

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

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

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NUVOCO VISTAS CORPORATIC	L26940MH1999PLC118229	Holding	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	300,000,000	242,075,000	242,075,000	242,075,000
Total amount of equity shares (in Rupees)	3,000,000,000	2,420,750,000	2,420,750,000	2,420,750,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	300,000,000	242,075,000	242,075,000	242,075,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,000,000,000	2,420,750,000	2,420,750,000	2,420,750,000

(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			
Equity shares						
At the beginning of the year	0	242,075,000	242,075,000	2,420,750,000	2,420,750,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
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 <input type="text"/>						
At the end of the year	0	242,075,000	242075000	2,420,750,0	2,420,750,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
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 <input type="text"/>						
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	02/08/2022		
Date of registration of transfer (Date Month Year)	06/04/2022		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	IN30132110723206		
Transferor's Name	SHAH	NARESHKUMAR	SUKETU
	Surname	middle name	first name
Ledger Folio of Transferee	IN30132110759637		

Transferee's Name	SHAH	BIPINCHANDRA	BANKIMA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

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

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

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

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

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

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

38,767,127,721

(ii) Net worth of the Company

3,352,080,545

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	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)	242,075,000	100	0	
10.	Others	0	0	0	
	Total	242,075,000	100	0	0

Total number of shareholders (promoters)

7

(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	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
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Total number of shareholders (other than promoters)

0

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

7

**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	7	7
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 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	1	4	1	3	0	0
(i) Non-Independent	1	3	1	2	0	0
(ii) Independent	0	1	0	1	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	1	4	1	3	0	0

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

6

(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)
Mr. Jayakumar Krishnas	02099219	Managing Director	0	
Mr. Manan Nutanbhai S	08793243	Director	1	
Mr. Berjis Desai	00153675	Director	0	
Ms. Shruta Sanghavi	08803625	Director	0	
Mr. Maneesh Agrawal	AAOPA3272A	CFO	0	
Ms. Nupur Burman	AXHPB3330Q	Company Secretar	0	

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

3

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)
Mr. Rajiv Ranjan Thaku	ACNPT3939L	CFO	09/11/2022	Cessation
Mr. Maneesh Agrawal	AAOPA3272A	CFO	09/11/2022	Appointment
Mr. Vivek Chawla	02696336	Director	25/03/2023	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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	02/08/2022	7	5	100

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2022	5	5	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	09/08/2022	5	4	80
3	09/11/2022	5	5	100
4	06/02/2023	5	4	80

C. COMMITTEE MEETINGS

Number of meetings held

9

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	20/05/2022	3	3	100
2	Audit Committee	09/08/2022	3	3	100
3	Audit Committee	09/11/2022	3	3	100
4	Audit Committee	06/02/2023	3	2	66.67
5	Nomination and Remuneration	20/05/2022	3	3	100
6	Nomination and Remuneration	09/11/2022	3	3	100
7	Nomination and Remuneration	06/02/2023	3	2	66.67
8	Corporate Social Responsibility	09/08/2022	4	4	100
9	Corporate Social Responsibility	06/02/2023	4	3	75

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	24/07/2023
								(Y/N/NA)
1	Mr. Jayakumar	4	4	100	2	2	100	Yes
2	Mr. Manan Nudra	4	4	100	9	9	100	Yes
3	Mr. Berjis Desai	4	3	75	0	0	0	No
4	Ms. Shruti Sarda	4	4	100	9	9	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

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

0

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

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rajiv Ranjan Th	Chief Financial C	11,431,191	0	0	579,777	12,010,968
2	Ms. Nupur Burman	Company Secre	1,300,740	0	0	61,848	1,362,588
	Total		12,731,931	0	0	641,625	13,373,556

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Vivek Chawla	Non- Executive I	0	731,250	0	180,000	911,250
2	Mr. Berjis Desai	Independent Dir	0	225,000	0	90,000	315,000
	Total		0	956,250	0	270,000	1,226,250

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of ShareholdersMarch312023.pdf
MGT-8 CERTIFICATE-final.pdf
Clarification letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Ref. No. Sec/13/2023-24

Date: 29.08.2023

To
The Ministry of Corporate Affairs,
The Registrar of Companies
100, Everest Building, Marine Lines
Mumbai -400002

Sub: Clarification to Annual Return for FY 2022-23

Dear Sir/Madam,

Please take note of the below:

1. Field No. IV (i) (d) Break-up of paid-up share capital

Please note that the Company is an Unlisted Public Limited Company. The ISIN of the equity shares of the company is INE973U01018.

