

Form No. MGT-7

ANNUAL RETURN
As on the financial year ended on _____

of

-----PRIVATE LIMITED / LIMITED

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN:- - PREFILL

Foreign Company Registration Number/GLN:-

Registration Date

Date Month Year

ii) **Category of the Company:** - [Pl. tick]

- | | | |
|---|-----------------|-----|
| 1 | Public Company | () |
| 2 | Private company | () |

iii) **Sub Category of the Company:-** [Please tick whichever are applicable]

- | | | |
|----|---------------------------------------|-----|
| 1 | Government Company | () |
| 2 | Small Company | () |
| 3. | One Person Company | () |
| 4 | Subsidiary of Foreign Company | () |
| 5 | NBFC | () |
| 6 | Guarantee Company | () |
| 7 | Limited by shares | () |
| 8 | Unlimited Company | () |
| 9 | Company having share capital | () |
| 10 | Company not having share capital | () |
| 11 | Company Registered under
Section 8 | () |

iv) Whether shares listed on recognized Stock Exchange(s) - Yes/No

If yes, details of stock exchanges where shares are listed

Sl No.	Stock Exchange Name	Code
1.		
2.		
3.		

v) AGM details :

	Date	Month	Year
AGM held			
AGM not held			

Whether extension of AGM was granted – Yes / No. (If yes, provide reference number , date of approval letter and the period upto which extension granted)

If Annual General Meeting was not held, specify the reasons for not holding the same.

vi) NAME AND REGISTERED OFFICE ADDRESS OF COMPANY:

(To be filled in manually)

Company Name :

Address

Town / City :

State :

Pin Code:

Country Name :

Country Code:

Telephone :

With STD Area Code

Number

Fax Number :

Email Address : Website, if any:

[Please provide valid and current email-id of the dealing officer]

Name of the Police Station having jurisdiction where the registered office is situated

Address for correspondence, if different from address of registered office:

(In case of foreign company, please give address of principal place of business in India) :

Address

Town / City :

State : Pin Code:

Telephone :
With STD Area Code Number

Fax Number :

Email Address :

[Please provide valid and current email-id of the dealing officer]

vii) Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given.

Name of Registrar & Transfer Agents:

Address

Town / City :

State : Pin Code:

Telephone :
With STD Area Code Number

Fax Number :

Email Address :

[Please provide valid and current email-id of the dealing officer of RTA]

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1			
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -[No. of Companies for which information is being filled] - ☐

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1					
2					

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY**i) SHARE CAPITAL:****a) Authorised Share Capital :**

Class of Shares	No. of Shares	Nominal value per share [Rs.]	Total Nominal value of shares [Rs.]
<p>Equity [specify for each type]</p> <p>At the beginning of the year</p> <p>Changes during the year (Increase)</p> <p>1.</p> <p>2.</p> <p>Changes during the year (Decrease)</p> <p>1.</p> <p>2.</p> <p>At the end of the year</p>			
<p>Preference [specify for each type]</p> <p>At the beginning of the year</p> <p>Changes during the year (Increase)</p> <p>1.</p> <p>2.</p> <p>Changes during the year (Decrease)</p> <p>1.</p> <p>2.</p> <p>At the end of the year</p>			

Unclassified [specify for each type]			
At the beginning of the year			
Changes during the year (Increase)			
1.			
2.			
Changes during the year (Decrease)			
1.			
2.			
-At the end of the year			
Total Authorized Capital at the beginning of the year	-	-	
Total Authorised Capital at the end of the year	-	-	
(Autofill)	-	-	

b) *Issued Share Capital :*

Class of Shares	No. of Shares	Nominal value per share [Rs.]	Total Nominal value of shares [Rs.]
Equity [specify for each type]			
At the beginning of the year			
Changes during the year(Increase)			
1.			
2.			
Changes during the year (Decrease)			
1.			
2.			
At the end of the year			
Preference [specify for each type]			
At the beginning of the year			

Changes during the year(Increase) 1. 2.			
Changes during the year (Decrease) 1. 2.			
At the end of the year			
Total Issued Share Capital at the beginning of the year	-	-	
Changes during the year(Increase)	-	-	
Changes during the year (Decrease)			
Total Issued Share Capital at the end of the year (Autofill)	-	-	

c) Subscribed Share Capital:

Class of Shares	No. of Shares	Nominal value per share [Rs.]	Total Nominal value of shares [Rs.]
Equity [specify for each type] At the beginning of the year Changes during the year(increase) 1. 2. Changes during the year (Decrease) 1. 2. At the end of the year			
Preference [specify for each type] At the beginning of the year Changes during the year(increase) 1.			

