

# Draft Annual Return FY22

## FORM NO. MGT-7

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

L74900MH2000PLC126237

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCK6981G

(ii) (a) Name of the company

CARTRADE TECH LIMITED

(b) Registered office address

12th Floor Vishwaroop IT Park  
Sector 30A, Vashi  
Navi Mumbai  
Thane  
Maharashtra  
400705



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

legal@cartrade.com

(d) \*Telephone number with STD code

02267398888

(e) Website

https://www.cartradetech.com



(iii) Date of Incorporation

28/04/2000

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (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

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	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	100

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

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

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CARTRADE FINANCE PRIVATE LIMITED	U67100MH2019PTC327412	Subsidiary	100
2	SHRIRAM AUTOMALL INDIA LIMITED	U50100TN2010PLC074572	Subsidiary	55.43

3	CARTRADEEXCHANGE SOLUTIONS [+]	U74120MH2012PTC237037	Subsidiary	55.43
4	ADROIT INSPECTION SERVICES [+]	U93000DL2016PTC292367	Subsidiary	55.43
5	AUGEO ASSET MANAGEMENT [+]	U67200DL2019PTC351745	Associate	30.4
6	CARTRADE FOUNDATION	U85300MH2021NPL363767	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	60,730,000	46,622,567	46,622,567	46,622,567
Total amount of equity shares (in Rupees)	607,300,000	466,225,670	466,225,670	466,225,670

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	60,730,000	46,622,567	46,622,567	46,622,567
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	607,300,000	466,225,670	466,225,670	466,225,670

###### (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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	1,404,622	2,179,681	3584303	35,843,030	35,843,030	
<b>Increase during the year</b>	1,716,752	44,417,436	46134188	461,341,880	461,341,880	2,467,752,500
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	1,336,310	1336310	13,363,100	13,363,100	1,822,512,600
v. ESOPs	0	788,500	788500	7,885,000	7,885,000	89,220,000
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	39,196,702	39196702	391,967,020	391,967,020	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify	1,716,752	3,095,924	4812676	48,126,760	48,126,760	556,019,870
Conversion of 1716752 Warrant & Dematerialization of 3095924 equity Shares						
<b>Decrease during the year</b>	3,095,924	0	3095924	30,959,240	30,959,240	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	3,095,924	0	3095924	30,959,240	30,959,240	
Dematerialization of 3095924 equity Shares						
<b>At the end of the year</b>	25,450	46,597,117	46622567	466,225,670	466,225,670	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	10,257,557	28,542,983	38800540	388,005,400	388,005,400	
				+	+	
<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	0	0	0			
N.A						
<b>Decrease during the year</b>	10,257,557	28,542,983	38800540	388,005,400	388,005,400	0
i. Redemption 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	
iv. Others, specify	10,257,557	28,542,983	38800540	388,005,400	388,005,400	
Conversion of CCPS into Equity Shares				+	+	
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE290S01011

(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" value="21/07/2021"/>
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Date of registration of transfer (Date Month Year)	<input type="text" value="23/04/2021"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="263,857"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="1,377"/>
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Ledger Folio of Transferor	<input type="text" value="8"/>
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Transferor's Name	<input type="text" value="Sanghi"/>	<input type="text" value="Vinod"/>	<input type="text" value="Vinay"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="45"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="Malabar Select Fund"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="23/04/2021"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="343,014"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="1,377"/>
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Ledger Folio of Transferor		8	
Transferor's Name	Sanghi	Vinod	Vinay
	Surname	middle name	first name
Ledger Folio of Transferee		43	
Transferee's Name			Ashoka India Equity Investmen
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		23/04/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	395,785	Amount per Share/ Debenture/Unit (in Rs.)	1,377
Ledger Folio of Transferor		8	
Transferor's Name	Sanghi	Vinod	Vinay
	Surname	middle name	first name
Ledger Folio of Transferee		44	
Transferee's Name			India Acron Fund Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

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

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

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



**(i) Turnover**

1,248,460,468

**(ii) Net worth of the Company**

19,353,534,692

**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)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (promoters)**

0

**(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	9,720,222	20.85	0	
	(ii) Non-resident Indian (NRI)	248,606	0.53	0	
	(iii) Foreign national (other than NRI)	322,676	0.69	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	32,396	0.07	0	
4.	Banks	0	0	0	
5.	Financial institutions	1,665	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,906,451	4.09	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	24,891,983	53.39	0	
10.	Others	9,498,568	20.37	0	
	<b>Total</b>	46,622,567	99.99	0	0

**Total number of shareholders (other than promoters)**

424,642

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

424,642

**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	0	0
Members (other than promoters)	24	424,642
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>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	2	2	4	2.1	0.11
(i) Non-Independent	1	2	2	1	2.1	0.11
(ii) Independent	0	0	0	3	0	0
<b>C. Nominee Directors representing</b>	0	3	0	0	0	0
(i) Banks & FIs	0	3	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
<b>Total</b>	<b>1</b>	<b>5</b>	<b>2</b>	<b>4</b>	<b>2.1</b>	<b>0.11</b>