2. Field No. IV (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)*

Please note that one share held in dematerialized form by Mr. Suketu Shah as a nominee of Nuvoco Vistas Corporation Limited was transferred to Ms. Bankima Shah, in dematerialized form on 06.04.2022. Ms. Bankima Shah was holding one share as a nominee of Nuvoco Vistas Corporation Limited as on March 31, 2023.

3. Field No. VI (a) SHARE HOLDING PATTERN – Promoters

Please note that in Sl. No. 9 - Body Corporate (not mentioned above), 24,20,75,000 equity shares held by Nuvoco Vistas Corporation Limited includes 6 equity shares held by 6 individual shareholders as a nominee of Nuvoco Vistas Corporation Limited for which the Company has complied with Section 89 of the Companies Act, 2013 read with the Rules made thereunder. Accordingly, *Total number of shareholders (promoters)* have been shown 7, inclusive of 6 equity shares held by 6 individual shareholders as a nominee of the Body Corporate Promoter.

4. Field No. VIII - DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**(B)(i) Details of directors and Key managerial personnel as on the closure of financial year**

Mr. Manan Nutanbhai Shah holds 1 equity share as the Nominee Shareholder of Nuvoco Vistas Corporation Limited, the Body Corporate (Promoter).

5. Field No. X - REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- a. Mr. Jayakumar Krishnaswamy, the Managing Director and Mr. Maneesh Agrawal (appointed as the CFO and KMP w.e.f. November 09, 2022) of the Company did not draw any remuneration from the Company for the Financial Year 2022-23.

**NU VISTA LIMITED**

Registered Office: NU Vista Limited, Equinox Business Park, Tower 3, East Wing, 4th Floor, LBS Marg, Kurla (West) Mumbai - 400070 | Tel: (022) 6769 2500
Corporate Office: NU Vista Limited, DLF IT Park 1, Tower C, 10th Floor, 08 Major Arterial Road, New Town (Rajarhat), Kolkata - 700156 | Tel: (033) 4092 3100
CIN: U26940MH2007PLC353160

Website: www.nuvoco.com | Email: customer.care@doublebullcement.com



- b. Number of CEO, CFO and Company secretary whose remuneration details to be entered** - Please note that Mr. Rajiv Thakur, the CFO and KMP of the Company was re-designated as the Chief Procurement Officer with effect from October 22, 2022. Consequent to the same, Mr. Rajiv Thakur relinquished his position as the CFO and KMP of the Company with effect from November 09, 2022. In view of the same, his remuneration in the capacity of the CFO as mentioned in this filed is for the period April 01, 2022 to November 09, 2022.
- c. Number of other directors whose remuneration details to be entered** - Please note that, in view of absence of profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013 (the "Act") for the Financial Year 2022-23, the approval of the Members has been obtained at the 16th Annual General Meeting of the Company held on July 24, 2023 by way of an Ordinary Resolution, for payment of remuneration by way of commission to the Non-Executive Director and Independent Director and the said remuneration is within the ceiling limits as prescribed under Schedule V of the Act.

Note: Mr. Vivek Chawla ceased to be the Non-Executive Director of the Company w.e.f March 25, 2023 and was entitled for payment of remuneration by way of commission for the Financial Year 2022-23.

Kindly take the above on record.