2. Changes during the year (Decrease) 1. 2. At the end of the year			
Total Subscribed Share Capital at the beginning of the year	-	-	
Changes during the year(increase)	-	-	
Changes during the year (Decrease)			
Total Subscribed Share Capital at the end of the year (Autofill)	-	-	

d)(i) *Paid –up Share Capital :*

Class of Shares	No. of Shares	Nominal value per share [Rs.]	Total Paid - up value of shares [Rs.]
Equity [specify for each type] At the beginning of the year Changes during the year 1. Increase i. Public Issue ii. Private Placement / Preferential Allotment iii. ESOS iv. Sweat Equity v. Conversion – Pref. shares / Debentures vi. Conversion into equity vii. GDR / ADR viii. Others, please specify..... 2.Decrease i. Buy-back			

ii. Forfeiture iii. Re-issue of forfeited shares iv. Reduction v. Others, please specify At the end of the year			
Preference [specify for each type] At the beginning of the year -Changes during the year 1. Increase 2. Redemption 3. Forfeiture 4. Re-issue of forfeited shares 5. Reduction 6. At the end of the year			
Total Paid-up Share Capital at the beginning of the year Changes during the year(Increase) Changes during the year (Decrease) Total Paid-up Share Capital at the end of the year (Autofill)	- - -	- - -	

d)(ii) Details of stock split / consolidation during the year (for each class of shares):

Class of shares	Before split / consolidation	After split / Consolidation
Number of shares		
Face value per share		

ii) Debentures

Type of Debentures	No. of Debentures	Nominal Value per Debenture [Rs.]	Total Paid-up value of Debentures [Rs.]

i) Non-convertible (for each type) At the beginning of the year Changes during the year 1. Increase 2. Redemption 3. At the end of the year			
ii) Partly-convertible (for each type) At the beginning of the year -Changes during the year 1. Increase 2. Redemption 3. Converted 4. -At the end of the year			
iii) Fully-convertible (for each type) At the beginning of the year -Changes during the year 1. Increase 2. Converted 3. -At the end of the year			
Total Amount of Debentures At the beginning of the year -Changes during the year 1. Increase 2. Redemption 3. Converted 4. -At the end of the year (Auto fill)			

iii) Other Securities

Type of Securities	Number of Securities	Nominal Value of each Unit (Rs.)	Total Nominal Value (Rs.)	Paid up Value of each Unit (Rs.)	Total Paid up Value (Rs.)
1.					
2.					
3.					
Total Amount:-					

Securities Premium Account

Class of Securities on which premium received	No. of Securities	Premium per unit (Rs.)	Total Premium (Rs.)
Premium on Equity [specify for each type] At the beginning of the year Changes during the year 1. Increase (i) Public Issue (ii) Private Placement / Preferential Allotment (iii) ESOS (iv) Conversion – Pref. shares / Debentures (v) GDR / ADR vi) other, please specify..... 2. Decrease (i) Utilisation for issue of bonus shares (ii) (iii) At the end of the year			
Premium on Other Securities [specify for each type] At the beginning of the year Changes during the year 1. Increase (i) Fresh issue			

[illegible]

2. Non-Institutions									
(a) Bodies Corp. (i) Indian (ii) Overseas (b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh (c) Others (specify)									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)									

B. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1								% change in share holding during the year
2								
3								

	Total							
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C. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding				

	during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)				

E. Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

F. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VII. DETAILS OF MEMBERS, DEBENTURE HOLDERS AND OTHER SECURITIES HOLDER

1] Ledger Folio of Share /Debenture Holder/Other security holder-

Share/Debenture Holder/ Other security holder's full Name:

Father's/Mother's / Spouse's Name

Joint Holder's Full Name

Type of Share/ 1 - Equity, 2 - Preference
 Debenture/other security 3 – Debentures 4-other security

Number of Shares/ Amount per
 Debentures Held/ Share / Debenture/other
 Other securities held security (in Rs.)

Date of becoming

a member / Debenture holder/other security holder:-

Address :

Town / City :

District :

State :

Country :

Pin Code :

(Information to be furnished in separate sheet or in electronic mode as per the format)

[Following additional details to be given by Company without share capital]

(a) Total number of members at the date of incorporation/end of previous financial year.....

(b) Number of persons who have become members since incorporation / end of previous financial year.....

(c) Number of persons who have ceased to be members since incorporation / end of previous financial year.....

(d) Number of members as on the end of financial year.....

VIII. Details of shares / debentures transfers since the close of last financial year [or in the case of the first return at any time since the incorporation of the Company.]

Date of closure of previous financial year

Date Month Year

Date of Registration of Transfer of Shares

Date Month Year

Type of Security 1. Equity Shares 2. Preference Shares 3. Debentures

Number of shares/debenture Nominal Value (each in Rs.)

