

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

U74999TN2010PTC076466

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCF5569M

(ii) (a) Name of the company

TREMCO CPG (INDIA) PRIVATE

(b) Registered office address

Ganesh Towers, Door No B1, First Floor
First Avenue, Ashok Nagar
Chennai
Chennai
Tamil Nadu
600002

(c) * e-mail ID of the company

SA*****IA.COM

(d) * Telephone number with STD code

04*****00

(e) Website

www.tremcocpg-india.in

(iii) Date of Incorporation

06/07/2010

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) * Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 27/09/2024

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

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

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	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	55.44
2	F	Construction	F3	Demolition & site preparation, Electrical, plumbing & other Specialized construction	44.24

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

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

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Flowcrete International Limited		Holding	99.99

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	34,250,000	22,329	22,329	22,329
Total amount of equity shares (in Rupees)	342,500,000	223,290	223,290	223,290

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares of INR 10 each				

Number of equity shares	34,250,000	22,329	22,329	22,329
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	342,500,000	223,290	223,290	223,290

(b) Preference share capital

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

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	22,329	0	22329	223,290	223,290	
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 None				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 None				0	0	
At the end of the year	22,329	0	22329	223,290	223,290	

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 None				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 None				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

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

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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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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(iv) *Debentures (Outstanding as at the end of financial year)

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

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,892,200,000

(ii) Net worth of the Company

1,710,623,000

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	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)	22,329	100	0	
10.	Others None	0	0	0	
	Total	22,329	100	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	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 None	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

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

2

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	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	0	0	0	0	0	0
B. Non-Promoter	2	0	0	3	0	0
(i) Non-Independent	2	0	0	3	0	0
(ii) Independent	0	0	0	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	2	0	0	3	0	0

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

3

(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)
SANDEEP SARDA	00677670	Director	0	
WARREN LEE ROBEF	08325723	Director	0	
GRANT DOUGLAS BO	08307686	Director	0	

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

8

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)
WARREN LEE ROB	08325723	Additional director	19/06/2023	Appointment
GRANT DOUGLAS	08307686	Additional director	19/06/2023	Appointment
MARGASAHAYAM V	03097671	Managing Director	06/08/2023	Cessation
SANDEEP SARDA	00677670	Additional director	25/08/2023	Appointment
WARREN LEE ROB	08325723	Director	30/09/2023	Change in designation
GRANT DOUGLAS	08307686	Director	30/09/2023	Change in designation
SANDEEP SARDA	00677670	Director	30/09/2023	Change in designation
SHARDUL SUDHIR	08416467	Director	16/10/2023	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
Annual General Meeting	30/09/2023	2	2	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	2	2	100
2	19/06/2023	2	2	100
3	30/09/2023	4	3	75
4	29/11/2023	3	3	100
5	16/02/2024	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

0

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					

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	27/09/2024
								(Y/N/NA)
1	SANDEEP SA	3	3	100	0	0	0	Yes
2	WARREN LEE	3	2	66.67	0	0	0	Yes
3	GRANT DOU	3	3	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	MARGA SAHAYAM	Managing Direct	13,503,745	0	0	0	13,503,745
	Total		13,503,745	0	0	0	13,503,745

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

0

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

Number of other directors whose remuneration details to be entered

0

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

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

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

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ANUP ASHOK MALASHETTI

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

20007

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.

(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 the 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 a 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.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

13

dated

26/09/2024

(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

SANDEE
P SARDIA
Digitally signed by
SANDEEP SARDIA
Date: 2024.11.25
18:31:56 +05'30'

DIN of the director

0*6*7*7*

To be digitally signed by

ANUP ASHOK
MALASHETTI
Digitally signed by
ANUP ASHOK
MALASHETTI
Date: 2024.11.25
18:45:11 +05'30'

☐ Company Secretary

☒ Company secretary in practice

Membership number

5*5*0

Certificate of practice number

2*0*7

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**

Tremco CPG - Form MGT 8 - Annual Retu
Tremco CPG - List of Shareholders - FY 24
Tremco CPG - Designated person - FY 24.
Tremco CPG - Form MGT 7 - UDIN - FY 24

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

DESIGNATED PERSONS OF TREMCO CPG (INDIA) PRIVATE LIMITED
AS ON MARCH 31, 2024, UNDER SECTION 89 OF THE COMPANIES ACT, 2013
(Pursuant to rule 9 (7) of the Companies (Management and Administration) Rules, 2014)

Pursuant to amendment to Rule 9 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), vide Companies (Management and Administration) Second Amendment Rules, 2014 dated October 27, 2023, wherein sub-rule 4 to 8 were inserted in Rule 9 that requires every company to designate a person who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the company under section 89 of the Companies Act, 2013.

