

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- 419, Bhai Mohan Singh Nagar
Village Railmajra, Tehsil Balachaur
Nawan Shehar
Punjab
144533
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Private 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

(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	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TOPPAN INC.		Holding	100

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	41,925,856	41,925,856	41,925,856
Total amount of equity shares (in Rupees)	500,000,000	419,258,560	419,258,560	419,258,560

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	50,000,000	41,925,856	41,925,856	41,925,856

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	419,258,560	419,258,560	419,258,560

(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	0	41,925,856	41925856	419,258,560	419,258,560	
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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	0	41,925,856	41925856	419,258,560	419,258,560	
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 <input type="text"/>						
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 <input type="text"/>						
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)

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" value="19/07/2022"/>	
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"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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
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

14,808,023,283

(ii) Net worth of the Company

6,829,743,882

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)	41,925,816	100	0	
10.	Others 40 shares held by 3 individuals as	40	0	0	
	Total	41,925,856	100	0	0

Total number of shareholders (promoters)

4

(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
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Total number of shareholders (other than promoters)

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

**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	0	0
Members (other than promoters)	0	4
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	0	7	1	4	0	0
(i) Non-Independent	0	4	1	4	0	0
(ii) Independent	0	3	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	0	7	1	4	0	0

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

(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)
Sachio Otsuka	08596107	Director	0	
Manohara Kumar	09688067	Whole-time director	10	
Masahiko Tatewaki	09533151	Director	0	
Tsutomu Sato	09694537	Director	0	
Hiroshi Suzuki	09694543	Director	0	

(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)
MASAHIKO TATEWAKI	09533151	Additional director	13/05/2022	Appointment
KUMMAMURI NARASIM	00023046	Director	22/06/2022	Cessation
SUBASH KHANCHAND	01040271	Director	23/06/2022	Cessation
SONU HALAN BHASIN	02872234	Director	22/06/2022	Cessation
TAKAO IKEDA	07969752	Director	12/07/2022	Cessation
TARO NOICHI	09476852	Director	12/07/2022	Cessation
MASAHIKO TATEWAKI	09533151	Director	19/07/2022	Change in designation
MANOHARA KUMAR	ABHPK7090E	CEO	03/08/2022	No longer considered as KMP as per
AMIT JAIN	ADAPJ5988P	CFO	03/08/2022	No longer considered as KMP as per
SAHIL JAIN	AREPJ1116F	Company Secretar	03/08/2022	No longer considered as KMP as per
MANOHARA KUMAR	09688067	Additional director	03/08/2022	Appointment
MANOHARA KUMAR	09688067	Whole-time directo	03/08/2022	Appointment
TSUTOMU SATO	09694537	Additional director	03/08/2022	Appointment
HIROSHI SUZUKI	09694543	Additional director	03/08/2022	Appointment
MANOHARA KUMAR	09688067	Whole-time directo	24/11/2022	Change in designation
TSUTOMU SATO	09694537	Director	24/11/2022	Change in designation
HIROSHI SUZUKI	09694543	Director	24/11/2022	Change in designation
SAHIL VACHANI	00761695	Director	27/03/2022	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

3

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	19/07/2022	7	6	99.99
EXTRA-ORDINARY GENERAL MEETING	24/11/2022	7	5	99.99
EXTRA-ORDINARY GENERAL MEETING	31/03/2022	4	4	100

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/05/2022	7	6	85.71
2	12/07/2022	5	4	80
3	03/08/2022	4	4	100
4	24/08/2022	6	5	83.33
5	10/11/2022	6	4	66.67
6	24/11/2022	6	4	66.67
7	14/02/2023	6	5	83.33
8	31/03/2023	5	2	40

