

# Form No. MGT-7

## Annual Return (other than OPCs and Small Companies)

[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]

All fields marked in \* are mandatory

Refer instruction kit for filing the form



Form language

English  Hindi

## I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

L29309RJ2017PLC058905

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	KRN HEAT EXCHANGER AND REFRIGERATION LIMITED	KRN HEAT EXCHANGER AND REFRIGERATION LIMITED
Registered office address	Plot No. F-46,47,48,49,EPIP, RIICO Industrial Area Neemrana,Neemrana,Neemrana,Alwar,Rajasthan,India,301705	Plot No. F-46,47,48,49,EPIP, RIICO Industrial Area Neemrana,Neemrana,Neemrana,Alwar,Rajasthan,India,301705
Latitude details	27.963139	27.963139
Longitude details	76.363577	76.363577

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

krn heat registered office.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*0J

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

\*\*\*\*\*nheatexchanger.com

(d) \*Telephone number with STD code

91\*\*\*\*\*84

(e) Website	<a href="https://krnheatexchanger.com">https://krnheatexchanger.com</a>									
iv *Date of Incorporation (DD/MM/YYYY)	25/08/2017									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company									
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) Details of stock exchanges where shares are listed										
<table border="1"> <thead> <tr> <th>S. No.</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td>2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
S. No.	Stock Exchange Name	Code								
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
viii Number of Registrar and Transfer Agent	1									
<table border="1"> <thead> <tr> <th>CIN of the Registrar and Transfer Agent</th> <th>Name of the Registrar and Transfer Agent</th> <th>Registered office address of the Registrar and Transfer Agents</th> <th>SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td>U99999MH1994PTC076534</td> <td>BIGSHARE SERVICES PRIVATE LIMITED</td> <td>Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East,Mumbai,Mumbai,Maharashtra,India,400093</td> <td>INR000001385</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U99999MH1994PTC076534	BIGSHARE SERVICES PRIVATE LIMITED	Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East,Mumbai,Mumbai,Maharashtra,India,400093	INR000001385	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent							
U99999MH1994PTC076534	BIGSHARE SERVICES PRIVATE LIMITED	Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East,Mumbai,Mumbai,Maharashtra,India,400093	INR000001385							
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) If yes, date of AGM (DD/MM/YYYY)	16/09/2025									
(c) Due date of AGM (DD/MM/YYYY)	30/09/2025									
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No									

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	27	Manufacture of electrical equipment	100

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

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

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U28191RJ2023PTC086784		KRN HVAC PRODUCTS PRIVATE LIMITED	Subsidiary	100
2	U72100RJ2025PTC100403		THERMOTEC RESEARCH LABORATORY PRIVATE LIMITED	Subsidiary	100

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## 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	72000000.00	62156600.00	62156600.00	62156600.00
Total amount of equity shares (in rupees)	720000000.00	621566000.00	621566000.00	621566000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	72000000	62156600	62156600	62156600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	720000000.00	621566000.00	621566000	621566000

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	44000000	2136600	46136600.00	461366000	461366000	
<b>Increase during the year</b>	0.00	60019999.00	60019999.00	600199990.00	600199990.00	3354660000.00
i Public Issues	0	15543000	15543000.00	155430000	155430000	3264030000
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	477000	477000.00	4770000	4770000	90630000
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify	Due to Dematerialisation of shares					
		0	43999999	43999999.00	439999990	439999990
<b>Decrease during the year</b>	43999999.00	0.00	43999999.00	439999990.00	439999990.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify Due to Rematerialisation of shares	43999999	0	43999999.00	439999990	439999990	
<b>At the end of the year</b>	<b>1.00</b>	<b>62156599.00</b>	<b>62156600.00</b>	<b>621566000.00</b>	<b>621566000.00</b>	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	
<b>Increase during the year</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 0	0	0	0.00	0	0	
<b>Decrease during the year</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 0	0	0	0.00	0	0	
<b>At the end of the year</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	

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		
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

Number of transfers

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**Attachments:**

1. Details of shares/Debentures Transfers

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

**(a) Non-convertible debentures**

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible 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>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

<b>Total</b>			
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<b>Classes of partly convertible debentures</b>	<b>Outstanding as at the beginning of the year</b>	<b>Increase during the year</b>	<b>Decrease during the year</b>	<b>Outstanding as at the end of the year</b>
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

<b>Classes of fully convertible debentures</b>	<b>Number of units</b>	<b>Nominal value per unit</b>	<b>Total value (Outstanding at the end of the year)</b>
<b>Total</b>			

