

# Draft

## FORM NO. MGT-7

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



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

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

L74900GJ2007PLC051338

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCC1254E

(ii) (a) Name of the company

DISHMAN CARBOGEN AMCIS

(b) Registered office address

Dishman Corporate House, Iscon-Bopal Road, Ambli, NA  
Ahmedabad  
Ahmedabad  
Gujarat  
380058

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

grievance@imdcal.com

(d) \*Telephone number with STD code

02717420102

(e) Website

www.imdcal.com

(iii) Date of Incorporation

17/07/2007

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Subsidiary of Foreign 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 Ltd.	1
2	National Stock Exchange of India Ltd.	1,024

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

20

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Adimans Technologies LLP		Holding	59.32
2	Dishman CARBOGEN AMCIS (E		Subsidiary	100

3	Dishman USA Inc.		Subsidiary	100
4	CARBOGEN AMCIS Real Estate		Subsidiary	100
5	Dishman Carbogen AMCIS Tec +		Subsidiary	100
6	CARBOGEN AMCIS Holdings A +		Subsidiary	100
7	Dishman International Trading +		Subsidiary	100
8	CARBOGEN AMCIS (Shanghai) +		Subsidiary	100
9	CARBOGEN AMCIS AG		Subsidiary	100
10	CARBOGEN AMCIS Ltd		Subsidiary	100
11	CARBOGEN AMCIS BV		Subsidiary	100
12	Dishman Carbogen Amcis (Jap +		Subsidiary	100
13	CARBOGEN AMCIS SAS		Subsidiary	100
14	Shanghai Yiqian International +		Subsidiary	100
15	Dishman Carbogen Amcis (Sin +		Subsidiary	100
16	CARBOGEN AMCIS Specialities +		Subsidiary	100
17	CARBOGEN AMCIS Innovations +		Subsidiary	100
18	DISHMAN CARBOGEN AMCIS A +		Subsidiary	100
19	Dishman Biotech Limited	U24231GJ1995PLC028060	Subsidiary	100
20	Visible Investment Private Limi +	U65990GJ2021PTC122015	Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	170,250,000	156,783,095	156,783,095	156,783,095
Total amount of equity shares (in Rupees)	340,500,000	313,566,190	313,566,190	313,566,190

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	170,250,000	156,783,095	156,783,095	156,783,095
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	340,500,000	313,566,190	313,566,190	313,566,190

**(b) Preference share capital**

Particulars	Authorised capital	Issued 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

Class of shares	Authorised capital	Issued capital	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 nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	715	156,782,380	156783095	313,566,190	313,566,190	
<b>Increase during the year</b>	0	10	10	20	20	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	10	10	20	20	
Transfer of Physical Shares to Demat						
<b>Decrease during the year</b>	10	0	10	20	20	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	10	0	10	20	20	
Transfer of Physical Shares to Demat						
<b>At the end of the year</b>	705	156,782,390	156783095	313,566,190	313,566,190	
<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						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	5,000	100000	500,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			500,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	500,000,000	0	500,000,000
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

3,789,219,665.56

(ii) Net worth of the Company

41,143,103,202.32

**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	5,000	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)	93,002,442	59.32	0	
10.	Others	0	0	0	
	<b>Total</b>	93,007,442	59.32	0	0

**Total number of shareholders (promoters)**

6

**(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	40,065,230	25.55	0	
	(ii) Non-resident Indian (NRI)	1,583,563	1.01	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	2,000	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	14,644,326	9.34	0	
7.	Mutual funds	3,631,964	2.32	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,363,496	2.15	0	
10.	Others          Alternate Investment Fund,	485,074	0.31	0	

	<b>Total</b>	63,775,653	40.68	0	0
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**Total number of shareholders (other than promoters)**

