

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]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U45205DL2010PLC211609

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCE0293K

(ii) (a) Name of the company

EMS LIMITED

(b) Registered office address

701, DLF TOWER A, JASOLA
New Delhi
Delhi
110025
India

(c) *e-mail ID of the company

ems@ems.co.in

(d) *Telephone number with STD code

09810313123

(e) Website

www.ems.co.in

(iii) Date of Incorporation

21/12/2010

(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

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi, Telangana India - 500032

(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

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*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	E	Water supply, sewerage and waste management	E2	Sewerage	98.31
2	F	Construction	F1	Buildings	1.69

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	EMS GREEN ENERGY PRIVATE L	U40106DL2018PTC341513	Subsidiary	100
2	CANARY INFRASTRUCTURE PR	U45201DL2006PTC144960	Subsidiary	100
3	SK UEM WATER PROJECTS PRIV	U41000DL2012PTC233743	Subsidiary	100
4	EMS-TCP JV PRIVATE LIMITED	U74994DL2020PTC374180	Subsidiary	74
5	MIRZAPUR GHAZIPUR STPS PR	U90009DL2021PTC378546	Subsidiary	60

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	47,000,000	47,000,000	47,000,000
Total amount of equity shares (in Rupees)	600,000,000	470,000,000	470,000,000	470,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	60,000,000	47,000,000	47,000,000	47,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	470,000,000	470,000,000	470,000,000

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	11,750,000	0	11750000	117,500,000	117,500,000	

Increase during the year	0	47,000,000	47000000	470,000,000	470,000,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	35,250,000	35250000	352,500,000	352,500,000	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		11,750,000	11750000	117,500,000	117,500,000	
Dematerialization of shares, i.e from Physical share						
Decrease during the year	11,750,000	0	11750000	117,500,000	117,500,000	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	11,750,000		11750000	117,500,000	117,500,000	
Dematerialization of shares, i.e from Physical shares						
At the end of the year	0	47,000,000	47000000	470,000,000	470,000,000	0
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

INE0OV601013

(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	30/09/2022		
Date of registration of transfer (Date Month Year)	14/11/2022		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	249,500	Amount per Share/ Debenture/Unit (in Rs.)	0

Ledger Folio of Transferor		05	
Transferor's Name	Kali		Raj
	Surname	middle name	first name
Ledger Folio of Transferee		02	
Transferee's Name	Singh		Ramveer
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/10/2022
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1,250	
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Ledger Folio of Transferor		02	
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Transferor's Name	Singh		Ramveer
	Surname	middle name	first name

Ledger Folio of Transferee		09	
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Transferee's Name	Tomar		Nirmala
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/10/2022
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		1,250		
Ledger Folio of Transferor		02		
Transferor's Name	Singh		Ramveer	
	Surname	middle name	first name	
Ledger Folio of Transferee		06		
Transferee's Name	Tomar		Kritika	
	Surname	middle name	first name	
Date of registration of transfer (Date Month Year)		10/10/2022		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred		1,250	Amount per Share/ Debenture/Unit (in Rs.)	0
Ledger Folio of Transferor		02		
Transferor's Name	Singh		Ramveer	
	Surname	middle name	first name	
Ledger Folio of Transferee		07		
Transferee's Name	Parihar	Tomar	Sakshi	
	Surname	middle name	first name	
Date of registration of transfer (Date Month Year)		10/10/2022		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock		

Number of Shares/ Debentures/ Units Transferred	1,250	Amount per Share/ Debenture/Unit (in Rs.)	0
Ledger Folio of Transferor	02		
Transferor's Name	Singh		Ramveer
	Surname	middle name	first name
Ledger Folio of Transferee	08		
Transferee's Name	Parihar		Gajendra
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
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

4,842,480,473.21

(ii) Net worth of the Company

4,797,931,642.25

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	46,000,000	97.87	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)	1,000,000	2.13	0	
10.	Others	0	0	0	
	Total	47,000,000	100	0	0

Total number of shareholders (promoters)

7

(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	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

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

7

**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	3	7
Members (other than promoters)	1	0
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	3	0	97.84	0
B. Non-Promoter	1	0	5	0	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	0	4	0	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	4	0	8	0	97.84	0