<b>Classes of fully convertible debentures</b>	<b>Outstanding as at the beginning of the year</b>	<b>Increase during the year</b>	<b>Decrease during the year</b>	<b>Outstanding as at the end of the year</b>
<b>Total</b>				

**(d) Summary of Indebtedness**

<b>Particulars</b>	<b>Outstanding as at the beginning of the year</b>	<b>Increase during the year</b>	<b>Decrease during the year</b>	<b>Outstanding as at the end of the year</b>
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**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

4311897611.17

ii \* Net worth of the Company

4964420968

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	43999980	70.79	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others	0	0.00	0	0.00
	<b>Total</b>	43999980.00	70.79	0.00	0

Total number of shareholders (promoters)

5

#### B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	11989545	19.29	0	0.00
	(ii) Non-resident Indian (NRI)	392283	0.63	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	750972	1.21	0	0.00
7	Mutual funds	1347156	2.17	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1020809	1.64	0	0.00
10	Others	2655855	4.27	0	0.00
	<b>Total</b>	<b>18156620.00</b>	<b>29.21</b>	<b>0.00</b>	<b>0</b>

Total number of shareholders (other than promoters)

85301

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

85306.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	21072
2	Individual - Male	46047
3	Individual - Transgender	0
4	Other than individuals	18187
	<b>Total</b>	<b>85306.00</b>

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

13

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MORGAN STANLEY ASIA (SINGAPORE) PTE. ODI	CITIBANK N.A. CUSTODY SERVICES FIFC 9th Floor, G Block, Plot C-54 and C-55, BKC, Bandra (East), Mumbai	21/11/1992	India	363	0.00058

INDIA ACORN FUND LTD	CITIBANK N.A. CUSTODY SERVICES FIFC 9th Floor, G Block, Plot C-54 and C-55, BKC, Bandra (East), Mumbai	24/08/2018	India	112840	0.1854
HOOD RIVER INTERNATIONAL OPPORTUNITY FUND	CITIBANK N.A. CUSTODY SERVICES FIFC 9th Floor, G Block, Plot C-54 and C-55, BKC, Bandra (East), Mumbai	28/09/2021	India	79000	0.1271
ASHOKA WHITEOAK ICAV ASHOKA WHITEOAK EMERGING MARKETS EQUITY FUND	HSBC SECURITIES SERVICES 11th Floor, Building 3, NESCO IT Park, NESCO Complex, Western Express Highway, Goregaon (East), Mumbai	04/04/2018	India	14900	0.02397
ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC	HSBC SECURITIES SERVICES 11th Floor, Building 3, NESCO IT Park, NESCO Complex, Western Express Highway, Goregaon (East), Mumbai	03/05/2023	India	4235	0.00681
AMBIT INDIA ASCENSION FUND	HSBC SECURITIES SERVICES 11th Floor, Building 3, NESCO IT Park, NESCO Complex, Western Express Highway, Goregaon (East), Mumbai	18/11/2024	India	245132	0.39438
AVIATOR EMERGING MARKET FUND	ICICI BANK LTD SMS Dept, 1st Floor, Empire Complex, 414 S B Marg, Lower Parel West, Mumbai, Maharashtra	01/04/2019	India	600	0.00097
MINERVA VENTURES FUND	ICICI BANK LTD SMS Dept, 1st Floor, Empire Complex, 414 S B Marg, Lower Parel West, Mumbai, Maharashtra	15/02/2023	India	247	0.0004
ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	Kotak Mahindra Bank Ltd A Wing, 5th Floor, Intellion Square, Infinity IT Park, Gen AK Vaidya Marg, Malad (East), Mumbai	11/05/2018	India	225589	0.36294
COPTHALL MAURITIUS INVESTMENT LIMITED ODI ACCOUNT	JP Morgan Chase Bank N.A. India Sub Custody, 3rd Floor, JP Morgan Tower, Off CST Road, Kalina, Santacruz (East), Mumbai	14/03/2023	India	500	0.0008

QUADRATURE CAPITAL VECTOR SP LIMITED	JP Morgan Chase Bank N.A. India Sub Custody, 3rd Floor, JP Morgan Tower, Off CST Road, Kalina, Santacruz (East), Mumbai	01/04/2024	India	46216	0.07435
CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A. India Sub Custody, 3rd Floor, JP Morgan Tower, Off CST Road, Kalina, Santacruz (East), Mumbai	15/10/2020	India	1350	0.00217
MINT FOCUSED GROWTH FUND PCC CELL 1	Orbis Financial Corporation Ltd 4A, Ocus Technopolis, Sector 54, Golf Club Road, Gurgaon	22/05/2024	India	20000	0.03218

#### VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	5
Members (other than promoters)	146	85301
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>	2	0	2	1	70.79	0
<b>B Non-Promoter</b>	0	4	0	3	0.00	0.00
i Non-Independent	0	1	0	0	0	0
ii Independent	0	3	0	3	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00

i. Banks and 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
<b>Total</b>	<b>2</b>	<b>4</b>	<b>2</b>	<b>4</b>	<b>70.79</b>	<b>0.00</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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SANTOSH KUMAR YADAV	07789940	Managing Director	20299950	
ANJU DEVI	06858442	Whole-time director	23700000	
MANOHAR LAL	10040507	Director	10	
KETAN SHARMA	10541058	Director	0	
DEEPAK BATHEJA	10555193	Director	0	
SRINIVASA RAO ANASINGARAJU	10541655	Director	0	
SONU GUPTA		CFO	0	

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
PRAVEEN KUMAR		Company Secretary	17/02/2025	Cessation

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

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

\*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	28/09/2024	148	11	95.72
EXTRA ORDINARY GENERAL MEETING	06/08/2024	148	11	95.72

## B BOARD MEETINGS

\*Number of meetings held

12

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2024	6	3	50
2	27/05/2024	6	3	50
3	01/08/2024	6	6	100
4	03/08/2024	6	6	100
5	14/08/2024	6	6	100
6	20/08/2024	6	4	66.67
7	06/09/2024	6	4	66.67
8	14/09/2024	6	4	66.67
9	27/09/2024	6	4	66.67
10	30/09/2024	6	4	66.67
11	30/10/2024	6	6	100
12	27/01/2025	6	6	100

## C COMMITTEE MEETINGS

Number of meetings held

10

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	05/07/2024	3	2	66.67
2	AUDIT COMMITTEE	20/07/2024	3	2	66.67
3	AUDIT COMMITTEE	01/08/2024	3	2	66.67
4	AUDIT COMMITTEE	20/08/2024	3	2	66.67
5	AUDIT COMMITTEE	02/09/2024	3	2	66.67
6	AUDIT COMMITTEE	30/10/2024	3	3	100
7	AUDIT COMMITTEE	27/01/2025	3	3	100
8	NOMINATION AND REMUNERATION COMMITTEE	27/01/2025	3	3	100
9	CORPORATE AND SOCIAL RESPONSIBILITY COMMITTEE	27/01/2025	3	3	100
10	STAKEHOLDER RELATIONSHIP COMMITTEE	27/01/2025	3	3	100

## D ATTENDANCE OF DIRECTORS

S. N o	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	
								16/09/2025 (Y/N/NA)
1	ANJU DEVI	12	12	100	0	0	0	Yes
2	MANOHAR LAL	12	12	100	0	0	0	Yes
3	KETAN SHARMA	12	8	66	10	10	100	Yes

4	DEEPAK BATHEJA	12	6	50	10	10	100	Yes
5	SRINIVASA RAO ANASINGARAJU	12	5	41	10	5	50	Yes
6	SANTOSH KUMAR YADAV	12	12	100	0	0	0	Yes

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A \*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	6750000	0	0	0	6750000.00
2	Anju Devi	Whole-time director	3750000	0	0	0	3750000.00
	<b>Total</b>		10500000.00	0.00	0.00	0.00	10500000.00

B \*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	Sonu Gupta	CFO	1553199	0	0	0	1553199.00
2	Praveen Kumar	Company Secretary	801443.89	0	0	0	801443.89
	<b>Total</b>		2354642.89	0.00	0.00	0.00	2354642.89

C \*Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Ketan Sharma	Director	0	0	0	200000	200000.00
2	Deepak Batheja	Director	0	0	0	180000	180000.00
3	Srinivasa Rao Anasingaraju	Director	0	0	0	90000	90000.00
	<b>Total</b>		0.00	0.00	0.00	470000.00	470000.00

## 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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

## XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

85306

## XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or  
Debenture holder.xls

**XV 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.

**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 applicable provisions of the Act during the financial year.
- (c) 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 incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of 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 be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of KRN HEAT EXCHANGER AND REFRIGERATION LIMITED as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 there under 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 within/beyond 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 may be.

