEEPAK CHAUDHA CHAUDHA CHAUDHARY BESSA RY 168:129:0530'                |

| <ul><li>Company Secretary</li></ul> | •                         |                |                 |   |
|-------------------------------------|---------------------------|----------------|-----------------|---|
| Company secretary                   | in practice               |                |                 |   |
| Membership number                   | 53385                     | Certificate of | practice number |   |
|                                     |                           |                |                 |   |
| Attachments                         |                           |                |                 | List of attachments   |
| 1. List of shar                     | e holders, debenture h    | olders         | Attach          | List of Shareholders_Ceragem_2021.pdf                       |
| 2. Approval le                      | etter for extension of AC | ΘM;            | Attach          | Extension of AGM_ROC Uttarakhand_202 MGT-8_Ceragem_2021.pdf |
| 3. Copy of Mo                       | GT-8;                     |                | Attach          |   |
| 4. Optional At                      | ttachement(s), if any     |                | Attach          |   |
|                                     |                           |                |                 | 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



## RAMAKANT PATHAK & CO.

(Company Secretaries)

417-418, Tower-1, Assotech Business Cresterra, Plot No. 22, Sector- 135, Expressway, Noida- 201301, U.P., India, Tele. +91 120 5146182
Email: rkpathak@rkpothok.com, Website: www.rkpathak.com
ISO 9001:2015 Certified Organisation

#### 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 Ceragem India Private Limited ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made hereunder for the financial year ended on March 31st, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  - 1. Its status under the Act; The Company is a Private Limited Company
  - Maintenance of registers/records & making entries therein within the time prescribed therefor under the Act.
  - Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time; The Details of forms filed is attached as Annexure-"A"
  - 4. The Company has complied during the aforesaid financial year, the applicable provisions in respect of calling/ convening/ holding meetings of Board of Directors and its committees, if any and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including circular resolutions (if any), have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
  - The Company was not required to close its register of members/ security holder during the aforesaid financial year, so no compliance was required to be fulfilled.

- The Company has not given any advances/loan to its directors and/or persons or firms or companies referred in Section 185 of the Act during the financial year under review.
- 7. The Company has not entered into Contracts/arrangements with related parties as specified under section 188 of the Act during the financial year under review. However, the Company has entered into transactions with related party and such all related party transactions entered were in ordinary course of business and on arm's length basis so the provisions of Section 188 of the Companies Act, 2013 is not applicable on such transactions.
- 8. The Company has not issued or allotted or transmit or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances during the aforesaid financial year.

However, during the year under review, there was transfer of Shares which as follow:-

| Name of Transferor and Folio No. | No. of Shares<br>Transferred | Date of Transfer | Name of<br>Transferee and<br>Folio No. |
|----------------------------------|------------------------------|------------------|--|
| Mr. Yeong Choo Kim<br>(04)       | 01 Equity Shares             | 24/08/2020       | Mr. Moonsik Nam<br>(05)                |

- The Company is not required to keep in abeyance the right to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
- The Company has not declared any dividend, transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
- 11. The Company has complied with the provisions of the Act and Rules made there under in respect of signing of audited financial statement as per provisions of section 134 of the Act and report of directors is as per section (3), (4) & (5) thereof.
- 12. The Board of Directors of the Company is duly constituted during the year.

Further, there are following changes in the composition of Directors and KMP's during the year:

- Mr. Yeong Choo Kim resigned from the office of Whole Time Director w.e.f. 07.08.2020.
- ii. Mr. Ho Buhm Lee was appointed as an Additional Director w.e.f. 04.09.2020 and later regularized as Director at Annual General Meeting held on 29.12.2020.
- iii. Mr. Deepak Chaudhary was appointed as Whole Time Company Secretary of the Company w.e.f. 01.06.2020.

The Disclosure of interest was made by the directors as per the applicable provisions of the Act.

Further, the Company is a Private Limited Company, so the provisions under the Companies Act, 2013 related to the managerial remuneration do not apply to the Company.

13. There is no appointment, re-appointment and filling of casual vacancies of auditors under Section 139 of the Companies Act, 2013 during the year.

Further during the period under review, the Company have appointed M/s. Rakesh Misra & Co. (FRN: 000249) as cost Auditor in Board Meeting held on 12th November, 2020 for the Financial year ended 31st March, 2021.

