

ANNUAL RETURN

FormNo.MGT-7

[Pursuant to Section 92(1) of the Companies Act, 2013 And Rule 11(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. Corporate Identification Number (CIN) of the Company: **U45400JK2008PLC002933**

ii. Global Location Number (GLN) of the Company: **NIL**

Permanent Account Number(PAN) of the Company: **AAMCS4397M**

iii.(a) Name of Company: **SRM CONTRACTORS LIMITED**

(b) Registered Office address: **Sector-3, Near BJP Head Office, Trikuta Nagar, Jammu-180012, J&K**

(c) E-mail of the company: **cs@srmcpl.com**

(d) Telephone no: **+91 8491877114 / +0191 2472729**

(e) Website: www.srmcpl.com

iv. Date of Incorporation: **04/09/2008**

Type of Company	Category of Company	Sub-category of Company
Public Company	Company Limited by Shares	Indian Non-government Company

Vi. Whether the company is having share capital: **Yes**

Vii. Whether shares listed on recognized Stock Exchange: **Yes**

(a) Details of stock exchanges where shares are listed: **BSE Limited & National
Stock Exchange Limited**

(b) CIN of the Registrar and Transfer Agent: **U99999MH1994PTC076534**

(c) Name of the Registrar and Transfer Agent: **Bigshare services Pvt Limited**

(d) Registered office address of the Registrar and Transfer Agents: **Pinnacle Business Park, Off No
S6-2, 6th Floor, Mahakali Caves Road , Next to Ahura Centre , Andheri East , Mumbai ,
Maharashtra, India, 400093**

vi. Financial Year From date: **01/04/2023** To date: **31/03/2024**

vii. Whether Annual General Meeting held: **No**

a. If yes, date of AGM: **AGM is scheduled to be held on: 30/09/2024**

b. Due date of AGM: **30/09/2024**

c. Whether any extension for AGM granted: **NO**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities 1

Sr. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Road, Railways, Utility Projects	100%

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

S. No.	Name and Address	CIN/ GLN/PAN	HOLDING/ SUBSIDIARY/ ASSOCIATE/ JV	% AGE OF SHARES HELD	APPLICABLE SECTION OF COMPANIES ACT, 2013	Purpose/ Projects
01.	LORAN VALLEY POWER PROJECT PRIVATE LIMITED	U40300JK2014PTC004223	SUBSIDIARY	51%	2(87)(i)	-
02.	SP MANGAL MURTI ENTERPRISES PVT LTD	U25999JK2023PTC014318	WHOLLY OWNED SUBSIDIARY	99.9%	2(87)(i)	-
03.	ECI Engineers and SRM Projects	AAAAE8024F	JOINT VENTURE	70%	2(6)	EPC contract of 1,386 m Tunnel including ANS Irrigation Canal Raiouri.
04.	ECI Engineers and SRM Projects	AAAAE8024F	JOINT VENTURE	20%	2(6)	Widening and upgradation to 2 lanes from km0.0002 km 16.990 On Chennani-Sudhmahade v section of NH-224

05.	Kapahi SRM Projects	AAVFK0327M	JOINT VENTURE	49%	2(6)	Construction of 100 units (Type-II= 64 Nos- G=3, Type-III=36 Nos-G+2) Phase1 at Katra in connection with Udampur –
06.	SRM- Rajinder Projects	ABFAS2654F	JOINT VENTURE	70%	2(6)	Construction and upgradation from km 29+000 to km 60+652 of Road Hanle Chumar under project Himank in Ladakh on EPC mode.
07.	SRM- Rajinder Projects	ABFAS2654F	JOINT VENTURE	49%	2(6)	Design and construction of Reinforce Earth embarkment at Bridge 40,41&42 on Katra-Dharam section of Udampur-Sringar-Baramulla-Rail Link Project.
08.	SRM- Rajinder Projects	ABFAS2654F	JOINT VENTURE	49%	2(6)	Upgradation of Gulati to Shahadra Sharef via Gambir Gali of Tawi Flood recovery Project.