6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7 contracts/arrangements with related parties as specified in section 188 of the Act;

8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

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

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;

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/ 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;

16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

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;

**To be digitally signed by**

Name

HEENA LAKHANI

Date (DD/MM/YYYY)

16/12/2025

Place

JAIPUR

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

2\*2\*9

#### **XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\*(a) DIN/PAN/Membership number of Designated Person

07789940

\*(b) Name of the Designated Person

SANTOSH KUMAR YADAV

#### **Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\* 08 dated\*

(DD/MM/YYYY) 28/04/2025 to sign this form and declare that all the requirements of 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.

**\*To be digitally signed by**

**\*Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0\*7\*9\*4\*

**\*To be digitally signed by**

Company Secretary       Company secretary in practice

\*Whether associate or fellow:

Associate       Fellow

Membership number

6\*0\*8

Certificate of practice number

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AB9881982

eForm filing date (DD/MM/YYYY)

20/12/2025

**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**



# Deepak Arora & Associates

Practicing Company Secretaries

23 Ka- 4 Jyoti Nagar, Near Vidhan  
Sabha, Jaipur- 302005 (Rajasthan)

Ph. : 0141- 2740960, 9351788834, 9829188834

Email: cs@csdeepakarora.com

www.csdeepakarora.com

## Form No. MGT-8

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

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **KRN Heat Exchanger and Refrigeration 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 **March 31, 2025**. 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 there under in respect of:

S. NO.	PARTICULARS	REMARKS
1.	Its status under the act;	Earlier the Company was Public Limited Company. During the period under review, the Company has attained the status to Equity Listed Public Limited company, due to company has raised the paid up capital by issuing 1,55,43,000 Equity shares of Rs. 10/- each by way of Initial public offering as on September 30, 2024
2.	Maintenance of registers/records & making entries therein within the time prescribed therefore;	The company has duly complied with the provision of the Act.
3.	Filing of forms and returns as stated in the annual return, with	According to the records of the Company examined by us and the information,

	the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;	explanation given to us, the Company has duly filled all the E- forms and Annual Returns, with the Registrar of the companies, Central Government, Regional Director, the Tribunal, within the prescribed time or with additional fees which were not filed in prescribed period. However, no forms were filled/ required to be filed with Regional Director, Central Government the Tribunal, Court or other authorities.
4.	Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, 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;	The company has duly complied with the provision of the Act.
5.	Closure of Register of Members / Security holders, as the case may be.	The Register of Members and Share Transfer Books of the Company were not closed during the period under review.
6.	Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;	During the period under review the company has duly complied the provision of the Act.
7.	Contracts/arrangements with related parties as specified in section 188 of the Act;	All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and the necessary approval were taken which were required under the Companies Act, 2013.
8.	Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/	During the year under review, the Company had issued 4,77,000 equity shares of Rs. 10/- each through private placement basis on August 14, 2024 at an issue Price of

	alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;	Rs. 200.00 Per Equity Share. Further the company has raised the paid up capital by issuing 1,55,43,000 Equity shares of Rs. 10/- each by way of Initial public offering as on September 30, 2024 at an issue Price of Rs. 220.00 Per Equity Share Apart from above during the period under review the company has not issue or allotment of any security and there was no buy back of shares or redemption of preference shares and debentures, alteration or reduction of share capital, conversion of shares and issue of security certificates in all instances.
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.	The company was not required to keep any rights in abeyance during the financial year.
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;	The company has not declared any dividend during the financial year and there was no requirement to transfer any amount to the IEPF.
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;	During the period under review the company has duly complied with the provision of the Act.

HEENA LAKHANI  
Digitally signed by  
HEENA LAKHANI  
Date: 2025.12.16  
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12.	<p>Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;</p>	<p>During the period under review the board is duly constituted and following changes took place in the composition of Board of directors, KMPs of the company:-</p> <ul style="list-style-type: none"> <li>During the year Mr. Praveen Kumar resigned as the Company Secretary and Compliance Officer of the Company with effect from February 17, 2025</li> <li>After closure of the Financial Year, the Board, on the recommendation of the NRC, appointed Mr. Jitendra Kumar Sharma (ICSI Membership No. A65048) as Company Secretary, Compliance officer and Key Managerial Personnel (KMP) of the Company with effect from 28th April, 2025</li> <li>Appointment of Mrs. Meenakshi Sharma (DIN: 11153602), in a Board Meeting held on June 18, 2025 as an Additional Independent Director for his first term of 5` consecutive years, w.e.f. June 18, 2025 to June 17, 2030 which was duly regularize in the Annual General Meeting held on September 16, 2025.</li> </ul> <p>Apart from above there was no changes took place in the composition of Board of directors and KMPs of the company.</p>
13.	<p>Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;</p>	<p>During the period under review, there is no change in the auditors of the company as per the provisions of section 139 of the Act;</p>
14.	<p>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;</p>	<p>During the period under review the Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar or such other authorities under the various provisions of the Act during the financial year.</p>
15.	<p>Acceptance/ renewal/ repayment of deposits;</p>	<p>During the period under review The company has not Accepted / invited /</p>