- 14. During the period the under review, the Company have obtained order dated 14th October, 2020 from the Hon'ble Regional Director for compounding of offence under section 148(6) of the Companies Act, 2013. However, the company have not filed copy of order with Registrar of Companies in form-INC-28.
- The Company has not accepted/renewed/repaid any deposits during the financial year under review.
- 16. The Company has not borrowed any amount from its directors, members, public financial institutions, banks and others and there is no creation/ modification /satisfaction of charges during the financial year under review.
- 17. The Company has not given loans, made investments, given guarantees or provided any securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the financial year under review.

 The Company has not altered the provisions of the Memorandum and Articles of Association of the Company during the financial year under review.

Place: Noida Date: 22.12.2021

For Ramakant Pathak & Co. (Company Secretary in Practice)

Ramakant Pathak

FCS: 6131 C.P. No. : 6571

UDIN: F006131C001863228

Konokat PMake

List of forms and returns filed with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities;

During the F.Y 2020-2021, following forms were filed with the Registrar of Companies.

| S.<br>No. | Forms                | SRN       | Document<br>Date  | Date of Filing | Whether filed<br>within<br>prescribed time |
|-----------|----------------------|-----------|-------------------|----------------|--|
| 1.        | *Form DIR-12         | R46100145 | 01/06/2020        | 17/07/2020     | Yes  |
| 2.        | *Form DIR-12         | R53998910 | 07/08/2020        | 08/09/2020     | Yes  |
| 3.        | Form DIR-12          | R53915252 | 04/09/2020        | 07/09/2020     | Yes  |
| 4.        | Form DIR-12          | R84650852 | 29/12/2020        | 13/01/2021     | Yes  |
| 5.        | *Form-DPT-3          | R74783044 | 31/03/2020        | 14/12/2020     | Yes  |
| 6.        | Form-AOC-4<br>(XBRL) | R87232666 | 31/03/2020        | 22/01/2021     | Yes  |
| 7.        | Form-MGT-7           | T01917582 | 31/03/2020        | 17/02/2021     | Yes  |
| 8.        | *Form CRA-2          | R74816984 | 12/11/2020        | 14/12/2020     | Yes  |
| 9.        | Form CRA-4           | R84645290 | 31/03/2020        | 13/01/2021     | No   |
| 10.       | Form CFSS            | T23186463 | Not<br>Applicable | 16/06/2021     | Not Applicable                             |

<sup>\*</sup>This form was filed within extended time period which was extended by Ministry of Corporate Affairs due to COVID 19 Pandemic.

Further No forms were filed with Regional Director, Central Government, and the Tribunal, Court or other authorities during the year.



Corp. Off: Plot No. 19, 6th Floor Block C, Sewa Tower, Sector-18 Udyog Vihar, Gurugram, Haryana -- 122015

T +91-124-2789000 E-mail: info@ceragem.co.in

#### LIST OF SHAREHOLDERS AS ON 31<sup>5T</sup> MARCH, 2021

| S.<br>No. | Name and Address of Shareholders   | No. & Type of Shares    | Amount Per<br>Share (INR) |
|-----------|--|-------------------------|---------------------------|
| 1         | Ceragem Company Limited, Korea Add: 10, Jeongja 1 GIL, Seonggeo, Eup Seobuk Cheonan, SI, Chungcheogam- Do, Korea, 330831 | 13,93,866 Equity Shares | 100/-                     |
| 2         | Mr. Moonsik Nam Add: Apartment No. 201, 20th Floor, Belaire Apartment DLF, Phase-5, Golf Course Road Gurgaon-122002 HR   | 1 Equity Shares         | 100/-                     |
| 3         | Mr. Bi Ho Kim<br>Add: Office No. 14, Mezzanine Floor,<br>Roman Arcade, AL-Mulla Plaza, Dubai,<br>UAE                     | 25,418 Equity Shares    | 100/-                     |
|           | TOTAL  | 14,19,285 Equity Shares |                           |

#### For CERAGEM INDIA PRIVATE LIMITED

For-CERAGEM INDIA AVT. LTD.

SIGN .....

**MOONSIK NAM** 

MANAGING DIRECTOR

MANAGING

DIN: 07470469

ADDRESS: APARTMENT NO. A-201, 20TH FLOOR,

BELAIRE APARTMENT, DLF, PHASE-5, GOLF COURSE ROAD, GURGAON-122001