

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]



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

U29309RJ2017PLC058905

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

KRN HEAT EXCHANGER AND R

(b) Registered office address

Plot No. F-46,47,48,49 EPIP, RIICO Industrial Area Neemrana
Neemrana
Neemrana
Alwar
Rajasthan
301705

(c) *e-mail ID of the company

CS*****ER.COM

(d) *Telephone number with STD code

91*****84

(e) Website

<https://krnheatexchanger.com>

(iii) Date of Incorporation

25/08/2017

(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

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali
Caves Road , Next to Ahura Centre, Andheri East Mumbai

(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 28/09/2024

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

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	100

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

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KRN HVAC PRODUCTS PRIVATE	U28191RJ2023PTC086784	Subsidiary	99.99

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	72,000,000	46,136,600	46,136,600	46,136,600
Total amount of equity shares (in Rupees)	720,000,000	461,366,000	461,366,000	461,366,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
1				
Number of equity shares	72,000,000	46,136,600	46,136,600	46,136,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	720,000,000	461,366,000	461,366,000	461,366,000

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	44,000,000	0	44000000	440,000,000	440,000,000	
Increase during the year	0	2,136,600	2136600	461,366,000	461,366,000	303,397,200
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	2,136,600	2136600	21,366,000	21,366,000	303,397,200

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	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	
x. Others, specify				440,000,000	440,000,000	
Physical Shares converted into Demat						
Decrease during the year	0	0	0	440,000,000	440,000,000	0
i. Buy-back of shares	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				440,000,000	440,000,000	
Physical Shares converted into Demat						
At the end of the year	44,000,000	2,136,600	46136600	461,366,000	461,366,000	
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

INE0Q3J01015

(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			
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	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

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

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

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

3,082,354,081.45

(ii) Net worth of the Company

1,307,802,471.41

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	43,999,950	95.37	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		
	Total	43,999,950	95.37	0	0

Total number of shareholders (promoters)

2

(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	2,043,060	4.43	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	93,590	0.2	0	
10.	Others		0		

	Total	2,136,650	4.63	0	0
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Total number of shareholders (other than promoters)

146

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

148

**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	2	2
Members (other than promoters)	5	146
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	3	0	2	0	95.37	0
B. Non-Promoter	0	3	0	4	0	0
(i) Non-Independent	0	0	0	1	0	0
(ii) Independent	0	3	0	3	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	3	3	2	4	95.37	0

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

8

(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)
Santosh Kumar Yadav	07789940	Managing Director	20,299,950	
Anju Devi	06858442	Whole-time director	23,700,000	
Manohar Lal	10040507	Director	10	
Ketan Sharma	10541058	Director	0	
Deepak Batheja	10555193	Director	0	
Srinivasa Rao Anasing	10541655	Director	0	
Praveen Kumar		Company Secretar	0	
Sonu Gupta	.	CFO	0	

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

20

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)
Ajay Pal Yadav	10040569	Additional director	09/05/2023	Appointment
Bheem Singh Yadav	09268161	Additional director	09/05/2023	Appointment
Rajat Raj Yadav	10118405	Additional director	09/05/2023	Appointment
Surender Singh		CFO	09/05/2023	Appointment
Ajay Pal Yadav	10040569	Director	13/05/2023	Change in Designation
Bheem Singh Yadav	09268161	Director	13/05/2023	Change in Designation
Rajat Raj Yadav	10118405	Director	13/05/2023	Change in Designation
Surender Singh		CFO	19/07/2023	Cessation
Sonu Gupta		CFO	19/08/2023	Appointment
Ajay Pal Yadav	10040569	Director	20/03/2024	Cessation
Bheem Singh Yadav	09268161	Director	20/03/2024	Cessation
Rajat Raj Yadav	10118405	Director	20/03/2024	Cessation
Ketan Sharma	10541058	Additional director	20/03/2024	Appointment
Deepak Batheja	10555193	Additional director	20/03/2024	Appointment
Srinivasa Rao Anasi	10541655	Additional director	20/03/2024	Appointment
Ketan Sharma	10541058	Director	26/03/2024	Change in Designation
Deepak Batheja	10555193	Director	26/03/2024	Change in Designation
Srinivasa Rao Anasi	10541655	Director	26/03/2024	Change in Designation
Santosh Kumar Yadav	07789940	Managing Director	09/05/2023	Change in Designation
Anju Devi	06858442	Whole-time director	09/05/2023	Change in Designation

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

7

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	13/05/2023	3	3	100
Extra-Ordinary General Meeting	10/06/2023	6	5	100
Extra-Ordinary General Meeting	11/08/2023	6	5	100
Extra-Ordinary General Meeting	25/09/2023	6	5	100
Annual General Meeting	30/09/2023	6	5	100
Extra-Ordinary General Meeting	22/12/2023	6	5	95.42
Extra-Ordinary General Meeting	26/03/2024	3	3	95.42