In relation to this, please note that Tremco CPG (India) Private Limited ('Tremco CPG/ Company') has disclosed the following personnel as designated person in the annual return filed in the e-form MGT 7 during the financial year 2023 - 24 and subsequently the same was considered and ratified by the Board of Directors in their meeting held on November 29, 2023

No.	Name of the Designated person	DIN	Designation
1.	Mr. Sandeep Sarda	00677670	Director
2.	Mr. Warren Lee Roberts	08325723	Director
3.	Mr. Grant Douglas Boonzaier	08307686	Director

Further, it is hereby confirmed that there were no changes in the above constitution as on March 31, 2024. However, pursuant to rule 9 (7) of the above-mentioned rules, every Company needs to disclose the details of the designated person in annual return viz. e-Form MGT 7 and considering there is no designated section for disclosing the said details in e-Form MGT 7, we are providing this letter as an attachment and thereby complying with the applicable rules of the Companies Act, 2013

We kindly request your good office to consider this disclosure and take this into your records.

For Tremco CPG (India) Private Limited



Sandeep Sarda

Director | DIN: 00677670

Address: D-1903, Raheja Vistas, Raheja Vihar, Chandivali Farm Road,
Near Chandivali Studio, Andheri, Mumbai, 400072, Maharashtra

Place: Mumbai

Date: November 25, 2024

Membership Number	A51530
UDIN Number	A051530F00260162
Name of the Company	TREMCO CPG (INDIA) PRIVATE LIMITED
CIN	U74999TN2010PTC076466
Financial Year	2024 - 2025
Document type	Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013
Document description	Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013
Date of signing document	25/11/2024

FORM NO. MGT 8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I/~~We~~ have examined the registers, records and books and papers of **Tremco CPG (India) Private Limited ("the Company")** as required to be maintained under the Companies Act, 2013 ("~~the~~ Act") and the rules made thereunder for the **Financial Year ("FY") ended on 31 March 2024**. In my/~~our~~ opinion and to the best of my/~~our~~ 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 ended 31 March 2024, correctly and adequately.
1. Taking on record, the disclosures from the Directors under the provisions of the Act read with all the applicable rules and maintaining all other applicable statutory registers and records is the responsibility of the management of the Company;
 2. We have not verified the correctness and appropriateness of financial records and the books of accounts of the Company. For the financial records, we have relied on the audited financials which has been duly approved by the Board and signed by the Statutory Auditor and adopted by the members of the Company;
 3. Serial No. XI at e-form MGT 7 - Matters related to certification of compliances and disclosures. The annual return in the e-form MGT 7 is signed by me is based on the test checks carried out by me about the compliances and disclosures and based on the details and explanations obtained from the Company;
 4. With respect to serial number XII of the e-form MGT 7 pertaining to details of penalty and punishment imposed on Company/ Directors/ Officers and details of compounding of offences we have relied on the records of the Company and representations of the Company and its officers.
- 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 Private Limited Company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number U74999TN2010PTC076466 as on date of this report.
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
The Company has maintained all the registers /records as prescribed under the Act and rules made thereunder and all entries therein have been duly recorded within the time prescribed.
 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 were within/beyond the prescribed time and a list of forms filed are provided below:

No.	Filing date & SRN	Event date	Forms filed and particulars of filing
1.	30 April 2023 SRN: F61070827 SRN: F61072088	31 March 2023	Form MSME I Reporting of delayed payment to MSMEs beyond the prescribed time period for the period from October 2022 to March 2023
2.	29 June 2023 SRN: AA3217832	31 March 2023	Form DPT 3 Reporting of particulars of transactions and outstanding amount with Company not treated as deposit for the FY ended 31 March 2023
3.	21 July 2023 SRN: AA3367142 (Delayed filing)	19 June 2023	Form DIR 12 Reporting of appointment of Mr. Warren Lee Roberts (DIN: 08325723) and Mr. Grant Douglas Boonzaier (DIN: 08307686) as an Additional Directors on the Board of the Company w.e.f. 19 June 2023.
4.	04 September 2023 SRN: AA4511852	06 August 2023	Form DIR 12 Reporting of cessation of Mr. Margasahayam Vivekanandan (DIN: 03097671) as a Director of the Company w.e.f. 06 August 2023.
5.	23 September 2023 SRN: AA5001557	25 August 2023	Form DIR 12 Reporting of appointment of Mr. Sandeep Sarda (DIN: 00677670) as an Additional Director on the Board of the Company w.e.f. 25 August 2023.
6.	28 October 2023 SRN: F74391111	30 September 2023	Form AOC 4 XBRL Filing of audited financial statements for the FY ended 31 March 2023 and reports of auditors and Board of Directors for the said period in XBRL format
7.	29 October 2023 SRN: AA6007942	30 September 2023	Form MGT 14 Reporting of the resolutions passed by the shareholders at their Annual General Meeting held through video conference/ audio-visual means for the FY 2022 - 2023.
8.	31 October 2023 SRN: F76787746	30 September 2023	Form MSME I Reporting of delayed payment to MSMEs beyond the prescribed time period for the period from April 2023 to September 2023
9.	17 November 2023 SRN: AA6123526 (Delayed filing)	16 October 2023	Form DIR 12 Reporting of cessation of Mr. Shardul Sudhir Kamalapurkar (DIN: 08416467) as a Director of the Company w.e.f. 16 October 2023
10.	28 November 2023 SRN: F85389922	30 September 2023	Form MGT 7 Filing of annual return for the FY ended 31 March 2023 with certificate of annual return issued by B K N N & Associates, Practicing Company Secretary

11.	29 November 2023 SRN: AA6257227 (Delayed filing)	30 September 2023	Form DIR 12 Reporting of re-appointment of Mr. Sandeep Sarda (DIN: 00677670) as a Director at the Annual General Meeting of the Company.
12.	01 December 2023 SRN: AA6270305 (Delayed filing)	30 September 2023	Form DIR 12 Reporting of re-appointment of Mr. Warren Lee Roberts (DIN: 08325723) and Mr. Grant Douglas Boonzaier (DIN: 08307686) as Directors at the Annual General Meeting of the Company.
13.	27 March 2024 SRN: F93892339	30 September 2023	Web form CSR 2 Filing of report on CSR projects undertaken during the FY 2022 – 2023 and the details of CSR expenditure made towards such projects.

4. Calling/ convening/ holding meetings of the Board of Directors ~~and its committees~~, 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, ~~if any, 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 dates of the Board meeting, ~~Corporate Social Responsibility Committee ('CSR') meeting~~, Shareholder's meeting and circular resolution passed for the reporting period are provided below:

No.	Type of meeting / circular resolution	Date of meeting / circular resolution
1.	Board Meeting	25 May 2023
2.	Board Meeting	19 June 2023
3.	BoD Circular Resolution	28 August 2023
4.	BoD Circular Resolution	21 September 2023
5.	Board Meeting	30 September 2023
6.	Annual General Meeting	30 September 2023
7.	BoD Circular Resolution	08 November 2023
8.	Board Meeting	29 November 2023
9.	Board Meeting	16 February 2024

5. The Company has not closed its Register of Members / Security holders, as the case may be, during the FY under review;
6. As per the information and explanation given to me, the Company has not given any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act, during the FY under review;
7. As per the information and explanation given to me, the Company has entered into related party transactions during the FY under review at arm's length price and during ordinary course of business and hence was not required to comply with section 188 of the Act;

8. As per the information and explanation given to me, the Company has approved and issued duplicate share certificates to the below mentioned shareholders under new name of the Company i.e., Tremco CPG (India) Private Limited at the Board meeting held on 25 May 2023 in following manner:

No.	Name of the Shareholder	Folio No.	Original Certificate No.	Revised Certificate No.	No. of shares	Distinctive Nos.
1.	Flowcrete International Limited	001	001	005	9,999	0000001 to 0009999
2.	Flowcrete Group Limited	002	002	006	001	0010000 to 0010000
3.	Flowcrete International Limited	001	003	007	4,272	0010001 to 0014272

Further, the Company has not issued, allotted, transferred, transmitted or bought back any securities nor it has redeemed or converted any debentures or preference issued, if any, or altered or reduced its share capital during the FY under review;

9. As per the information and explanation given to me, there were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares, during the FY under review;
10. As per the information and explanation given to me, the Company has not declared/ paid any dividend; nor was needed to transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act, during the FY under review;
11. As per the information and explanation given to me, the Company has complied with provisions of the Act & rules made thereunder in respect of signing of audited financial statement, Boards report and annexures thereto, as per the provisions of section 134 of the Act including sub-sections (3), (4) and (5) of the said section, during the FY under review;
12. As per the information and explanation given to me, the constitution, appointment/ re-appointments/~~retirement/ filling up casual vacancies~~/ disclosures of the Directors, ~~Key Managerial Personnel~~ and the remuneration paid to them are in compliance of the provisions of the Act. The composition of the Board of Directors as on close of the reporting FY under review is tabulated below:

No.	Name of the Directors	DIN	Designation
1.	Mr. Sandeep Sarda	00677670	Director
2.	Mr. Warren Lee Roberts	08325723	Director
3.	Mr. Grant Douglas Boonzaier	08307686	Director

13. As per the information and explanation given to me, the appointment/~~re-appointment/filling up casual vacancies~~ of auditors is as per the provisions of section 139 of the Act for the FY under review;

14. As per the information and explanation given to me, the Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court, or such other authorities under the various provisions of the Act during the FY under review except for the forms filed with the Registrar, Regional Director and Tribunal as mentioned under point B (3);
15. As per the information and explanation given to me, the Company has not accepted/ renewed/ repaid deposits during the FY under review;
16. As per the information and explanation given to me, during the FY under review, the Company has not borrowed any amount from its directors, members, public financial institutions, banks and others and there was no creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. As per the information and explanation given to me, the Company has not advanced loans and investments or guarantee given or provided securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the reporting FY under review;
18. As per the information and explanation given to me, during the FY under review, the Company has not altered/ amended its provisions of the Memorandum of Association and Articles of Association.

For **Anup Malashetti & Associates**
Practicing Company Secretary

ANUP ASHOK
MALASHETTI
Digitally signed by
ANUP ASHOK
MALASHETTI
Date: 2024.11.25
13:12:43 +05'30'

Anup Ashok Malashetti
ACS: 51530 | CP No.: 20007
Peer Review No.: 4439/2023
UDIN: A051530F002601484

Date: 25 November 2024
Place: Bengaluru

**LIST OF SHAREHOLDERS OF TREMCO CPG (INDIA) PRIVATE LIMITED
AS ON MARCH 31, 2024**

Authorized Share Capital : INR 34,25,00,000.00

Paid-up Share Capital : INR 2,23,290.00

EQUITY SHARES OF INR 10 EACH

No.	Name and address of the Shareholders	Folio No.	No. of shares	Shares %age
1.	Flowcrete International Limited	001	22,328 Shares	99.99%
2.	Flowcrete Group Ltd.	002	01 Share	0.01%
TOTAL			22,329 shares	100%

For Tremco CPG (India) Private Limited

**Sandeep Sarda**

Director | DIN: 00677670

Address: D-1903, Raheja Vistas, Raheja Vihar,
Chandivali Farm Road, Near Chandivali Studio, Andheri
Mumbai, 400072, Maharashtra

Place: Mumbai

Date: November 25, 2024

**Tremco CPG (India) Private Limited**
(Formerly known as "Flowcrete India Private Limited")

Registered Office:

"Ganesh Tower", Door No.B-1, 1st floor, 1st Avenue, Ashok Nagar, Chennai - 600 083, Tamilnadu, India.
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CIN: U74999TN2010PTC076466