57,914

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

57,920

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

50

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DFA INTERNATIONAL +	STANDARD CHARTERED BANK SEC +			7,100	0
CC&amp;L Q EMERGIN +	STANDARD CHARTERED BANK SEC +			110,928	0.07
CITY OF NEW YORK GF +	HSBC SECURITIES SERVICES 11TH F +			77,154	0.04
CUSTODY BANK OF JA +	HSBC SECURITIES SERVICES 11TH F +			28,367	0.01
EMERGING MARKETS S +	CITIBANK N.A. CUSTODY SERVICES +			29,525	0.01
MASSACHUSETTS INS +	CITIBANK N.A. CUSTODY SERVICES +			2,980,000	1.9
DIMENSIONAL EMERG +	CITIBANK N.A. CUSTODY SERVICES +			128	0
GYMKHANA PARTNER +	CITIBANK N.A. CUSTODY SERVICES +			402,900	0.25
SPDR PORTFOLIO EME +	HSBC SECURITIES SERVICES 11TH F +			143,211	0.09
SPDR S AND P EMERG +	HSBC SECURITIES SERVICES 11TH F +			3,772	0
AMERICAN CENTURY E +	DEUTSCHE BANK AG, DB HOUSE, H +			31,845	0.02
COBRA INDIA (MAURIT +	STANDARD CHARTERED BANK Sec +			491,322	0.31
EMERGING MARKETS (C +	DEUTSCHE BANK AG, DB HOUSE H +			31,034	0.01
EMERGING MARKETS (C +	CITIBANK N.A. CUSTODY SERVICES +			494,826	0.31
EMERGING MARKETS S +	CITIBANK N.A. CUSTODY SERVICES +			13,491	0
GLOBEFLEX EMERGIN +	CITIBANK N.A. CUSTODY SERVICES +			484,021	0.3
JOHN HANCOCK FUNI +	CITIBANK N.A. CUSTODY SERVICES +			1,354	0
SAMSUNG INDIA SMA +	DEUTSCHE BANK AG, DB HOUSE H +			600,000	0.38
THE EMERGING MARK +	CITIBANK N.A. CUSTODY SERVICES +			194,853	0.12
UTAH STATE RETIREM +	CITIBANK N.A. CUSTODY SERVICES +			3,656	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ALASKA PERMANENT +	DEUTSCHE BANK AG DB HOUSE, H +			33,729	0.02
AMERICAN CENTURY I +	DEUTSCHE BANK AG, DB HOUSE, H +			4,829	0
BNP PARIBAS ARBITRA +	BNP PARIBAS HOUSE 1 NORTH AV +			203,460	0.12
BNS ASIA LIMITED	HSBC SECURITIES SERVICES 11TH F +			111,945	0.07
COEUS GLOBAL OPPO +	BNP PARIBAS HOUSE 1 NORTH AV +			100,000	0.06

**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	29	30
Members (other than promoters)	57,536	57,914
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>	2	1	2	1	0	0
<b>B. Non-Promoter</b>	0	6	0	5	0	0.02
(i) Non-Independent	0	1	0	0	0	0
(ii) Independent	0	5	0	5	0	0.02
<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	2	7	2	6	0	0.02
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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)
JANMEJAY RAJNIKAN	00004730	Director	1,000	
DEOHOOTI JANMEJAY	00004876	Whole-time director	1,000	
ARPIT JANMEJAY VYA	01540057	Managing Director	1,000	
SANJAY SHAILESHBH	00091305	Director	24,700	
ASHOK CHANDRAKAN	00022507	Director	0	
SUBIR KUMAR DAS	02237356	Director	0	
RAJENDRA SHANTILA	00061922	Director	0	
MAITRI KIRANKUMAR	07549243	Director	0	
SHRIMA GAURANGBH	BHGPD0958N	Company Secretar	0	
HARSHIL RAMAKANT	APAPD3255R	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)
MARK CHRISTOPHER	06981744	Director	01/04/2022	Cessation

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

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

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	29/09/2022	60,203	49	59.36

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2022	8	8	100
2	09/08/2022	8	8	100
3	11/11/2022	8	6	75
4	17/01/2023	8	7	87.5
5	10/02/2023	8	7	87.5
6	10/03/2023	8	8	100

**C. COMMITTEE MEETINGS**

Number of meetings held

11

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	10/05/2022	3	3	100
2	Audit Committee	09/08/2022	3	3	100
3	Audit Committee	11/11/2022	3	3	100
4	Audit Committee	10/02/2023	3	3	100
5	Stakeholders Forum	10/05/2022	3	3	100
6	Stakeholders Forum	09/08/2022	3	3	100
7	Stakeholders Forum	11/11/2022	3	2	66.67
8	Stakeholders Forum	10/02/2023	3	3	100
9	Nomination and Remuneration Committee	10/05/2022	3	3	100
10	Corporate Social Responsibility Committee	10/05/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	JANMEJAY R.	6	5	83.33	5	4	80	
2	DEOHOOTI J	6	4	66.67	0	0	0	
3	ARPIT JANME	6	6	100	1	1	100	
4	SANJAY SHA	6	6	100	11	11	100	
5	ASHOK CHAN	6	6	100	10	10	100	
6	SUBIR KUMA	6	6	100	6	6	100	
7	RAJENDRA S	6	5	83.33	0	0	0	
8	MAITRI KIRAN	6	6	100	1	1	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DEOHOOTI JANME	Whole-time Dire	12,000,000	0	0	0	12,000,000
	Total		12,000,000	0	0	0	12,000,000