09.	SRM- Rajinder Projects	ABFAS2654F	JOINT VENTURE	51%	2(6)	Construction of realignment between Pendrass – Pashkyum (27.10km) on road Zozila-Kargil-Leh to 2 lane under project Vijayak(BRO) IN THE UT of Ladakh on EPC MODE.
10.	SRM- Rajinder Projects	ABFAS2654F	JOINT VENTURE	70%	2(6)	Rehabilitation and Up-gradation to 2 Lane with paved shoulder from existing chainage km 166+100 to km 192+980 including construction of Bhimber gali tunnel (Total length of Tunnel 1.100 km) under 31 TF on Akhnoor - Poonch road (NH144A) in the UT of Jammu
11.	Sai SRM Projects	ABAAS5165Q	JOINT VENTURE	49%	2(6)	

12.	SRM DMR	-	JOINT VENTURE	95%	2(6)	Rehabilitatio n & upgradation of existing 2 lane flexible Pavement to 2 lane flexible pavement with paved shoulder/ paver block floor ink from km 0.00(Near Chenani town)of NH- 244 (length 39.100km)in the UT of J&K.
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IV. SHARECAPITAL,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	2,50,00,000	1,67,44,200	1,67,44,200	1,67,44,200
Total amount of equity shares(in rupees)	25,00,00,000	16,74,42,000	16,74,42,000	16,74,42,000

Numberofclasses:1

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of equity shares	2,50,00,000	1,67,44,200	1,67,44,200	1,67,44,200
Nominal value per Share(in rupees)	10	10	10	10
Total amount of equity Shares(in rupees)	25,00,00,000	16,74,42,000	16,74,42,000	16,74,42,000

(b)Preference share capital

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	PaidUp Capital
Total number of Preference shares	0	0	0	0
Total amount of preference shares(in rupees)	0	0	0	0

Numberofclasses:0

Class of Shares	Authorised Capital	Issued Capital	Subscribed Capital	PaidUp Capital
Number of preference shares	0	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of preference shares(in rupees)	0	0	0	0

(C) Un-classified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

<i>Class of Shares</i>	Number of shares			Total Nominal Amount	Total Paid up amount	Total Premium
	Physical	Demat	Total			
Equity shares						
At the beginning of the year	16744200	0	16744200	167442000	167442000	0
Increase during The year	0	0	0	0	0	0
i.Pubic Issues	0	0	0	0	0	0
li.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	0	0	0
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	0	0	0	0
At the end of the year	0					0
Preference shares						
At the beginning Of the year	0	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	0	0	0	0	0	0
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	0	0	0	0	0	0
At the end of the year	6600	16737600	16744200	167442000	167442000	0

ISIN of the equity shares of the Company:**INE0R6Z01013**

(ii) Details of stocks split /consolidation during the year(for each class of shares):Nil

(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

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

(v) Securities(other than shares and debentures):NA

Turnover and net worth of the company (as defined in the CompaniesAct,2013)

(i) Turnover of the Company: Rs. 3,42,42,09,513.55

(ii) Net worth of the Company: Rs. 85,78,65,509.57

(A) SHAREHOLDING PATTERN–Promoters

Sr. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,51,31,000	90.37%	0	0
	(ii)Non-resident Indian(NRI)	0	0	0	0
	(iii)Foreign national(other than NRI)	0	0	0	0
2.	Government	0	0	0	0
	(i)Central Government	0	0	0	0
	(ii)State Government	0	0	0	0
	(iii)Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate(not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	1,51,31,000	90.37%	0	0

Total number of shareholders (promoters):3

(B)SHAREHOLDING PATTERN–Public/Other than promoters

Sr. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family			0	0
	(i) Indian	1613200	9.73%	0	0
	(ii)Non-resident Indian(NRI)	0	0	0	0
	(iii)Foreign national(other than NRI)	0	0	0	0
2.	Government	0	0	0	0
	(i)Central Government	0	0	0	0
	(ii)State Government	0	0	0	0
	(iii)Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate(not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	1613200	9.73%	0	0

