

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

U24110MH1993PLC070713

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCI4568D

(ii) (a) Name of the company

INDOFIL INDUSTRIES LIMITED

(b) Registered office address

KALPATARU SQUARE, 4TH FLOOR, OFF ANDHERI KURLA ROAD,
ANDHERI (EAST)
MUMBAI
Maharashtra
400059

(c) *e-mail ID of the company

jgada@indofil.com

(d) *Telephone number with STD code

02266637373

(e) Website

www.indofil.com

(iii) Date of Incorporation

09/02/1993

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

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor, Okhla Industrial Area, Phase - II NA
New Delhi

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 14/10/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension F98003346

Pre-fill

(e) Extended due date of AGM after grant of extension 31/12/2024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	A	Agriculture, forestry, fishing	A4	Support activities to agriculture and Other Activities including hunting	83.54
2	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	16.46

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

*No. of Companies for which information is to be given 11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GOOD INVESTMENTS(INDIA)LT	U65993DL1979PLC010060	Subsidiary	100
2	QUICK INVESTMENT (INDIA) LT	U65993DL1979PLC010018	Subsidiary	100
3	INDO BAIJIN CHEMICALS PRIV/	U24233GJ2011PTC065293	Subsidiary	51
4	Indofil Bangladesh Industries F		Subsidiary	100
5	Indofil Industries Netherlands I		Subsidiary	100

6	Indofil Industries (Internationa		Subsidiary	100
7	Indofil Costa Rica SA		Subsidiary	100
8	Indofil Industries DO Brasil LTD		Subsidiary	100
9	Indofil Philippines, Inc.		Subsidiary	100
10	Agrowin Biosciences S.R.L.		Subsidiary	100
11	Indocoast International DMCC		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	44,000,000	22,958,222	22,958,222	22,958,222
Total amount of equity shares (in Rupees)	440,000,000	229,582,220	213,511,466	213,511,466

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
equity				
Number of equity shares	44,000,000	22,958,222	22,958,222	22,958,222
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	440,000,000	229,582,220	213,511,466	213,511,466

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	600,000	600,000	0	0
Total amount of preference shares (in rupees)	60,000,000	60,000,000	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	600,000	600,000	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	60,000,000	60,000,000	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,523,873	21,434,349	22958222	213,511,466	213,511,466	
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						
Dematerialization of shares						
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						
rematerialisation of share						
At the end of the year	1,523,873	21,434,349	22958222	213,511,466	213,511,466	
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						
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)

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 style="width: 100%;" type="text"/>			
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	
Ledger Folio of Transferor				<input style="width: 100%;" type="text"/>			
Transferor's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input style="width: 100%;" type="text"/>			
Transferee's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" 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	

(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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

27,937,200,000

(ii) Net worth of the Company

19,492,200,000

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	502,050	2.19	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)	13,764,925	59.96	0	
10.	Others	0	0	0	
	Total	14,266,975	62.15	0	0

Total number of shareholders (promoters)

18

(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	2,283,377	9.95	0	
	(ii) Non-resident Indian (NRI)	148,685	0.65	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	2,169,956	9.45	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	296,557	1.29	0	
4.	Banks	261	0	0	
5.	Financial institutions	525	0	0	
6.	Foreign institutional investors	2,135,822	9.3	0	
7.	Mutual funds	450	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,492,806	6.5	0	
10.	Others IEPF AND SMALL SHAREHO	162,808	0.71	0	
	Total	8,691,247	37.85	0	0

Total number of shareholders (other than promoters)

7,163

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

7,181

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

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
APMS Investment Fund	33,Edith Cavell street,Port Louis M	29/11/2005	MU	1,635,822	7.13
Cresta Fund Ltd	Les Cascades,Edith Cavell street,Po	31/10/2007	MU	500,000	2.17

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	18	18
Members (other than promoters)	7,018	7,163
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	2	2	2	2	1.98	0.11
B. Non-Promoter	1	2	2	3	0	0
(i) Non-Independent	1	0	2	0	0	0
(ii) Independent	0	2	0	3	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	5	4	6	1.98	0.11