For NU Vista Limited


Nupur Burman

Company Secretary

ACS – 34221

Address – Equinox Business Park, Tower-3, East Wing,
4th Floor, LBS Marg, Kurla (West), Mumbai - 400070



List of Shareholders of the Company as on March 31, 2023				
Sl. No.	Name of Shareholders	Type of share / Face value	No. of Shares	Percentage of Shares (%)
1.	Nuvoco Vistas Corporation Limited	Equity share of face value of Rs. 10	242,074,994	100.00%
2.	Vatsal Rameshchandra Vaishnav	Equity share of face value of Rs. 10	1	0.00%
3.	Manan Nutanbhai Shah	Equity share of face value of Rs. 10	1	0.00%
4.	Ajay Bhushanlal Khushu	Equity share of face value of Rs. 10	1	0.00%
5.	Sharad Jaynarayan Shrimali	Equity share of face value of Rs. 10	1	0.00%
6.	Paresh Balmukund Sheth	Equity share of face value of Rs. 10	1	0.00%
7.	Bankima Bipinchandra Shah	Equity share of face value of Rs. 10	1	0.00%
			242,075,000	100.00%

Note: Shareholders mentioned in Sl. No. 2 to 7 acting as nominee, on behalf of Nuvoco Vistas Corporation Limited (Beneficiary Owner), are holding 1 (one) share each as Registered Owner

For NU Vista Limited


Nupur Burman
Company Secretary
ACS – 34221



NU VISTA LIMITED

Registered Office: NU Vista Limited, Equinox Business Park, Tower 3, East Wing, 4th Floor, LBS Marg, Kurla (West) Mumbai - 400070 | Tel: (022) 6769 2500
Corporate Office: NU Vista Limited, DLF IT Park 1, Tower C, 10th Floor, O8 Major Arterial Road, New Town (Rajarhat), Kolkata - 700156 | Tel: (033) 4092 3100
CIN: U26940MH2007PLC353160

Website: www.nuvoco.com | Email: customer.care@doublebullcement.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 **NU Vista Limited** (“the Company”) **CIN U26940MH2007PLC353160** having its Registered Office at Equinox Business Park, Tower 3, East Wing 4th Floor, LBS Marg, Kurla (West), Mumbai - 400070 as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made there under for the financial year ended on **March 31, 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, and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic 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 generally complied with provisions of the Act & Rules made thereunder in respect of:
1. Its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies and other authorities;
 4. calling/convening/holding meetings of Board of Directors or 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, notices were given and the proceedings including the circular resolutions have been recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;

No resolutions were passed through postal ballot during the year;

5. closure of Register of Members/ Security holders, as the case may be; Not Applicable

6. no advances/ loans have been made 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. transfer and transmission of shares and issue of security certificates in all instances;
there was no issue or allotment or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities during the year;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares, as applicable pending registration of transfer of shares in compliance with the provisions of the Act (during the year under review not applicable to the Company);
10. there were no declaration/payment of dividend;
Transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund; Not Applicable
11. signing of audited financial statements as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3) and (5) thereof;
12. constitution/ appointment/ re-appointment/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; as applicable
13. appointment/ re-appointment/ filling up of casual vacancies of auditors as per the provisions of section 139 of the Act (during the year under review not applicable to the Company);
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; as applicable
15. the Company has not accepted any Fixed Deposits during the year;
16. borrowings from its members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
there were no borrowings from directors, during the year;
17. there were no loans or investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the year;

Continuation Sheet

18. there had been no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the year.

Place: Mumbai

Date: 28.08.2023

For Parikh & Associates
Company Secretaries

Signature:

Name of Company Secretary: Jeenal Jain

C. P. No.: 21246

UDIN: A043855E000880955

PR No.: 1129/2021

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

'Annexure A to Form MGT-8'

To,
NU Vista Limited
Equinox Business Park, Tower 3,
East Wing, 4th Floor, LBS Marg, Kurla (West),
Mumbai - 400070

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

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

Place: Mumbai

Date:28.08.2023

For Parikh & Associates
Company Secretaries

Signature:
Name of Company Secretary: Jeenal Jain
C. P. No.: 21246
UDIN: A043855E000880955
PR No.: 1129/2021