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

9

(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)
RAMVEER SINGH	02260129	Director	45,970,000	
ASHISH TOMAR	03170943	Managing Director	10,000	
KRIKA TOMAR	09777840	Whole-time director	5,000	
NEERAJ SRIVASTAVA	05309378	Director	0	14/11/2023
MUKESH GARG	08936325	Director	0	
ACHAL KAPOOR	09150394	Director	0	
CHETNA	08981045	Director	0	
SWATI JAIN	09436199	Director	0	
GAJENDRA PARIHAR	BDFPP5287B	CFO	5,000	

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

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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)
Vaibhav Bhatia	DAQPB2946K	Company Secretar	01/04/2022	Cessation
Achal Kapoor	09150394	Director	31/12/2022	Regularization
Satish Kumar	03175678	Director	10/10/2022	Cessation
Mrs. Kritika Tomar	09777840	Additional director	17/10/2022	Appointment
Ashish Tomar	03170943	Managing Director	23/12/2022	Change in designation
Mrs. Kritika Tomar	09777840	Whole-time directo	23/12/2022	Change in designation
Achal Kapoor	09150394	Additional director	23/12/2022	Appointment as Additional Independent
Mrs. Chetna	08981045	Additional director	23/12/2022	Appointment as Additional Independent
Ms. Swati Jain	09436199	Additional director	23/12/2022	Appointment as Additional Independent
Mukesh Garg	08936325	Additional director	23/12/2022	Appointment as Additional Independent
Gajendra Parihar	BDFPP5287B	CFO	23/12/2022	Appointment as CFO
Mrs. Kritika Tomar	09777840	Director	31/12/2022	Regularization
Achal Kapoor	09150394	Director	01/01/2023	Cessation
Mrs. Chetna	08981045	Director	01/01/2023	Cessation
Ms. Swati Jain	09436199	Director	01/01/2023	Cessation
Mukesh Garg	08936325	Director	01/01/2023	Cessation
Achal Kapoor	09150394	Additional director	10/03/2023	Appointment as Additional Independent
Mrs. Chetna	08981045	Additional director	10/03/2023	Appointment as Additional Independent
Ms. Swati Jain	09436199	Additional director	10/03/2023	Appointment as Additional Independent
Mukesh Garg	08936325	Additional director	10/03/2023	Appointment as Additional Independent

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
Annual General Meeting	30/09/2022	4	4	100

B. BOARD MEETINGS

*Number of meetings held

83

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2022	4	4	100
2	04/04/2022	4	4	100
3	08/04/2022	4	4	100
4	15/04/2022	4	4	100
5	16/04/2022	4	4	100
6	22/04/2022	4	4	100
7	29/04/2022	4	4	100
8	04/05/2022	4	4	100
9	06/05/2022	4	4	100
10	16/05/2022	4	4	100
11	27/05/2022	4	4	100
12	02/06/2022	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

7

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	30/03/2023	3	3	100
2	Nomination & I	30/03/2023	3	3	100
3	Stakeholders F	30/03/2023	3	3	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
4	CSR Committee	23/03/2023	3	3	100
5	CSR Committee	30/03/2023	3	3	100
6	IPO Committee	28/03/2023	3	3	100
7	Risk Management	30/03/2023	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	
								30/09/2023
1	RAMVEER SINGH	83	83	100	1	1	100	Yes
2	ASHISH TOMAR	83	83	100	4	4	100	Yes
3	KRITIKA TOMAR	36	36	100	4	4	100	Yes
4	NEERAJ SRIVASTAVA	83	83	100	2	2	100	Yes
5	MUKESH GAJWANI	8	8	100	2	2	100	Yes
6	ACHAL KAPOOR	8	8	100	4	4	100	Yes
7	CHETNA	8	8	100	1	1	100	Yes
8	SWATI JAIN	8	8	100	3	3	100	Yes

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	Ashish Tomar	Managing Director	52,000,000	0	0	0	52,000,000
2	Mrs. Kritika Tomar	Whole Time Director	4,200,000	0	0	0	4,200,000
	Total		56,200,000	0	0	0	56,200,000