Total number of shareholders (other than promoters):4

Total number of shareholders (Promoters +Public/Other than promoters):7

NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	0	4
Debenture holders	0	0

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the End of year	
	Executive	Non Executive	Executive	Non Executive	Executive	Non Executive
A. Promoter	2	1	2	1	85.59%	4.78%
B. Non-Promoter	-	-	-	-	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(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
Total	3	0	2	4	85.59%	4.78%

Number of Director and Key managerial personnel (who is not director) as on the financial year end 31 March 2024: 8

(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)
Sanjay Mehta	02274498	Managing Director	14231000	-
Puneet Pal Singh	09740051	Whole Time Director	100000	-
Ashley Mehta	08068781	Non Executive Director	800000	-
Yudhvir Gupta	10262882	Independent Director	-	-
Sushil Kumar Sharma	10298719	Independent Director	-	-
Sanjay Sharma	10313054	Independent Director	-	-
Arun Mathur	BXNPM6398G	Company Secretary	-	-
Thakur Krishan Singh	DKPPS4889R	CFO	6600	22/04/2024

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

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)
Sanjay Mehta	02274498	Managing Director	30-08-2023	Reappointment
PUNEET PAL SINGH	09740051	Additional Director	30-08-2023	Whole-time Director (change in designation)
ASHLEY MEHTA	08068781	Executive Director	30-08-2023	Non Executive Director(change in designation)
YUDHVIR GUPTA	10262882	Independent Director	02-08-2023	Appointment
SUSHIL KUMAR SHARMA	10298719	Independent Director	30-08-2023	Appointment
DHAMAN KUMAR PANDOH	1332068	Independent Director	02-08-2023 to 29-08-2023	Appointment- Resignation
INDERJEET KUMAR	10228553	Independent Director	02-08-2023 to 29-08-2023	Appointment- Resignation

I. MEETINGS OF MEMBERS / CLASS OF MEMBERS / BOARD / COMMITTEES**A. MEMBERS/CLASS/REQUISITIONED/CLB/NCLT/COURTCONVENEDMEETING****Number of meetings held:5**

Type of meeting	Date of meeting	Total Number Of Members entitled to Attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25-09-2023	7	5	71.42%
Extra-Ordinary General Meeting	03-04-2023	3	3	100%
Extra-Ordinary General Meeting	30-06-2023	7	5	71.42%
Extra-Ordinary General Meeting	02-08-2023	7	5	71.42%
Extra-Ordinary General Meeting	30-08-2023	7	5	71.42%

A. BOARD MEETINGS**Number of meetings held:30**

<i>S.No.</i>	<i>Date of Meeting</i>	<i>Total No. of Directors on the Board on date of meeting</i>	<i>Total No. of Directors Present</i>	<i>% of Attendance</i>
1	19-04-2023	3	2	66.66%
2	09-05-2023	3	2	66.66%
3	01-06-2023	3	2	66.66%
4	12-06- 2023	3	2	66.66%
5	19-06-2023	3	2	66.66%
6	1-07-2023	3	2	66.66%

7	12-07-2023	3	2	66.66%
8	1-08-2023	3	2	66.66%
9	2-08-2023	3	2	66.66%
10	07-08-2023	6	5	83.33%
11	18-08-2023	6	5	83.33%
12	25-08-2023	6	5	83.33%
13	28-08-2023	6	5	83.33%
14	29-08-2023	6	5	83.33%
15	09-09-2023	5	4	80%
16	11-09-2023	5	4	80%
17	29-09-2023	6	5	83.33%
18	28-12-2023	6	6	100%
19	06-01-2024	6	5	83.33%
20	12-01-2024	6	5	83.33%
21	15-01-2024	6	5	83.33%
22	19-01-2024	6	5	83.33%
23	31-01-2024	6	5	83.33%
24	07-02-2024	6	5	83.33%
25	10-02-2024	6	5	83.33%
26	26-02-2024	6	5	83.33%
27	16-03-2024	6	5	83.33%

28	22-03-2024	6	5	83.33%
29	26-03-2024	6	5	83.33%
30	29-03-2024	6	5	83.33%

B. COMMITTEE MEETINGS

Number of meetings held:2

ATTENDANCE OF DIRECTORS

Sr.No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	2-03-2024	3	3	100
2.	CSR Committee	22-12-2023	3	3	100