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	SHRIMA GAURAN	COMPANY SEC	987,734.01	0	0	21,600	1,009,334.01
2	HARSHIL RAMAKA	GLOBAL CFO	11,981,726.11	0	0	21,600	12,003,326.11
	Total		12,969,460.12	0	0	43,200	13,012,660.12

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJAY SHAILESH	DIRECTOR	0	1,500,000	0	380,000	1,880,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	ASHOK CHANDRA +	DIRECTOR	0	1,100,000	0	320,000	1,420,000
3	SUBIR KUMAR DA +	DIRECTOR	0	1,100,000	0	240,000	1,340,000
4	RAJENDRA SHANT +	DIRECTOR	0	800,000	0	100,000	900,000
5	MAITRI KIRANKUM +	DIRECTOR	0	800,000	0	140,000	940,000
6	JANMEJAY R. VYA +	DIRECTOR	0	0	0	11,000,000	11,000,000
	Total		0	5,300,000	0	12,180,000	17,480,000

#### 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

Ashok P. Pathak & Co.

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2662

**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

DIN of the director

00004876

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

29292

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 Attachement(s), if any

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

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## **Clarification**

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### **Point III to the e-Form MGT – 7**

\*Wholly-owned step-down subsidiary of the Company

Following are the Wholly-owned step-down subsidiaries of the Company:

1. CARBOGEN AMCIS (Shanghai) Co., Ltd.
2. CARBOGEN AMCIS AG
3. CARBOGEN AMCIS Ltd.
4. CARBOGEN AMCIS B. V. (Formerly known as Dishman Netherlands B. V.)
5. CARBOGEN AMCIS SAS, France
6. Shanghai YiQian International Trade Co., Ltd.
7. CARBOGEN AMCIS SPECIALITIES AG
8. CARBOGEN AMCIS INNOVATIONS AG
9. DISHMAN CARBOGEN AMCIS AG
10. CARBOGEN AMCIS REAL ESTATE
11. Dishman Carbogen Amcis (Singapore) Pte. Limited
12. Dishman CARBOGEN AMCIS (Japan) Ltd. (Formerly known as Dishman Japan Ltd.)

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### **Clarification note for difference in no. of Promoters mentioned in Point VI (a) and VII to the e-Form MGT - 7**

- The total no. of promoters mentioned as 30 (Thirty) as per Regulation 2(1)(zb) of SEBI (ICDR) Regulations, out of which only 6 (Six) promoters are hold shares in the Company and remaining 24 (Twenty Four) promoters hold NIL shares at present.

Hence, in the e-Form MGT – 7, in point no. VI (a) no. of promoter shareholders mentioned as 6 (Six) and in Point no. VII, total no. of promoters mentioned as 24 (Twenty Four).



CS Ashok P. Pathak  
Company Secretary &  
Insolvency Professional

DRAFT

F- 904, Titanium City Centre, 100 ft. Anand Nagar Road,  
Near Indian Oil Petrol Pump, Satellite, Ahmedabad - 380015  
(O) 079-26934123 Mobile : 09327002122  
E-mail : csashokppathak@gmail.com  
Website : www.csashokppathak.com

## 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

We have examined the registers, records and books and papers of **Dishman Carbogen Amcis Limited** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder **for the financial year ended on 31<sup>st</sup> March, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we 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. maintenance of registers/records and making entries therein within the time prescribed therefore;
  3. 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 the prescribed / extended time / with additional fees, wherever applicable;
  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, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed;
  5. closure of the Register of Members / Security holders, as the case may be.
  6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
  7. contracts/arrangements with related parties as specified in section 188 of the Act;
  8. issue or allotment or transfer or transmission 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, wherever applicable.

Contd..2



CS Ashok P. Pathak  
Company Secretary &  
Insolvency Professional

DRAFT

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Near Indian Oil Petrol Pump, Satellite, Ahmedabad - 380015  
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Website : www.csashokppathak.com

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9. during the financial year, the company has not kept 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. declaration/payment of 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; wherever applicable.
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 /filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; wherever applicable.
13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act.
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; wherever applicable.
15. acceptance/renewal/repayment of deposits; wherever applicable.
16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporatè or persons falling under the provisions of section 186 of the Act ; wherever applicable.
18. the company has not altered the Memorandum and / or Articles of Association of the company during the year under review..

