

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

L25111TN1960PLC004306

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACM4154G

(ii) (a) Name of the company

MRF LIMITED

(b) Registered office address

NEW NO.114 (OLD NO..124),
GREAMS ROAD,
CHENNAI
Tamil Nadu
600006



(c) *e-mail ID of the company

mrfshare@gmail.com

(d) *Telephone number with STD code

04428292777

(e) Website

www.mrftyres.com

(iii) Date of Incorporation

05/11/1960

(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

Pre-fill

Name of the Registrar and Transfer Agent

IN HOUSE SHARE REGISTRY

Registered office address of the Registrar and Transfer Agents

MRF Limited,
No. 114, Greams Road, Chennai - 600 006

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

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

(f) Specify the reasons for not holding the same

AGM to be conducted on 07/08/2025

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	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	100

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

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

4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MRF CORP LIMITED	U65929TN1985PLC012156	Subsidiary	100
2	MRF INTERNATIONAL LIMITED	U25111TN1992PLC023695	Subsidiary	94.66
3	MRF Lanka(P)Ltd		Subsidiary	100
4	MRF SG PTE. LTD		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	9,000,000	4,241,143	4,241,143	4,241,143
Total amount of equity shares (in Rupees)	90,000,000	42,411,430	42,411,430	42,411,430

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Ordinary Equity shares				
Number of equity shares	9,000,000	4,241,143	4,241,143	4,241,143
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	90,000,000	42,411,430	42,411,430	42,411,430

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	100,000	0	0	0
Total amount of preference shares (in rupees)	10,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Cumulative Preference Shares				
Number of preference shares	100,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	10,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	37,880	4,203,263	4241143	42,411,430	42,411,430	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	0
Converted into demat shares						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Converted into demat shares						
At the end of the year	37,880	4,203,263	4241143	42,411,430	42,411,430	
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

INE883A01011

(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"/>
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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"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

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							
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	15,000	100000	1,500,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			1,500,000,000

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	1,500,000,000	0	0	1,500,000,000
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

276,652,191,545.75

(ii) Net worth of the Company

181,758,647,569.12

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	513,468	12.11	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	31,567	0.74	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)	633,256	14.93	0	
10.	Others	0	0	0	
	Total	1,178,291	27.78	0	0

Total number of shareholders (promoters)

108

(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	548,385	12.93	0	
	(ii) Non-resident Indian (NRI)	38,368	0.9	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	159,790	3.77	0	
4.	Banks	2,823	0.07	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	743,933	17.54	0	
7.	Mutual funds	350,858	8.27	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	792,111	18.68	0	
10.	Others AIF, PF, IEPF, Trust, HUF, Cle ⁺	426,584	10.06	0	
	Total	3,062,852	72.22	0	0

Total number of shareholders (other than promoters)

61,212

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

61,320

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

495

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

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	102	108
Members (other than promoters)	47,561	61,212
Debenture holders	1	1

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	5	2	5	2	1.44	0.07
B. Non-Promoter	0	13	0	7	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	13	0	7	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	5	15	5	9	1.44	0.07

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

16

(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)
MR. KANDATHIL MAM	00020202	Managing Director	16,048	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR.ARUN MAMMEN	00018558	Managing Director	27,560	
MR.RAHUL MAMMEN	03325290	Managing Director	4,538	
MR.SAMIR THARIYAN	07803982	Whole-time director	4,470	
MR.VARUN MAMMEN	07804025	Whole-time director	8,706	
MRS.CIBI MAMMEN	00287146	Director	500	
MRS.AMBIKA MAMMEN	00287074	Director	2,489	
MRS.VIMLA ABRAHAM	05244949	Director	0	
MR. DINSHAW KEKU	00238735	Director	150	
MR. RAMESH RANGA	00141701	Director	0	
MR. VIKRAM TARANA	09757469	Director	0	
MR. ARUN VASU	00174675	Director	0	
MR. VIKRAM CHESET	01799153	Director	0	
MR. PRASAD OOMME	00385082	Director	0	
MR.SRIDHARAN DHANAN	AABPD8041R	Company Secretary	1	
MR.MADHU PLAMOODI	ABGPN2470G	CFO	6	

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

6

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)
MR.ASHOK PETER	00018605	Director	29/09/2024	Cessation
MR.VUPPUTUR SRINIVAS	00020276	Director	29/09/2024	Cessation
MR.VIJAY RAVINDRAN	00031253	Director	29/09/2024	Cessation
MR.RANJIT JESUDAS	00020181	Director	29/09/2024	Cessation
MR.SALIM JOSEPH	00033022	Director	29/09/2024	Cessation
MR.JACOB KURIAN	00860095	Director	29/09/2024	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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	01/08/2024	52,080	65	40.47