B. BOARD MEETINGS

*Number of meetings held

25

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2023	3	3	100
2	09/05/2023	3	3	100
3	20/05/2023	6	4	66.67
4	06/06/2023	6	4	66.67
5	07/08/2023	6	4	66.67
6	19/08/2023	6	4	66.67
7	20/08/2023	6	4	66.67
8	31/08/2023	6	4	66.67
9	01/09/2023	6	4	66.67
10	21/09/2023	6	4	66.67
11	21/10/2023	6	4	66.67
12	24/11/2023	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

18

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	18/08/2023	4	3	75
2	Audit Committee	31/08/2023	4	3	75
3	Audit Committee	01/09/2023	4	3	75
4	Audit Committee	15/12/2023	4	3	75
5	Audit Committee	19/12/2023	4	3	75
6	Audit Committee	27/12/2023	4	3	75
7	Audit Committee	10/01/2024	4	3	75
8	Nomination and Remuneration Committee	19/08/2023	3	3	100
9	Nomination and Remuneration Committee	20/03/2024	3	3	100
10	CSR Committee	28/09/2023	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	28/09/2024
								(Y/N/NA)
1	Santosh Kumar	25	25	100	2	2	100	Yes
2	Anju Devi	25	25	100	4	4	100	Yes
3	Manohar Lal	25	25	100	10	10	100	Yes
4	Ketan Sharma	4	1	25	0	0	0	No
5	Deepak Bathe	4	1	25	0	0	0	No
6	Srinivasa Rao	4	1	25	0	0	0	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Santosh Kumar Yadav	Managing Director	6,000,000	0	0	0	6,000,000
2	Anju Devi	Whole-Time Director	3,000,000	0	0	0	3,000,000
	Total		9,000,000	0	0	0	9,000,000

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Praveen Kumar	Company Secretary	809,922	0	0	0	809,922
2	Surender Singh	CFO	161,000	0	0	0	161,000
3	Sonu Gupta	CFO	91,775	0	0	0	91,775
	Total		1,062,697	0	0	0	1,062,697

Number of other directors whose remuneration details to be entered

0

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

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

Anand Khandelia

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5841

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:

- 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.
- 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

ANJU
DEVI
Digitally signed by ANJU DEVI
Date: 2024.11.26
16:57:41 +05'30'

DIN of the director

0*8*8*4*

To be digitally signed by

PRAVEE
N KUMAR
Digitally signed by PRAVEEN KUMAR
Date: 2024.11.26
17:16:13 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

3*6*1

Certificate of practice number

Attachments

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

Attach

Attach

Attach

Attach

List of attachments

MGT-8.pdf

Meeting Details.pdf

List of Shareholders.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

LIST OF SHAREHOLDERS AS ON 31.03.2024

S.N.	Name of Shareholder	Total Shares	Total Amount
1	Hemanshu Upendrakumar Joshi	6200	62000
2	Hemalata Manilal Vira	6200	62000
3	Dhara Jignesh Dharod	7100	71000
4	Neema Hemanshu Joshi	12400	124000
5	Fincos Technology Solutions Private Limited	5000	50000
6	Paras Kishorbhai Shah	5000	50000
7	Vansh Aggarwal	10493	104930
8	Meenu Aggarwal	22418	224180
9	Sanjay Aggarwal	10493	104930
10	Jahnavi Aggarwal	22418	224180
11	Hemal Nanji Chandruva	33500	335000
12	Bhaven Vasanji Gala	16500	165000
13	Neeta Haresh Patel	12500	125000
14	Bharat Khanna (HUF)	16500	165000
15	Khanna Hotels Private Limited	17000	170000
16	Avani Hitesh Saiya	13500	135000
17	Jennyl Laxmichand Shah	2200	22000
18	Raijada Milin	5000	50000
19	Shakun Nanda	6600	66000
20	Purvi Hemanshu Shah	3100	31000
21	Narinder Pal Singh Badyal	20000	200000
22	Aerica	10000	100000
23	Smita Aggarwal	3289	32890
24	Gobind Rai Verma	105226	1052260
25	Deepesh Jain	6600	66000
26	Pallavi Yadav	13158	131580
27	Sahib Singh	700	7000
28	Ramandeep Kaur	10000	100000
29	Kirpal Singh Sandha	66000	660000
30	Ramandeep Sandha	33000	330000
31	Asha Vipul Pandya	5000	50000
32	Basant Daultani	35000	350000
33	Urmila Chhagan Vicchivora	12300	123000
34	Satish Chand Yadav	70000	700000
35	Ketan Jayant Shah	5000	50000
36	Amulakh Virjibhai Kotak	5000	50000
37	Divine Comex Enterprises Privete Limited	3000	30000