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(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)
Dr. Bina Modi	00048606	Managing Director	455,957	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ms. Charu Modi	00029625	Whole-time director	0	
Ashwini Mehra	07084178	Director	0	
JAYNI PRAVIN GADA	BYDPG2615M	Company Secretary	0	
LAKSHMINARAYANAN	07467414	Director	0	21/09/2024
MAYUR MAHESHWAR	08882590	Nominee director	0	
SAMIR KUMAAR MODI	00029554	Director	25,765	
MAHENDRA NARANJI	00268818	Director	11,417	21/09/2024
ALIYA MODI	07472942	Director	0	
Raghunath Panwar	AJQPP8069F	CFO	0	
Ramakrishnan SRG	03156002	Director	0	
ATCHUTUNI RAO	07467414	Whole-time director	0	31/07/2024

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

8

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)
Raghunath Panwar	AJQPP8069F	CFO	17/11/2023	Appointment
Ramakrishnan SRG	03156002	Additional director	14/03/2024	Appointment
Ashwini Mehra	07084178	Additional director	14/03/2024	Appointment
JAYNI GADA	BYDPG2615M	Company Secretary	22/05/2023	Appointment
NARAYAN RAMALII	AGHPR2469K	CFO	13/05/2023	Cessation
LAKSHMINARASIM	07467414	Whole-time director	27/07/2023	Appointment
LAKSHMINARASIM	07467414	Director	29/08/2023	Change in designation
RAGHUNATH PRASAD	AJQPP8069F	CFO	17/11/2023	Appointment

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General meeting	27/09/2023	7,173	36	73.72

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	22/05/2023	8	6	75
2	29/08/2023	8	7	87.5
3	17/11/2023	8	6	75
4	14/03/2024	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

12

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 Committ	22/05/2023	3	3	100
2	Audit Committ	29/08/2023	3	3	100
3	Audit Committ	17/11/2023	3	3	100
4	Audit Committ	14/03/2024	3	3	100
5	Nomination an	22/05/2023	3	3	100
6	Nomination an	29/08/2023	3	3	100
7	Nomination an	17/11/2023	3	3	100
8	Nomination an	14/03/2024	3	3	100
9	SHAREHOLDI	14/03/2024	3	3	100
10	Corporate Soc	29/08/2023	2	2	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	14/10/2024
								(Y/N/NA)
1	Dr. Bina Modi	4	4	100	11	11	100	Yes
2	Ms. Charu Mo	4	4	100	0	0	0	Yes
3	Ashwini Mehra	0	0	0	0	0	0	Yes
4	LAKSHMINAR	4	4	100	12	12	100	No
5	MAYUR MAHI	4	1	25	2	2	100	No
6	SAMIR KUMA	4	3	75	0	0	0	Yes
7	MAHENDRA I	4	4	100	10	10	100	No
8	ALIYA MODI	4	2	50	0	0	0	No
9	Ramakrishnar	0	0	0	0	0	0	Yes
10	ATCHUTUNI I	4	4	100	1	1	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BINA MODI	CHAIRPERSON	72,000,000	76,483,674.7	0	22,424,962	170,908,636.7
2	CHARU MODI	EXECUTIVE DII	48,600,000	104,607,410	0	17,701,227	170,908,637
3	ATCHUTUNI RAO	WHOLE TIME D	8,921,280	0	0	6,224,311	15,145,591
	Total		129,521,280	181,091,084.7	0	46,350,500	356,962,864.7

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. Raghunath Pan	CFO	2,241,199	0	0	0	2,241,199
2	Ms. Jayni Gada	Company Secre	849,931	0	0	0	849,931
	Total		3,091,130	0	0	0	3,091,130

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Samir Modi	Non- Executive	0	1,500,000	0	0	1,500,000
2	Ms. Aliya Modi	Non- executive	0	1,500,000	0	0	1,500,000
3	Mr. S Lakshminaray	Independent Dir	0	1,500,000	0	0	1,500,000
4	Mr. M. N. Thakkar	Director	0	1,500,000	0	0	1,500,000
5	Mr. Mayur Maheshv	Nominee Directo	0	1,500,000	0	0	1,500,000
	Total		0	7,500,000	0	0	7,500,000

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

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

List of attachments

Attach
Attach
Attach
Attach

LOM.pdf EXTENSION.pdf MGT8_SIGNED.pdf LOF.pdf MEETINGS.pdf ISIN.pdf
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Remove attachment

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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