For, Ashok P. Pathak & Co.,  
Company Secretaries,  
ICSI Unique Code : S1997GJ020700

CS Ashok P. Pathak\*  
Proprietor  
ACS No : 9939 | COP No : 2662  
Peer Review Certificate No. : 1519/2021  
ICSI UDIN :

Place : Ahmedabad

Date :

\* Insolvency Professional (IP) registered with the Institute of Insolvency and Bankruptcy Board of India. (IBBI)  
IBBI/IPA-002/IP-N00329/2017-18/10934

**DISHMAN CARBOGEN AMCIS LIMITED**

**Point IX (C) COMMITTEE MEETINGS TO E-FORM MGT – 7**

Number of meetings held: 11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	As % age of total members
1.	Audit Committee	10/05/2022	3	3	100
2.	Audit Committee	09/08/2022	3	3	100
3.	Audit Committee	11/11/2022	3	3	100
4.	Audit Committee	10/02/2023	3	3	100
5.	Stakeholders Relationship Committee	10/05/2022	3	3	100
6.	Stakeholders Relationship Committee	09/08/2022	3	3	100
7.	Stakeholders Relationship Committee	11/11/2022	3	2	66.67
8.	Stakeholders Relationship Committee	10/02/2023	3	3	100
9.	Nomination and Remuneration Committee	10/05/2022	3	3	100
10.	Corporate Social Responsibility Committee	10/05/2022	3	3	100
11.	Special Meeting of Independent Directors	10/02/2023	5	4	80

**DISHMAN CARBOGEN AMCIS LIMITED**  
**Point VI (c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company TO E-FORM MGT – 7**

Sr. No	Name Of FII/FPI	Address	No. of Share	% of share holding
1	DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	7100	0.0045
2	CC&LQ EMERGING MARKETS EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	110928	0.0708
3	CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	77154	0.0492
4	CUSTODY BANK OF JAPAN, LTD. RE: SMTB AXA IM EMERGING SMALL CAP EQUITY MOTHER FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	28367	0.0181
5	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	29525	0.0188
6	MASSACHUSETTS INSTITUTE OF TECHNOLOGY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2980000	1.9007
7	DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	128	0.0001
8	GYMKHANA PARTNERS L.P.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	402900	0.257
9	SPDR PORTFOLIO EMERGING MARKETS ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	143211	0.0913
10	SPDR S AND P EMERGING ASIA PACIFIC ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	3772	0.0024
11	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	31845	0.0203
12	COBRA INDIA (MAURITIUS) LIMITED	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	491322	0.3134
13	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	31034	0.0198
14	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	494826	0.3156
15	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	13491	0.0086
16	GLOBEFLEX EMERGING MARKETS SMALL CAP, L.P.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	484021	0.3087
17	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	1354	0.0009
18	SAMSUNG INDIA SMALL AND MID CAP FOCUS SECURITIES MASTER INVESTMENT TRUST(EQUITY)	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	600000	0.3827
19	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	194853	0.1243
20	UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	3656	0.0023
21	ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	33729	0.0215
22	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	4829	0.0031
23	BNP PARIBAS ARBITRAGE - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051	203460	0.1298
24	BNS ASIA LIMITED	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	111945	0.0714
25	COEUS GLOBAL OPPORTUNITIES FUND	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051	100000	0.0638
26	EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2202	0.0014
27	EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	27126	0.0173
28	HBM HEALTHCARE INVESTMENTS (CAYMAN) LTD	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	5560116	3.5464
29	JOHN HANCOCK VARIABLE INSURANCE TRUST EMERGING MARKETS VALUE TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	5361	0.0034
30	PREMIER INVESTMENT FUND LIMITED	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS, INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097	247425	0.1578
31	238 PLAN ASSOCIATES LLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	880000	0.5613
32	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	16437	0.0105
33	DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS VALUE TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	8860	0.0057
34	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	6544	0.0042
35	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	38071	0.0243
36	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	10172	0.0065
37	CC&LQ EMERGING MARKETS EQUITY UCITS FUND, A SUB-FUND OF CONNOR, CLARK & LUNN UCITS ICAV	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	29324	0.0187
38	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	168	0.0001
39	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	7756	0.0049

**DISHMAN CARBOGEN AMCIS LIMITED**  
**Point VI (c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company TO E-FORM MGT – 7**

Sr. No	Name Of FII/FPI	Address	No. of Share	% of share holding
40	EMERGING MARKETS TARGETED VALUE PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	4884	0.0031
41	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	27694	0.0177
42	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1053	0.0007
43	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	76	0
44	DIMENSIONAL EMERGING MARKETS VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	321072	0.2048
45	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	16398	0.0105
46	GALLUS AKTIEN EMERGING MARKETS AKTIV	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	6181	0.0039
47	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	145618	0.0929
48	QUADRATURE CAPITAL VECTOR SP LIMITED	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI 400064	583251	0.372
49	SAINT CAPITAL FUND	C/O TRI-PRO ADMINISTRATORS LTD LEVEL 5, MAEVA TOWER, BANK STREET CYBERCITY, EBENE MAURITIUS 111111	60000	0.0383
50	SPDR S&P EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	55087	0.0351