38	Siddharth Jaikishan Lillaney	5000	50000
39	Shivam Madan Das	1000	10000
40	Tanvi Liladhar Pansania	3000	30000
41	Bimal Kartheek Rebba	4545	45450
42	Anshu Kumar Jaiswal	1000	10000
43	Teotia Anuj	500	5000
44	Surya Prakash Yadav	50000	500000
45	Santosh Kumar Choudhary	500	5000
46	Keyur Ashvin Gala	9500	95000
47	Shobha Nagesh Marla	8355	83550
48	Yashavanth Shetty	987	9870
49	Byalakere Virupakshaiah Shantala	500	5000
50	Jiya Jagga	1500	15000
51	Dipal Sukesh Marla	1513	15130
52	Nishtha Dhawan	500	5000
53	Kapil Lohiya	6500	65000
54	Abhishek Sanwal	300	3000
55	Vipin Premi	1000	10000
56	Chetan Sarpal	350	3500
57	Karan Deep Singh	10000	100000
58	Vinay Mudgal	750	7500
59	Sachin Gopalbhai Shah HUF	500	5000
60	Kriti Soni	1000	10000
61	Sheetalprasad Pandi	1000	10000
62	Anvith B V	1000	10000
63	Chandrashekar Nooyi	500	5000
64	Dinesh Kumar Goel	70000	700000
65	Ram Singh Meena	70000	700000
66	Abhishek Yadav	16500	165000
67	Gajraj Singh	23000	230000
68	Pramod Kumar Yadav	16500	165000
69	Seema	16500	165000
70	Ramphal Yadav	30000	300000
71	Rachna Jain	29000	290000
72	Sahil Chhabra	450	4500
73	Yash Vardhan Goel	20000	200000
74	Basti Ram Yadav	10	100
75	Sunil Kumar Yadav	6600	66000
76	Shubham Jain	1000	10000
77	Anuj Kavidayal	3500	35000



78	Gagandeep	700	7000
79	Gurbir Kaur	2000	20000
80	Harsh Rustagi	10000	100000
81	Aditya Malu HUF	1000	10000
82	Mahendra Pukhraj Jain	10000	100000
83	Richa Shah	6000	60000
84	Piyush Shashikant Shah	3100	31000
85	Smita Pratik Shah	6200	62000
86	Lokesh Arora	95000	950000
87	Sameer Gupta	5000	50000
88	Shilpy Singhal	2000	20000
89	Dina Anil Vora	3100	31000
90	Unlisted Assets Private Limited	5600	56000
91	Divam Sharma	7000	70000
92	Tejal Khanna	8000	80000
93	Pracchi Sales Private Limited	62990	629900
94	Amit Samdariya	1000	10000
95	Sumit Singla	7000	70000
96	Tushar Goyal	1000	10000
97	Komal Yadav	10	100
98	Yashpal Yadav	10	100
99	Vivek Chauhan	10	100
100	Alpana	90000	900000
101	Usha Garg	7000	70000
102	Utkarsh Sharma	32000	320000
103	Rajesh Poddar	1000	10000
104	Sanjay Hiroo Hiranandani	5000	50000
105	Sonal Apurva Shah	6200	62000
106	Ridhima Agrawal	6579	65790
107	Neha Goyal	1000	10000
108	Priya Bhalla	3000	30000
109	Manoj Gupta	65789	657890
110	Pramesh Goyal	45000	450000
111	Lokesh Goyal	45000	450000
112	Rajesh Goyal	45000	450000
113	Rajul Mathur	3000	30000
114	Rohit Navinchandra Shah HUF	9300	93000
115	Pratika Sharma	14030	140300
116	Pramod Kumar Sultania & Sons	16000	160000
117	Sanjiv Kumar Sinha	10000	100000