Ledger Folio of Transferor:

Transferor's Name

Ledger Folio of Transferee:

Transferee's Name

(Information to be furnished in separate sheet or in electronic mode as per the format)

IX. PROMOTERS/DIRECTORS / KEY MANAGERIAL PERSONNEL AND CHANGES THEREIN

[**Designation:-** P- Promoter, C – Chairman, CMD- Chairman cum Managing Director, CW- Chairman cum Whole time Director W –Whole Time Director, CS –Company Secretary, M – Manager, D –Director, MD – Managing Director, CEO-Chief Executive Officer, CFO-Chief Financial Officer]

[**Category:-** I- Independent, N- Nominee, A- Alternate, ED-Executive Director, NED- Non-Executive Director]

1] Promoter(s): [Give total no. of Promoters - □]

Status: Company/ies:

CIN / GIN -

Name

Country of Incorporation

Address of Regd Office

Individual/s

Full Name

Nationality

Address

PREFILL

2] Details of Directors:

i) Composition of Board of Directors

Category	At the beginning of the year		At the end of the year	
	No of Directors	% of total Number of Directors	No of Directors	% of total Number of Directors
A. Promoter				
i) Executive Directors				
ii) Non-Executive Directors				
Sub-total (A)				
B. Non-Promoter				
i) Executive Directors				
ii) Non-Executive & Independent Directors				
iii) Non-Executive & non-Independent Directors				

Sub-total (B)				
C. Nominee Directors				
i) representing lending institutions / banks				
ii) representing investing institutions				
iii) representing Govt				
iv) representing small share holders				
v) Others, if any.....				
Sub-total (C)				
Total (A+B+C+)				

ii) Details of Individual Directors**Directors:** [Give total no. of Directors -]**DIN: -****[PREFILL]**

Full Name:

Father's/ Mother's / Spouse's Name
[As per DIN]

Nationality-

I -Indian F-Foreign

Date of Birth

Date Month Year

Designation:

Category:-

Occupation:-

Email-id:-

No. of Equity Shares held in the Company:-

Date of Appointment
Date Month Year

Date of Ceasing :
Date Month Year

Residential Address:

Town / City :

District :

State :

Pin Code :

Details of Directorships in other companies and changes therein

Sl. No.	Name of the Company	CIN of the Company	Type of Company *	Designation**	Date of Appointment	Date of Cessation
1						
2						
3						

- * Listed Company-L, Unlisted Public Company-U, Private Company-P, OPC –O
- ** C – Chairman, CMD- Chairman cum Managing Director, CW-Chairman cum Whole time Director W –Whole Time Director, D –Director, MD – Managing Director, ED- Executive Director, NED – Non-Executive Director, AD- Alternate Director

3] Key Managerial Personnel:

i) Managing Director / CEO / Manager/Whole time director

DIN/PAN / UIN/ PASSPORT NO :-

Full Name :

Father's/ Mother's / Spouse's Name
[As per DIN/PAN/UIN/PASSPORT NO.]

Nationality-
Date of Birth

I -Indian F-Foreign

Date Month Year

Designation :

Date of Appointment
Date Month Year

Date of Ceasing:
Date Month Year

Residential Address:

Town / City :

District :

State :

Pin Code :

ii) **Company Secretary**

PAN / UIN/ PASSPORT NO :-

Full Name:

Father's/ Mother's / Spouse's Name
[As per PAN/UIN/PASSPORT NO.]

Nationality-
Date of Birth

I -Indian F-Foreign

Date

Month Year

Designation:

Membership No.

Date of Appointment
Date Month Year

Date of Ceasing:
Date Month Year

Residential Address:

Town / City :

District :

State :

Pin Code :

iii) **Chief Financial Officer**

DIN/PAN / UIN/ PASSPORT NO :-

Full Name:

Father's/ Mother's / Spouse's Name

[As per DIN/PAN/UIN/PASSPORT NO.]

Nationality-

I -Indian F-Foreign

Date of Birth

Date Month Year

Designation:

Date of Appointment

Date Month Year

Date of Ceasing:

Date Month Year

Residential Address:

Town / City :

District :

State :

Pin Code :

iv) **Others, if any**

PAN / UIN/ PASSPORT NO :-

Full Name:

Father's/ Mother's / Spouse's Name

[As per PAN/UIN/PASSPORT NO.]