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	Gajendra Parihar	CFO	800,000	0	0	0	800,000
2	Anup Kumar Pande	Company Secre	105,000	0	0	0	105,000
	Total		905,000	0	0	0	905,000

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ramveer Singh	Director cum Ch	52,000,000	0	0	0	52,000,000
	Total		52,000,000	0	0	0	52,000,000

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

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

Aashish Kumar Mishra

Whether associate or fellow

Associate Fellow

Certificate of practice number

19333

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:

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

RAMVEE R SINGH
Digitally signed by
RAMVEER SINGH
Date: 2023.11.28
23:19:53 +05'30'

DIN of the director

02260129

To be digitally signed by

AASHISH KUMAR MISHRA
Digitally signed by
AASHISH KUMAR MISHRA
Date: 2023.11.28
23:19:53 +05'30'

Company Secretary

Company secretary in practice

Membership number

42609

Certificate of practice number

19333

Attachments

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

Attach
Attach
Attach
Attach

List of attachments

LOS.pdf Particulars of change in directors and KMP MEETING OF BOARD OF DIRECTORS.p MGT - 8 EMS LIMITED 2023 Final.pdf EMS LIMITED_CLARIFICATION LETTER
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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

CLARIFICATION LETTER

To,

Date: 28.11.2023

Registrar of Companies, Delhi
4th Floor, IFCI Tower, 61,
IFCI Tower, 61, Nehru Place,
New Delhi – 110019

Sub: CLARIFICATION LETTER REGARDING THE PARTICULARS OF THE COMPANY SECRETARY OF THE COMPANY ASSOCIATED DURING FY 2022-23, SHRI ANUP KUMAR PANDEY (PAN – BROPP7407C)

Dear Sir/Ma'am,

This is to mention here that the details of the directors & key managerial personnel of the company as on the closure of the financial year end date, i.e as on 31.03.2023, are as under:-

Name	DIN/PAN	Designation	No of Equity Shares	Date of cessation (after closure of financial year)
RAMVEER SINGH	02260129	Director	45,970,000	--
ASHISH TOMAR	03170943	Managing Director	10,000	--
KRIKA TOMAR	09777840	Whole-time director	5,000	--
NEERAJ SRIVASTAVA	05309378	Director	0	14/11/2023
MUKESH GARG	08936325	Director	0	--
ACHAL KAPOOR	09150394	Director	0	--
CHETNA	08981045	Director	0	--
SWATI JAIN	09436199	Director	0	--
GAJENDRA PARIHAR	BDFPP5287B	CFO	5000	--
ANUP KUMAR PANDEY	BROPP7407C	COMPANY SECRETARY	0	05/07/2023

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However at the time of doing pre-scrutiny of MGT – 7 form for FY 2022-23, it is showing the error that Anup Kumar Dubey is not associated with the company as on the closure of the financial year as well as during this financial year, which is not correct as he was appointed in the company as company secretary on 01.08.2022 & resign from the company w.e.f 05.07.2023 so he was associated with company as company secretary during FY 2022-23 as well as on the closure of FY 2022-23.

Due to this pre-scrutiny error we are unable to mention his name under the details of the directors & key managerial personnel of the company as on the closure of the financial year end date in form MGT 7 of the company (Screen shot of the error is also enclosed herewith for your kind reference).

It is hereby requested you to kindly approve the e-form MGT-7.

For EMS LIMITED

**RAMVEER SINGH
DIRECTOR
DIN: 02260129**

Attach

Remove attachment

Modify

mit

This eForm has been t
e basis of statement

mode and on

Acrobat Reader



PAN BROPP7407C entered in the field 'Details of director(s), Key managerial personnel(s) during the year' was not associated with the company under selected designation during the year.

PAN BROPP7407C entered in the field 'Details of director(s), Key managerial personnel(s) as on the closure of financial year' is not associated with the company under selected designation as on the financial year end date.