ATTENDANCE OF DIRECTORS

Sr. 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	Scheduled to be held on 30/09/2024 (Y/N/NA)
1.	Sanjay Mehta	30	30	100	2	2	100	-
2.	Puneet Pal Singh	30	30	100	1	1	100	-
3.	Ashley Mehta	30	1	3.33	-	-	-	-
4.	Yudhvir Gupta	21	21	100	2	2	100	-
5.	Sushil Kumar Sharma	16	16	100	1	1	100	-
6.	Sanjay Sharma	14	14	100	-	-	-	-

7	D.K Pandoh	5	5	100	-	-	-	-
8	Inderjeet Singh	5	5	100	-	-	-	-

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: **2**

(Amount inRs.)

Sr. No	Name	Designation	Gross salary (p.a)	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	Sanjay Mehta	Managing Director	60,00,000	0	0	0	60,00,000
2.	Puneet Pal Singh	Whole Time Director	48,00,000	0	0	0	48,00,000
	Total		1,08,00,000	0	0	0	1,08,00,000

B. Number of CEO,CFO and Company secretary whose remuneration details to be entered: **2**

(Amount inRs.)

Sr. No	Name	Designation	Gross salary (p.a)	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	Arun Mathur	Company Secretary	12,09,800	0	0	0	12,09,800
2.	Thakur Krishan Singh	Chief Financial Officer	6,53,300	0	0	0	6,53,300
	Total		18,63,100	0	0		18,63,100

Note: Detailed note on Remuneration of Directors and Key Managerial Personnel is attached as **Annexure A**

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**

B. If No ,give the reasons/observations-**NA**

PENALTY AND PUNISHMENT–DETAILS THERE OF

(A) Details of penalties/punishment imposed on company/directors/officers: **NIL**

(B) Details of Compounding of offences: **NIL**

I. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHMENT

List of Shareholders of SRM Contractors Limited as on March 31, 2024 is attached as **Annexure B**

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.

Draft Form MGT-8 for FY 2023-24 is attached as **AnnexureC**

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.

Annexure A

X.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

(Amount in Rs.)

S.no	Details of Remuneration	Sanjay Mehta (Managing Director)	Puneet Pal Singh (Whole time director)
1.	Gross Salary	60,00,000	48,00,000
	(a)Salary as per provisions contained in Section17(1)of the Income tax Act,1961 (includes Provident Fund Contribution)	-	-
	(b)NPS Contribution, Motor Car Expenses Reimbursement and Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c)Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	-as %of profit	-	-
	-others, specify	-	-
5.	Others, please Specify(Employer contribution to Provident Fund)	60,00,000	48,00,000
	Total	60,00,000	48,00,000
	Ceiling as per the CompaniesAct, 2013	The Company has obtained the approval of the shareholders for the payment of above remuneration pursuant to the Provisions of schedule V of the companies Act, 2013	The Company has obtained the approval of the shareholders for the payment of above remuneration pursuant to the Provisions of schedule V of the companies Act, 2013

Number of CEO, CFO and Company Secretary whose remuneration details to be entered:2

(Amount in Rs.)

Sr. no.	Particulars of Remuneration	*Key Managerial Personnel			Total
		CEO	Mr. Arun Mathur Company Secretary	MR.THAKUR KRISHAN SINGH Chief Financial Officer	
1.	Gross salary	--	12,09,800	6,53,300	18,63,100
	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961. (includes Provident Fund Contribution)	--	-	-	-
	Value of perquisites u/s 17(2) Income-tax Act, 1961	--	-	-	-
	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	-	-	-
2.	Stock Option	--	-	-	-
3.	Sweat Equity	--	-	-	-
4.	Commission	--	-	-	-
	-as % of profit	--	-	-	-
	-others, specify	--	-	-	-
5.	Others, please specify (contribution to PF)	--	-	-	-
	Total	--	12,09,800	6,53,300	18,63,100