Nationality-

I -Indian F-Foreign

Date of Birth

Date Month Year

Designation :

Date of Appointment

Date Month Year

Date of Ceasing:

Date Month Year

Residential Address:

Town / City :

District :

State :

Pin Code :

X. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS*A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS*

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number	% of total shareholding
Annual General Meeting [AGM]				
Extra-Ordinary General Meeting [EOGM]				
Class Meeting				
NCLT/ Court				
Requisitioned				

B. BOARD MEETINGS

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1				
2				
3				

C. COMMITTEE MEETINGS**NO. OF COMMITTEES**

NAME OF THE COMMITTEE:

S. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of attendance
1				
2				
3				

[Separate sheet to be attached for each Committee]

D. ATTENDANCE OF DIRECTORS

Sl. No.	Name of the Director	Board Meetings			Committee Meetings (Taking all the Committee Meetings together of which a Director is a member)			Whether attended last AGM held on(Y/N)
		No of Meetings Held	No. of Meetings attended	% of attendance	No. of Meetings Held	No. of Meetings attended	% of attendance	
1								
2								
3								
4								

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	---	---	----	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under					

	section 17(3) Income-tax Act, 1961					
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify...					
5.	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
	1. Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify					
	Total (1)					
	2. Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
	Total				

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A.COMPANY					
Penalty					
Punishment					
Compounding					

B.DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

XIII. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. CERTIFICATION OF COMPLIANCES

Details of events / matters in respect of which the company was liable to file returns or comply with requisite provisions of the Companies Act and rules made thereunder;-

Description of the Event / Matter	Date Of The event	Section& Description	Due date for filing / compliance	Date of Filing with SRN/ SRN/ compliance	Concerned Authority (ROC/ NCLT /Court)	Reasons for delay, if any

B. DISCLOSURES

1. Closure of Register of Members / Debenture	Date of Closure of	Purpose	Date of Public Notice	No. of Days for which Register
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	Holders / other security holders	Register / Record Date			of Members was closed
2.	Declaration of Dividend <ul style="list-style-type: none"> • Interim Dividend • Final Dividend 	Date of Declaration	Percentage	Dividend Per Share	
3.	Delisting of Shares / Securities, if any	Name of Stock Exchange from where it is delisted	Date of Delisting	Remarks	
4.	Change in Nominal Value of Shares / <ul style="list-style-type: none"> • Sub-division • Consolidation 	Nominal Value per share before Change	Nominal Value per share after Change	Date of Change	
5.	Particulars of inter-corporate loans, investments, etc	Name of the body corporate	Aggregate amount of loans, investments During the year (for each body corporate)	Relation with such body corporate (whether it is holding, subsidiary or associate)	Remarks
6.	Contracts or arrangements in which directors are interested / related party transactions	Name of the director / related party	Date of disclosure of interest	Date of contract / arrangement	Brief particulars of the contract / arrangement
7.	Details of resolutions passed by postal ballot	Brief Particulars of resolution	Number of votes cast For Against		

XIV. Details in respect of shares held by or on behalf of the FII's.

Name of FII	Address	Country Of Incorporation	Regn. No. with SEBI / RBI	% of share holding
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XV. OTHER DISCLOSURES**(1) Corporate Social Responsibility**

(a) Amount spent by the company during the financial year in pursuance of its Corporate Social Responsibility policy –

(b) The amount spent as percentage of the average net profits of the company made during the three immediately preceding financial years-

(2) Limits under following sections of the Act:-

Section	Brief Description	Limit (Rs.)
186(2) [loan and investment by company]		
180(1)(c) [restrictions on powers of board]		

(3) Disclosure of Directors-

- All the Directors have furnished notices in form 12.1 and additional disclosures, wherever applicable, during the year;
- Each independent director has given a declaration that he meets the criteria of independence as provided in sub-section (6) of section 149.

(4) The Company has duly appointed/re-appointed -----Chartered Accountant as the Auditor of the Company at the annual general meeting held on-----

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) The whole of the amount of unpaid/ unclaimed dividend/other amounts as applicable have been transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act.

(c) The Company has maintained all the registers as per the provisions of the Act and the rules made there under and

(d) Unless otherwise anything in contrary is stated expressly elsewhere in this Return, the Company has complied with the applicable provisions of the Act during the financial year.

(Certificates to be given by Private Companies)

(e) 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.

(f) 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 included in the reckoning the number of two hundred.

(g) The Company continues to be a Private Company during the financial year.

(Certificate to be given only by One Person Company / Small Company)

(i) The Company continues to be one person company / small company.

Signed

Director: _____

Company Secretary /Company Secretary in practice

Notes:-

1] Under Section 92(1) of the Act, the Annual Return is to be signed both by a Director and a Company Secretary, or where there is no Company Secretary, by a Company Secretary in practice.

2] Under proviso to Section 92(1) of the Act, the Annual Return of a One Person Company and a Small Company shall be signed by the Company Secretary or where there is no Company Secretary, by a director of the company.

3] Under sub section (2) of Section 92 of the Act, the Annual Return of a listed company or by a company having such paid-up capital and turnover as may be prescribed shall also be certified by a company secretary in practice in the prescribed manner.