OK

LIST OF SHAREHOLDERS AS ON 31.03.2023

S.No.	Name of Shareholders	Type of Shares	No of Shares	Amount of Shares(@Rs. 10/-)
1	Shri Ramveer Singh	Equity	45970000	459700000.00
2	Mr. Ashish Tomar	Equity	10000	100000.00
3	Summit Constructions Private Limited	Equity	1000000	10000000.00
4	Mrs. Kritika Tomar	Equity	5000	50000.00
5	Mrs. Sakshi Tomar	Equity	5000	50000.00
6	Mr. Gajendar Parihar	Equity	5000	50000.00
7	Smt Nirmala Tomar	Equity	5000	50000.00
	Total		47000000	470000000.00

FOR EMS LIMITED
(Formerly known as EMS Infracon Private Limited)

Date: 27/07/2023
Place: Delhi


RAMVEER SINGH
CHAIRMAN & DIRECTOR
(DIN: 02260129)

Add: 14/120, Raj Nagar, Ghaziabad
Uttar Pradesh- 201002

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1. MEETING OF BOARD OF DIRECTORS:

During the year, the Board Meetings were convened as per below table and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

S. No.	DATE OF BOARD MEETING	NUMBER OF DIRECTOR ATTENDED THE MEETING
1.	01-04-2022	4
2.	04-04-2022	4
3.	08-04-2022	4
4.	15-04-2022	4
5.	16-04-2022	4
6.	22-04-2022	4
7.	29-04-2022	4
8.	04-05-2022	4
9.	06-05-2022	4
10.	16-05-2022	4
11.	27-05-2022	4
12.	02-06-2022	4
13.	06-06-2022	4
14.	27-06-2022	4
15.	29-06-2022	4
16.	15-07-2022	4
17.	18-07-2022	4
18.	21-07-2022	4
19.	27-07-2022	4
20.	28-07-2022	4
21.	30-07-2022	4
22.	01-08-2022	4
23.	08-08-2022	4
24.	10-08-2022	4
25.	20-08-2022	4

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26.	22-08-2022	4
27.	24-08-2022	4
28.	31-08-2022	4
29.	01-09-2022	4
30.	03-09-2022	4
31.	12-09-2022	4
32.	14-09-2022	4
33.	16-09-2022	4
34.	16-09-2022	4
35.	17-09-2022	4
36.	18-09-2022	4
37.	19-09-2022	4
38.	20-09-2022	4
39.	22-09-2022	4
40.	24-09-2022	4
41.	27-09-2022	4
42.	29-09-2022	4
43.	03-10-2022	4
44.	08-10-2022	4
45.	10-10-2022	4
46.	15-10-2022	3
47.	17-10-2022	3
48.	18-10-2022	4
49.	25-10-2022	4
50.	26-10-2022	4
51.	28-10-2022	4
52.	29-10-2022	4
53.	30-10-2022	4
54.	01-11-2022	4
55.	02-11-2022	4
56.	22-11-2022	4
57.	30.11.2022	4
58.	01-12-2022	4
59.	07-12-2022	4
60.	13-12-2022	4

61.	15-12-2022	4
62.	17-12-2022	4
63.	23-12-2022	4
64.	28-12-2022	8
65.	30-12-2022	8
66.	02-01-2023	8
67.	06-01-2023	4
68.	10-01-2023	4
69.	12-01-2023	4
70.	14-01-2023	4
71.	16-01-2023	4
72.	18-01-2023	4
73.	20-01-2023	4
74.	21-01-2023	4
75.	28-01-2023	4
76.	24-02-2023	4
77.	04-03-2023	4
78.	10-03-2023	4
79.	14-03-2023	8
80.	18-03-2023	8
81.	23-03-2023	8
82.	23-03-2023	8
83.	28-03-2023	8

Date: 27.07.2023

Place: Delhi

By Order of the Board of Director

For EMS Limited

(Formerly known as EMS Infracon Pvt. Ltd.)



Ashish Tomar
ASHISH TOMAR
 Managing Director
 DIN: 03170943
 R-14/120, Raj Nagar,
 Ghaziabad-201002



FORM NO. MGT-8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **M/S EMS LIMITED (Formerly known as EMS Infracon Private Limited) (CIN NO.:U45205DL2010PLC211609)** as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made there under for the financial year ended on March 31st, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. The annual return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the company has complied with provisions of the Act & Rules made there under in respect of:-

1. Its status under the Act; the Company is a Public Limited Company, Limited by shares.
2. Maintenance of registers / records & making entries therein within the time prescribed therefore.