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

7

### (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)
Vinay Vinod Sanghi	00309085	Managing Director	980,763	
Victor Anthony Perry III 	06992828	Director	50,546	
Aneesha Menon	07779195	Director		
Kishori Jayendra Udesb 	01344073	Director		
Vivek Gul Asrani	00114447	Director		
Lakshminarayanan Sub 	02808698	Director		
Lalbahadur Deepnaraya 	BAEPP1259B	Company Secretar	1	

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

17




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)
Vinay Vinod Sanghi	00309085	Managing Director	23/04/2021	Appointed as Chairman and Managir +
Aneesha Menon	07779195	Additional director	23/04/2021	Appointed as Additional Executive Di +
Hemant Hans Raj Luthr. +	00231420	Additional director	23/04/2021	Appointed as Additional Independent +
Kishori Jayendra Udesht +	01344073	Additional director	23/04/2021	Appointed as Additional Independent +
Vivek Gul Asrani	00114447	Additional director	23/04/2021	Appointed as Additional Independent +
Siddharth Narayan	08015923	Nominee director	26/04/2021	Cessation of nominee directorship
Sumant Mandal	01298049	Nominee director	26/04/2021	Cessation of nominee directorship
Rajan Jitendra Mehra	00504892	Director	26/04/2021	Cessation of directorship
Hemant Hans Raj Luthr. +	00231420	Director	11/05/2021	Resignation as Independent Director
Lakshminarayanan Sub +	02808698	Additional director	12/05/2021	Appointment as Additional Independe +
Lakshminarayanan Sub +	02808698	Director	21/07/2021	Appointment as Independent Director +
Avneet Singh Kochar	02415196	Nominee director	26/04/2021	Cessation of nominee directorship
Vinay Vinod Sangh	00309085	Managing Director	29/04/2021	Change in designation as Chairman : +
Aneesha Menon	07779195	Director	29/04/2021	Change in designation as Executive l +
Hemant Hans Raj Luthr. +	00231420	Director	29/04/2021	Change in designation as Independe +
Kishori Jayendra Udesht +	01344073	Director	29/04/2021	Change in designation as Independe +
Vivek Gul Asrani	00114447	Director	29/04/2021	Change in designatio as Independen +

## 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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-ordinary General Meeting 	29/04/2021	31	7	22.58
Extra-ordinary General Meeting 	04/05/2021	31	7	22.58
Annual General Meeting	21/07/2021	31	7	22.58
Extra-ordinary General Meeting 	05/10/2021	528,668	87	0.02

## B. BOARD MEETINGS

\*Number of meetings held

15

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/04/2021	6	4	66.67
2	23/04/2021	6	6	100
3	03/05/2021	6	6	100
4	12/05/2021	5	4	80
5	13/05/2021	6	5	83.33
6	13/07/2021	6	5	83.33
7	21/07/2021	6	6	100
8	28/07/2021	6	5	83.33
9	12/08/2021	6	5	83.33
10	13/09/2021	6	5	83.33
11	28/10/2021	6	6	100
12	09/12/2021	6	5	83.33

## C. COMMITTEE MEETINGS

Number of meetings held

13

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

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	Compensation	23/04/2021	3	3	100
2	Audit Committee	13/07/2021	3	3	100
3	Nomination and Remuneration	13/09/2021	4	3	75
4	Audit Committee	28/10/2021	3	3	100
5	Audit Committee	25/01/2022	3	3	100
6	Stakeholders Forum	25/01/2022	4	4	100
7	Risk Management	28/03/2022	5	4	80
8	Nomination and Remuneration	28/03/2022	3	3	100
9	IPO Committee	15/05/2021	3	3	100
10	IPO Committee	23/07/2021	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	
								(Y/N/NA)
1	Vinay Vinod S	15	15	100		12	92.31	
2	Victor Anthony	15	6	40		1	50	
3	Aneesha Menon	13	13	100		8	100	
4	Kishori Jayendra	13	13	100		6	100	
5	Vivek Gul Asrani	13	13	100		9	100	
6	Lakshminarayana	11	11	100		4	80	

#### 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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinay Vinod Sanghi	Chairman, Mana	57,968,369	0	1,707,940,284	0	1,765,908,653
2	Aneesha Menon	Executive Direct	6,815,118	0	40,974,135	0	47,789,253
	Total		64,783,487	0	1,748,914,419	0	1,813,697,906

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pal Lal Bahadur	Compliance Offi	1,034,820	0	2,956,949	0	3,991,769
	Total		1,034,820	0	2,956,949	0	3,991,769

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	Subramanian Laksh	Non-Executive Di	0	0	0	1,025,000	1,025,000
2	Kishori Jayendra Uc	Non-Executive Di	0	0	0	1,225,000	1,225,000
3	Vivek Gul Asrani	Non-Executive Di	0	0	0	1,375,000	1,375,000
4	Hemant Luthra	Non-Executive Di	0	0	0	75,000	75,000
5	Victor Anthony Perr	Non-Executive M	0	0	0	425,000	425,000
	Total		0	0	0	4,125,000	4,125,000