		repaid any deposit any deposits during the financial year.
16.	Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;	During the period under review The company has Duly complied with the provisions for borrowing made during the financial year, and the charges created or modified or satisfied were duly filed with the authority.
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 ;	During the period under review, the Company has not given any loan, grantee and made investment and providing security under the provision of section 186 of the Act.
18.	Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;	During the Period under review there was no alteration in the provisions of the Memorandum and/ or Articles of Association of the Company during the period under review.

For DEEPAK ARORA & ASSOCIATES  
 Company Secretaries  
 ICSI Unique Code: P2001RJ080000

Place: JAIPUR

Date:- 16.12.2025

HEENA LAKHANI  
 Digitally signed by  
 HEENA LAKHANI  
 Date: 2025.12.16  
 18:49:01 +05'30'

HEENA LAKHANI  
 Partner  
 ACS No.: 53279 | CP No.: 24299  
 UDIN NO.:A053279G002463148



To,  
The Registrar of Companies  
Ministry of Corporate Affairs  
ROC Jaipur

**Subject: Clarification Regarding Gender Classification in MGT-7 Filing**

Dear Sir/Madam,

We are submitting this letter to provide clarification with respect to the gender-wise classification of shareholders as disclosed in the MGT-7 form for the financial year 2024-25.

As per the recent changes introduced in the e-form MGT-7, it is now mandatory to disclose the number of shareholders based on gender i.e., Male, Female, and Others.

In compliance with this requirement, we have relied upon the data provided by our Registrar and Transfer Agent (RTA). The data has been compiled and categorized as follows:

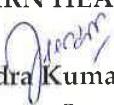
- Shareholders identified as Male or Female have been classified accordingly.
- In cases where no gender information was available in the RTA records, those shareholders have been reported under the "Other than Individual" category in the MGT-7 form.

The classification was made solely to follow the new MGT-7 format requirements.

Thanking you,

Yours faithfully,

For KRN HEAT EXCHANGER AND REFRIGERATION LIMITED

  
Jitendra Kumar Sharma

Company Secretary & Compliance Officer  
ACS No. -65048

Date: 16/12/2025

Place: Neemrana



(+91)-9116629184



[info@krnheatexchanger.com](mailto:info@krnheatexchanger.com)



[www.krnheatexchanger.com](http://www.krnheatexchanger.com)



To,  
The Registrar of Companies  
Ministry of Corporate Affairs  
ROC Jaipur

**Subject: Clarification Regarding Number of Shareholders**

Dear Sir/Madam,

As of March 31, 2025, the number of Shareholders based on demat accounts is 86549, and based on PAN is 85,306. The number of Shareholders based on demat and PAN will differ since Shareholders can have multiple demat accounts under a single PAN.

Thanking you,

Yours faithfully,  
For KRN HEAT EXCHANGER AND REFRIGERATION LIMITED

  
Jitendra Kumar Sharma  
Company Secretary & Compliance Officer  
ACS No. -65048

Date: 16/12/2025  
Place: Neemrana



(+91)-9116629184



[info@krnheatexchanger.com](mailto:info@krnheatexchanger.com)



[www.krnheatexchanger.com](http://www.krnheatexchanger.com)



# KRN HEAT EXCHANGER AND REFRIGERATION LIMITED

(Formerly Known As KRN Heat Exchanger And Refrigeration Pvt. Ltd.)

Registered & Work Office: Plot No.: F-46,47,48,49, EPIP, RIICO Industrial Area, Neemrana – 301705 (RJ)

CIN No.: L29309RJ2017PLC058905

Ph.: +91-9116629184

To,  
The Registrar of Companies  
Ministry of Corporate Affairs  
ROC Jaipur

Subject: Clarification Regarding Non-Availability of the Date of Incorporation for FIIs

Dear Sir/Madam,

As of March 31, 2025, The total number of Foreign Institutional Investors (FIIs) are 13. The date of incorporation for these FIIs has been entered based on the available data from various sources, as the confirmed incorporation details were not provided for these companies.

Thanking you,

Yours faithfully,  
For KRN HEAT EXCHANGER AND REFRIGERATION LIMITED

Jitendra Kumar Sharma  
Company Secretary & Compliance Officer  
ACS No. -65048

Date: 16/12/2025  
Place: Neemrana



(+91)-9116629184



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