As per the information and explanation given to me, the Company has properly maintained the required Statutory Registers/records in compliance with the provisions of the Companies Act, 2023.

3. As per the information provided to us, the company has filed applicable forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities as prescribe under the Act and rules made there under;

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;

As per the information and explanation given to me, the Company has called, convened and held meetings of Board of Directors and the meeting of the Members of the Company within due dates, as stated in the Annual Return and in respect of which, proper notices were given and the proceedings 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, applicable as the company is a public limited company.

The Company was required to close its Register of Members during the financial year 2022-2023. The Company has complied with the provision of the Companies Act, 2023.

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

During the Financial year 2022-23 and as per the information and explanation given to me, the relevant disclosures of any transactions related to providing of any fresh advances/loans to its directors and/or persons or firms or Companies referred in Section 185 of the Act have been disclosed in the financial statements for the year ended 31st March, 2023.

7. Contracts / arrangements with related parties as specified in sub-section (1) of Section 188 of the Act,

As per information and explanation given to me, all contracts/arrangements/transactions entered by the Company with Related Parties pursuant to section 188(1) of the Act were on arm's length basis and in the ordinary course of business and does not have any conflict with extent of the Company at large.

Further, the relevant disclosures of transactions entered with related parties during the year have been disclosed in the financial statements for the year ended 31st March, 2023.

8. Issue or Allotment or transfer or transmission or buyback 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.

During the year, the Company has issued 35,250,000 equity share as bonus share and dematerialize 11,750,000 equity shares during the year and abolished the physical shares certificate and also the company has some transfer during the year, list attached. (Annexure-A)

Further, there were no buy back of securities (except the above mentioned) or redemption of preference share(s) or debenture(s)/ alteration or reduction of share capital/ conversion of shares/ securities or transmission of securities and issue of security certificates (except the above mentioned transfers in all instances during the financial year 2022-2023)

9. There were no transaction necessitating the company to keep 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 was not required to be made as company has not declared any dividend during this financial year and no dividend was required to transfer to the Investor Education and Protection Fund in accordance with section 125 of the Act.

11. Signing of audited financial statement is as per the provisions of section 134 of the act and report of directors is as per sub-section (3), (4) and (5) thereof;

The Audited Financial statements for the financial year 2022-2023 and Board Report have been duly signed as per the requirements of Section 134 of the Companies Act 2013.

Further the Board Report for the financial year 2022-2023 contains all the details required under sub-section (3) of the Companies Act, 2013.

12. Constitution/ Appointment/ Reappointments/ retirement/ filling up casual vacancies/ disclosures of the directors, key managerial personnel and the remuneration paid to them.

The composition of board, Key Managerial Personnel and change(s) in constitution of board/ Key Managerial Personnel during the financial year ended 2022-2023 are provided in (Annexure-B) to this Certificate.

Further, the Company has paid remuneration to the Directors / Key managerial personnel of the Company as per the provisions of the Companies Act, 2013. The details of remuneration paid to the Director(s)/Key managerial personnel are provided in the financial statements for the year ended March 31ST, 2023.

13. The Company has re-appointed of **M/s Rishi Kapoor and Company**, Chartered Accountants (FRN. 006615C) and Fixed their Remuneration.

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.

As per information and explanation provided, the Company has obtained all necessary approvals required to be taken from Registrar of Companies, under the various provisions of the Act. However, as per the information given and explanation provided, the Company was not required to obtain any approvals from Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act.

15. The Company has not invited Acceptance / Renewal / Repayment of deposits pursuant to section 73 as per the Companies Act 2013 during the Financial Year 2022-23.

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 Financial year 2022-23 and as per the information and explanation given to me, the relevant disclosures of any transactions related to borrowing of any money from its directors, members, banks/financial institutions (if any) have been disclosed in the financial statements for the year ended 31st March, 2023.