Annexure B

List of Shareholders of SRM Contractors Limited as on March31, 2024

<u>S. No</u>	<u>NAME, PARENTAGE AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE PER SHARE (in RS.)</u>	<u>TOTAL % OF EACH</u>
1	Sanjay Mehta S/o. Mr. Ram Mehta R/o. 4-A, Opp. Jain Nagar, Talab Tillo, Jammu (J&K)	1,42,31,000.0	10.00	84.99%
2	Kavita Sharma W/o Mr. Sanjay Mehta R/o. 4-A, Opp. Jain Nagar, Talab Tillo, Jammu (J&K)	8,00,000.0	10.00	4.78%
3	Ashley Mehta D/o Mr. Sanjay Mehta R/o. 4-A, Opp. Jain Nagar, Talab Tillo, Jammu (J&K)	8,00,000.0	10.00	4.78%
4	Aleena Mehta D/o Mr. Sanjay Mehta R/o. 4-A, Opp. Jain Nagar, Talab Tillo, Jammu (J&K)	8,00,000.0	10.00	4.78%
5	Puneet Pal Singh S/o Mr. Mohan Singh Sudan R/o. H.No. 325, Govind Pura, Satwari, Jammu-180003	1,00,000.0	10.00	0.60%
6	Anil Kumar Sharma S/o. Mr. Janardan Kumar R/o. 139 A/D Gandhi Nagar, Jammu (J&K)	6,600.0	10.00	0.04%
7	Krishan Singh S/o. Mr. Ganga Singh Jamwal R/o. W.No.-9, H.NO. 58, Moh. Naranian, Jammu (J&K)	6,600.0	10.00	0.04%
		1,67,44,200.0		100.00%

Annexure C

Draft 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 **SRM CONTRACTORS LIMITED (CIN: U45400JK2008PLC00293)** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the Rules made there under for the Financial Year ended March, 31, 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 there under in respect of:
 1. Its status under the Act is Public (Indian Non-Government) Unlisted Company Limited by Shares;
 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, and Central Government, the Tribunal, Court or other authorities within the prescribed time;
 4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in Annual return, in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, ~~resolutions passed by postal ballot, if any,~~ have been properly recorded in the Minutes Book/ registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members (Applicable)
 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; (Not Applicable)
 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 required instances; (Not applicable)

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)
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)
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. The appointment of **M/s Satyendra Mrinal & Associates**, Chartered Accountants, Jammu as Statutory Auditors of the company had been made for the period of 5 years and to hold office from the conclusion of 13th Annual General meeting until the conclusion of the 18th Annual General Meeting to be held in the year 2026
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)
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; (Not Applicable)
17. Loans and investments or guarantee give nor providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

The Company has taken necessary approvals from Board and Shareholders for investment in shares of a fellow subsidiary in accordance with the Section 186 of the Companies and rules made there under. Further, there were no instances observed w.r.t providing guarantees or securities to other bodies corporates, during the financial year.
18. The alteration to Articles of Association and Memorandum of Association was in accordance with the provisions of the Companies Act and rules made there under

For **D.K. Pandoh & Associates**
Company Secretaries

Place : Jammu
Date :

D.K. Pandoh
Company Secretary
FCS: 6934
CP No: 2647

Annexure D

NOTE: In view of sub-rule (7) of the Companies (Management and Administration) Second Amendment Rules, 2023, which states that *“Every company shall inform the details of the designated person in Annual return”* following details are given in draft form MGT 7 for FY 2023-24.

Appointment of Designated Person

Pursuant to sub-rule (4) of the Companies (Management and Administration) Second Amendment Rules, 2023 dated October 27, 2023, the Board of Directors at its meeting held on August 29, 2023 has passed the following resolution unanimously:

“RESOLVED THAT in terms of Companies (Management and Administration) Second Amendment Rules, 2023, the Board be and hereby designates Mr. Arun Mathur, Company Secretary of the Company as the “Designated Person” who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar of Companies with respect to beneficial interest in shares of SRM Contractors Limited.”

RESOLVED FURTHER THAT Mr. Sanjay Mehta (DIN:02274498), Managing Director and Mr. Arun Mathur, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and incidental in this regard for giving effect to this resolution.”