## 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

0

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

Mr. Shriram P. Imartey

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4545

**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. ...

7

dated

23/03/2018

(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

00309085

**To be digitally signed by**



- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

5933

Certificate of practice number

4545

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

Attach

Attach

Attach

Attach

List of attachments

MGT-8\_ CarTrade FY22.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

## Annexures

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

#### B. Board Meeting

Number of Meeting held 15

Sr. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance.
1.	08-04-2021	6	4	66.67
2.	23-04-2021	6	6	100
3.	03-05-2021	6	6	100
4.	12-05-2021	5	4	80
5.	13-05-2021	6	5	83.33
6.	13-07-2021	6	5	83.33
7.	21-07-2021	6	6	100
8.	28 -07-2021	6	5	83.33
9.	12-08-2021	6	5	83.33
10.	13-09-2021	6	5	83.33
11.	28-10-2021	6	6	100
12.	09-12-2021	6	5	83.33
13.	16-12-2021	6	6	100
14.	25-01-2022	6	6	100
15.	28 -03-2022	6	5	83.33

#### B. Committee Meeting

Number of Meeting held 13

Sr. No.	Type of Meeting	Date of meeting	Total Number of members associated as on the date of meeting	Attendance	
				Number of Members attended	% of attendance.
1.	Compensation Committee	23-04-2021	3	3	100
2.	Audit Committee	13-07-2021	3	3	100
3.	Nomination & Remuneration Committee	13-09-2021	4	3	75
4.	Audit Committee	28 -10- 2021	3	3	100
5.	Audit Committee	25-01-2022	3	3	100
6.	Stakeholders relationship Committee	25-01-2022	4	4	100
7.	Risk Management Committee	28 -03-2022	5	4	80

8.	Nomination & Remuneration Committee	28 -03-2022	3	3	100
9.	IPO Committee	15-05-2021	3	3	100
10.	IPO Committee	23-07-2021	3	3	100
11.	IPO Committee	02-08-2021	3	3	100
12.	IPO Committee	06-08-2021	3	3	100
13.	IPO Committee	16-08-2021	3	3	100

**Form No. MGT - 8**

**[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies  
(Management and Administration) Rules, 2014]**

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I/We have examined the registers, records and books and papers of **CARTRADE TECH LIMITED** ("the Company") as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under, to the extent applicable / undertaken, in respect of:
  - 1. its status under the Act,
  - 2. maintenance of registers/records. & 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, within the prescribed time;
  - 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, 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 Register of Members/Security holders, as the case maybe.
  - 6. advances/loans to 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 of securities;



During the period under review, the Company has issued and allotted following equity shares:

- a. 17,16,752 Equity Shares of Rs. 10/- each were allotted pursuant to conversion of 17,16,752 Share Warrants vide Board Resolution dated April 08, 2021;
  - b. 13,36,310 Equity Shares of Rs. 10/- each were allotted on Private Placement basis on April 08, 2021;
  - c. 3,91,96,702 Equity Shares of Rs. 10/- each were allotted pursuant to conversion of 8% Compulsory Convertible Preference Shares vide Board Resolution dated July 21, 2021;
  - d. 6,91,000 Equity Shares of Rs. 10/- each and 97,500 Equity Shares of Rs. 10/- each were allotted under CarTrade tech Employee Stock Option Plan 2011 and CarTrade tech Employee Stock Option Plan 2015 respectively;
  - e. The Company got its Equity Shares listed on the BSE and National Stock Exchange of India Limited on 20th August, 2021;
9. keeping 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; **(Not Applicable during the period under review)**
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; **(Not Applicable during the period under review)**
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 disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/re-appointment/filling up casual vacancies of auditors as per the provisions of the Section 139 of the Act; **(Not Applicable during the period under review)**
14. approvals required to be taken from the Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

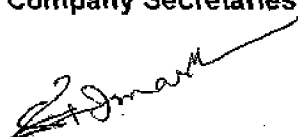


**S. P. Imartey & Associates, Company Secretaries**

E-601, Ekta Vivek CHSL., Kandarpada, Near D'Mart, Link Road, Dahisar (West), Mumbai - 400 068.  
E mail :- spimarteyandassociates@gmail.com

15. acceptance/renewal/repayment of deposits; **(Not Applicable during the period under review)**
16. borrowings from its Directors, members, public, financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable; **(Not Applicable during the period under review)**
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. Alteration of the provisions of the memorandum and/or Articles of Association of the Company.

**For S. P. Imartey & Associates  
Company Secretaries**

  
**Shriram P. Imartey**

**Practising Company Secretary**

Mem. No.: F 5933 C. P. No.: 4545

UDIN: F005933D000934069

Date: September 07, 2022

Place: Mumbai