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;

In our opinion and according to information and explanations given to me, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.

18. The Company has altered the provisions of the memorandum and / or articles of association of the company during the financial year 2022-2023, details of which are as under:-

- Company has changed its name from EMS Infracon Private Limited to EMS Private Limited, as approved in its EGM held on 30th September, 2022 & accordingly its MOA & AOA was modified.
- Company has converted from Private Limited to Public Limited, as approved in its EGM held on 27th October 2022 & after this conversion the name of the company was EMS Limited, so this has also resulted in alteration of MOA & AOA & accordingly the company has also adopted new set of MOA & AOA in its this EGM.
- The company has also adopted new set of Articles table F as per the Companies Act 2013 in its EGM held on 16th December 2022.

- The Authorized Share Capital of the company has also been increased two times during FY 2022-23, i.e from Rs 15,00,00,000.00 (Fifteen Crores) to Rs 20,00,00,000.00 (Twenty Crores) as approved in its EGM held on 31st December 2022 & from Rs 20,00,00,000.00 (Twenty Crores) to Rs 60,00,00,000.00 (Sixty Crores) as approved in its EGM held on 15th March 2023.

19. The Annual Return states the facts as at the close of financial year ended 31st March, 2023, correctly and adequately.

For AK Mishra & Associates



Date: 28.11.2023

Place: Delhi

Aashish Kumar Mishra

C.P. No. : 19333

Membership No. : A42609

UDIN: A042609E002628711

Peer Review Certificate No. 4767/2023

Annexure-A

Composition of board/key managerial personnel during the year ended 31st march 2023, are as under:

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)
Vaibhav Bhatia	DAQPB2946K	Company Secretary	01.04.2022	Cessation
Anup Kumar Pandey	BROPP7407C	Company Secretary	01.08.2022	Appointment
Satish Kumar	03175678	Director	10.10.2022	Cessation
Mrs. Kritika Tomar	09777840	Additional Director	17.10.2022	Appointment
Ashish Tomar	03170943	Managing Director	23.12.2022	Change in designation
Mrs. Kritika Tomar	09777840	Whole Time Director	23.12.2022	Change in designation
Ramveer Singh	02260129	Chairman	23.12.2022	Change in designation
Achal Kapoor	09150394	Additional Director	23.12.2022	Appointment as Additional Independent Non-Executive Director
Mrs. Chetna	08981045	Additional Director	23.12.2022	Appointment as Additional Independent Non-Executive Director
Ms. Swati Jain	09436199	Additional Director	23.12.2022	Appointment as Additional Independent Non-Executive Director
Mukesh Garg	08936325	Additional Director	23.12.2022	Appointment as Additional Independent Non-Executive Director
Gajendra Parihar	BDFPP5287B	CFO	23.12.2022	Appointment as CFO
Mrs. Kritika Tomar	09777840	Director	31.12.2022	Regularization
Achal Kapoor	09150394	Director	31.12.2022	Regularization

Mrs. Chetna	08981045	Director	31.12.2022	Regularization
Ms. Swati Jain	09436199	Director	31.12.2022	Regularization
Mukesh Garg	08936325	Director	31.12.2022	Regularization
Achal Kapoor	09150394	Director	01.01.2023	Cessation
Mrs. Chetna	08981045	Director	01.01.2023	Cessation
Ms. Swati Jain	09436199	Director	01.01.2023	Cessation
Mukesh Garg	08936325	Director	01.01.2023	Cessation
Achal Kapoor	09150394	Additional Director	10.03.2023	Appointment as Additional Independent Non-Executive Director
Mrs. Chetna	08981045	Additional Director	10.03.2023	Appointment as Additional Independent Non-Executive Director
Ms. Swati Jain	09436199	Additional Director	10.03.2023	Appointment as Additional Independent Non-Executive Director
Mukesh Garg	08936325	Additional Director	10.03.2023	Appointment as Additional Independent Non-Executive Director
Achal Kapoor	09150394	Director	10.03.2023	Regularization
Mrs. Chetna	08981045	Director	10.03.2023	Regularization
Ms. Swati Jain	09436199	Director	10.03.2023	Regularization
Mukesh Garg	08936325	Director	10.03.2023	Regularization