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/05/2024	20	18	90
2	08/08/2024	20	19	95
3	08/11/2024	14	14	100
4	06/02/2025	14	14	100

C. COMMITTEE MEETINGS

Number of meetings held

17

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	03/05/2024	6	6	100
2	Audit Committee	08/08/2024	6	6	100
3	Audit Committee	08/11/2024	3	3	100
4	Audit Committee	06/02/2025	3	3	100
5	Nomination and Remuneration Committee	03/05/2024	7	7	100
6	Nomination and Remuneration Committee	08/08/2024	7	7	100
7	Stakeholders Forum	08/08/2024	5	5	100
8	Corporate Social Responsibility Committee	03/05/2024	5	5	100
9	Corporate Social Responsibility Committee	08/08/2024	5	5	100

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
10	Corporate Soc	08/11/2024	4	4	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	MR. KANDATI	4	4	100	13	13	100	
2	MR.ARUN MA	4	4	100	11	11	100	
3	MR.RAHUL M	4	4	100	10	10	100	
4	MR.SAMIR TH	4	4	100	0	0	0	
5	MR.VARUN M	4	4	100	0	0	0	
6	MRS.CIBI MA	4	4	100	0	0	0	
7	MRS.AMBIKA	4	4	100	0	0	0	
8	MRS.VIMLA A	4	4	100	0	0	0	
9	MR. DINSHAV	4	4	100	2	2	100	
10	MR. RAMESH	4	4	100	6	6	100	
11	MR. VIKRAM	4	4	100	6	6	100	
12	MR. ARUN VA	4	3	75	1	1	100	
13	MR. VIKRAM	4	4	100	10	10	100	
14	MR. PRASAD	4	4	100	0	0	0	

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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. KANDATHIL M	CHAIRMAN ANI	190,180,288	130,725,000	0	0	320,905,288
2	MR.ARUN MAMME	VICE CHAIRMA	147,290,250	122,427,000	0	0	269,717,250
3	MR.RAHUL MAMM	MANAGING DIF	128,943,987	108,770,400	0	0	237,714,387
4	MR.SAMIR THARIY	WHOLE TIME D	70,044,273	48,600,000	0	0	118,644,273
5	MR.VARUN MAMM	WHOLE TIME D	70,483,222	48,600,000	0	0	119,083,222
	Total		606,942,020	459,122,400	0	0	1,066,064,420

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR.SRIDHARAN D	Company Secre	24,345,784	0	0	0	24,345,784
2	MR. MADHU PLAM	CFO	27,748,797	0	0	0	27,748,797
	Total		52,094,581	0	0	0	52,094,581

Number of other directors whose remuneration details to be entered

15

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR.ASHOK PETER	Independent Dir	0	0	0	50,000	50,000
2	MR.VUPPUTUR SR	Independent Dir	0	0	0	120,000	120,000
3	MR.VIJAY RAVIND	Independent Dir	0	0	0	0	0
4	MR.RANJIT JESUD	Independent Dir	0	0	0	140,000	140,000
5	MR.SALIM JOSEPH	Independent Dir	0	0	0	50,000	50,000
6	MR.JACOB KURIAN	Independent Dir	0	0	0	110,000	110,000
7	MRS.VIMLA ABRAH	Independent Dir	0	0	0	100,000	100,000
8	MR. DINSHAW KEH	Independent Dir	0	0	0	120,000	120,000
9	MR. RAMESH RAN	Independent Dir	0	0	0	200,000	200,000
10	MR. VIKRAM TARA	Independent Dir	0	0	0	200,000	200,000
11	MR. ARUN VASU	Independent Dir	0	0	0	85,000	85,000
12	MR. VIKRAM CHES	Independent Dir	0	0	0	240,000	240,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
13	MR. PRASAD OOM	Independent Dir	0	0	0	100,000	100,000
14	MRS.AMBIKA MAM	Non-Executive	0	0	0	100,000	100,000
15	MRS.CIBI MAMMEI	Non-Executive	0	0	0	100,000	100,000
	Total		0	0	0	1,715,000	1,715,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

K ELANGO VAN

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3552

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. ... 14 dated 09/08/2018

(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

00018558

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

7516

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**

Details of Foreign Institutional Investors ho
Details of Share Transfer since the closure
Annexure to Form MGT-7.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