118	Muskan Agarwal	26000	260000
119	Raunak Agarwal	40000	400000
120	Anubha Dusad	10000	100000
121	Adeshwar Kant	35000	350000
122	Shammi Khanna	7894	78940
123	Santosh Kumar Yadav	20299950	202999500
124	Anju Devi	23700000	237000000
125	Manohar Lal	10	100
126	Pankaj Verma	6173	61730
127	Anil Eknath Pisal	6500	65000
128	Shazad Khan	12000	120000
129	Sarla Sharma	32000	320000
130	Anita Kishore Dedhia	25000	250000
131	Meghna Ujjval Mehta	10500	105000
132	Reena R Gandhi	8000	80000
133	Nikita Hiren Mehta	5000	50000
134	Ishan Jitendra Sanghavi	2500	25000
135	Darshan Parikh HUF	25000	250000
136	Madhavi S Mehta	60000	600000
137	Karishma Amar Shah	2500	25000
138	Deepak Liladhar Davda	5000	50000
139	Raj Khanderia	75000	750000
140	Sunil S Shah	5000	50000
141	Jyotishkumar Ambalal Shah	1000	10000
142	Sahil Jignesh Shah	2500	25000
143	Sujata Ganesh Yermal	5000	50000
144	Paras Parikh HUF	3000	30000
145	Shah Nehal Vikram	5000	50000
146	Parag Jayantilal Ghelani HUF	6200	62000
147	Raj Pal	16500	165000
148	Ajay Midha (HUF)	5000	50000
Total		46136600	461366000

For KRN Heat Exchanger And Refrigeration Limited
Refrigeration Ltd.



Praveen Kumar
Company Secretary

Place: Neemrana
Date: 31.03.2024

Details of board meetings held during the financial year 2023-24:

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2023	6	3	100
2	09/05/2023	6	3	100
3	20/05/2023	6	4	66.67
4	06/06/2023	6	4	66.67
5	07/08/2023	6	4	66.67
6	19/08/2023	6	4	66.67
7	20/08/2023	6	4	66.67
8	31/08/2023	6	4	66.67
9	01/09/2023	6	4	66.67
10	21/09/2023	6	4	66.67
11	21/10/2023	6	4	66.67
12	24/11/2023	6	4	66.67
13	15/12/2023	6	4	66.67
14	18/12/2023	6	4	66.67
15	19/12/2023	6	4	66.67
16	28/12/2023	6	4	66.67
17	30/12/2023	6	4	66.67
18	10/01/2024	6	4	66.67
19	16/01/2024	6	4	66.67
20	08/02/2024	6	4	66.67
21	20/03/2024	3	3	100
22	23/03/2024	6	4	66.67
23	27/03/2024	6	4	66.67
24	28/03/2024	6	4	66.67
25	30/03/2024	6	4	66.67



Details of Audit Committee meetings held during the financial year 2023-24:

S. No.	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
			Number of Members attended	% of attendance
1	18/08/2023	4	3	75
2	31/08/2023	4	3	75
3	01/09/2023	4	3	75
4	15/12/2023	4	3	75
5	19/12/2023	4	3	75
6	27/12/2023	4	3	75
7	10/01/2024	4	3	75

Details of Nomination and Remuneration Committee meetings held during the financial year 2023-24:

S. No.	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
			Number of Members attended	% of attendance
1	19/08/2023	3	3	100
2	20/03/2024	3	3	100

Details of CSR committee meetings held during the financial year 2023-24:

S. No.	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
			Number of Members attended	% of attendance
1	28/09/2023	3	3	100
2	01/03/2024	3	3	100



Details of stakeholders relationship committee meetings held during the financial year 2023-24:

S. No.	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
			Number of Members attended	% of attendance
1	31/12/2023	3	3	100

Details of independent directors' meetings held during the financial year 2023-24:

S. No.	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
			Number of Members attended	% of attendance
1	27/10/2023	3	2	66.67
2	20/02/2023	3	2	66.67

Details of Internal complaints committee meetings held during the financial year 2023-24:

S. No.	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
			Number of Members attended	% of attendance
1	25/09/2023	4	3	75
2	29/11/2023	4	3	75
3	05/01/2024	4	4	100
4	13/03/2024	4	3	75



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 **KRN HEAT EXCHANGER AND REFRIGERATION LIMITED**, [Formerly known as KRN Heat Exchanger and Refrigeration Private Limited] (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March 2024**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers, and agents, **we, certify that:**

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made 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, Regional Director, Central Government, the Tribunal, Court, or other authorities are generally within the prescribed time, except few delays;
 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 may be (**Not applicable during the reporting year under review**);
 6. advances/loans to its directors and/or persons or firms or companies referred to in Section 185 of the Act;
 7. contracts/arrangements with related parties as specified in Section 188 of the Act;
 8. issue and allotment of 21,36,600 fully paid-up equity shares on a preferential basis by way of private placement;



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 reporting year 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 reporting year under review);**
11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors as per sub-sections (3), (4) and (5) thereof;
12. constitution/appointment/re-appointments/retirement/filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court, or such other authorities, under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits **(Not applicable during the reporting year under review);**
16. borrowings from its directors, members, public financial institutions and banks and creation/ modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantee 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.

ANAND KHANDLIA
Practicing Company Secretary
CP. NO.: 5841
M. NO.: 5803
UDIN : F005803F002665724
Peer Review No. 3985/2023
Place: Kolkata
Date: 25/11/2024