Annexure-B

Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name	Date of registration of transfer	Number of Shares	Type of shares
02	Ramveer Singh	08	Gajendra Parihar	10/10/2022	1250	Equity
02	Ramveer Singh	06	Kritika Tomar	10/10/2022	1250	Equity
02	Ramveer Singh	07	Sakshi Tomar Parihar	10/10/2022	1250	Equity
02	Ramveer Singh	09	Nirmala Tomar	10/10/2022	1250	Equity
05	Raj Kali	02	Ramveer Singh	14/11/2022	249,500	Equity



THE CERTIFICATE (MGT-8) TO BE READ ALONG WITH THIS LETTER OF VERIFICATION

LETTER OF VERIFICATION

- Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on such examination.
- We have followed the audit practices and process appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. This verification was done on test basis which ensure that correct facts are reflected in the secretarial records, we believe that the processes and practices we followed, provide a reasonable basis of our opinion.
- We have not certified the correctness and appropriateness of the financial records and books of the accounts of the company.
- Whenever required, we have obtained the Management representation about the compliance of the laws, rules, regulations and happening of the events etc.
- The compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of the management our examination was limited to the verification of procedures on test basis.
- The Form MGT-8 is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For AK Mishra & Associates



Date: 28.11.2023
Place: Delhi

Aashish Kumar Mishra
C.P. No. : 19333
Membership No. : A42609
UDIN: A042609E002628711
Peer Review Certificate No. 4767/2023

EMS LIMITED (Formerly known as EMS Infracore Pvt Ltd

CIN - U45205DL2010PLC211609

Details required for MGT - 7

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

VIII.

B (ii)

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)
Vaibhav Bhatia	DAQPB2946K	Company Secretary	01.04.2022	Cessation
Anup Kumar Pandey	BROPP7407C	Company Secretary	01.08.2022	Appointment
Satish Kumar	03175678	Director	10.10.2022	Cessation
Mrs. Kritika Tomar	09777840	Additional Director	17.10.2022	Appointment
Ashish Tomar	03170943	Managing Director	23.12.2022	Change in designation
Mrs. Kritika Tomar	09777840	Whole Time Director	23.12.2022	Change in designation
Ramveer Singh	02260129	Chairman	23.12.2022	Change in designation
Achal Kapoor	09150394	Additional Director	23.12.2022	Appointment as Additional Independent Non Executive Director
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Ms. Swati Jain	09436199	Additional Director	23.12.2022	Appointment as Additional Independent Non Executive Director
Mukesh Garg	08936325	Additional Director	23.12.2022	Appointment as Additional Independent Non Executive Director
Gajendra Parihar	BDFPP5287B	CFO	23.12.2022	Appointment as CFO
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Achal Kapoor	09150394	Director	31.12.2022	Regularization
Mrs. Chetna	08981045	Director	31.12.2022	Regularization
Ms. Swati Jain	09436199	Director	31.12.2022	Regularization
Mukesh Garg	08936325	Director	31.12.2022	Regularization
Achal Kapoor	09150394	Director	01.01.2023	Cessation
Mrs. Chetna	08981045	Director	01.01.2023	Cessation
Ms. Swati Jain	09436199	Director	01.01.2023	Cessation
Mukesh Garg	08936325	Director	01.01.2023	Cessation
Achal Kapoor	09150394	Additional Director	10.03.2023	Appointment as Additional Independent Non Executive Director
Mrs. Chetna	08981045	Additional Director	10.03.2023	Appointment as Additional Independent Non Executive Director
Ms. Swati Jain	09436199	Additional Director	10.03.2023	Appointment as Additional Independent Non Executive Director
Mukesh Garg	08936325	Additional Director	10.03.2023	Appointment as Additional Independent Non Executive Director
Achal Kapoor	09150394	Director	10.03.2023	Regularization
Mrs. Chetna	08981045	Director	10.03.2023	Regularization
Ms. Swati Jain	09436199	Director	10.03.2023	Regularization
Mukesh Garg	08936325	Director	10.03.2023	Regularization



[Handwritten Signature]