C. COMMITTEE MEETINGS

Number of meetings held

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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	13/05/2022	5	5	100
2	Corporate Social Responsibility	13/05/2022	4	4	100
3	Nomination & Remuneration	13/05/2022	4	4	100
4	Independent Directors	13/05/2022	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	22/09/2023
								(Y/N/NA)
1	Sachio Otsuka	8	8	100	1	1	100	Yes
2	Manohara Kur	6	6	100	0	0	0	Yes
3	Masahiko Tate	7	5	71.43	0	0	0	No
4	Tsutomu Sato	5	4	80	0	0	0	No
5	Hiroshi Suzuki	5	3	60	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	MANOHARA KUMA	WHOLE TIME D	25,909,962	0	0	0	25,909,962
	Total		25,909,962	0	0	0	25,909,962

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

ADITI GUPTA

Whether associate or fellow

Associate Fellow

Certificate of practice number

10512

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. .. 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 Digitally signed by MANOHAR A KUMAR Date: 2023.11.20 16:34:10 +05'30'

DIN of the director

To be digitally signed by Digitally signed by SAHIL JAIN Date: 2023.11.20 16:35:04 +05'30'

- Company Secretary
- Company secretary in practice

Membership number Certificate of practice number

Attachments

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

List of attachments

List of Shareholders as at 31032023.pdf

List of Share Transfers.pdf

MGT-8.pdf

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



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 **TOPPAN SPECIALITY FILMS PRIVATE LIMITED (Formerly Max Speciality Films 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 ended on March 31, 2023 ('**Relevant Financial Year**'). 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 in E-Form No. MGT-7 states the facts as at the close of the Relevant Financial Year correctly and adequately.
- B. During the Relevant Financial Year, the Company has complied with provisions of the Act & Rules made there under in respect of:

1) Its status under the Act;

It's a Non-Government, unlisted, private company limited by shares and incorporated under the provisions of Companies Act, 1956 having Corporate Identification number **U24100PB2012PTC036981** in India.

During the financial year 2021-22, the Board of Directors at their Meeting held February 17, 2022 considered and accorded its consent towards conversion of status of the Company from a Public Limited Company into Private Company i.e. from "**Max Speciality Films Limited**" to "**Max Speciality Films Private Limited**" which was



further approved by the Shareholders at the Extra- Ordinary General Meeting held on February 17, 2022 and further confirmed and approved by the Regional Director vide its order dated June 03, 2023. Consequentially, the approval towards change of name was duly granted and made available by the Central Registration Centre (CRC) and the required filings with regard to the relevant compliance(s), including filing the altered copy(s) of the Charter Documents (Memorandum and Articles of Association) of the Company was duly made with the Registrar of Companies in accordance with the relevant provisions of the Act.

2) Maintenance of registers/records & making entries therein within the time prescribed therefore;

The Company has maintained and prepared all the records and registers within the time prescribed as per Act. Further, necessary entries during the Relevant Financial Year are duly recorded in the Statutory Registers of the Company.

3) Filing of necessary e-forms and returns as stated in the Annual Return, with the Registrar of Companies, Regional Directors, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

The Company has filed all necessary e-forms and returns as required to be filed during the Relevant Financial Year, with the Registrar of Companies or other authorities within the prescribed time wherever required, under applicable provisions of the Act, except that the following forms were filed with delay due to an act that was beyond Company's control:

- E-form CHG-1 filed on 23/09/2022 towards creation of Charge registered vide ID 100607842; and
- E-form CHG-1 filed on 02/06/2022 towards creation of Charge registered vide ID 100576783.

4) Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the



annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

The Company has duly called, convened, held meetings of Board of Directors, committee meeting(s), the meetings of the members of the Company on due dates as stated in the annual return in respect of which, proper notices were given and the proceedings, including circular resolutions passed on 13.06.2022, 22.08.2022 and 15.12.2022 have been properly recorded in the Minutes Book maintained for the purpose and the same have been signed.

Further, the provision of Section 110 of the Companies Act, 2013 i.e. postal ballot is not applicable on the Company, being a private company.

5) Closure of Register of Members/Security holders, as the case may be.

The Company was not required to close its register of members during the Relevant Financial Year.

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

The Company has not given any Advances or Loans, during the Relevant Financial Year, to any of its directors, persons or firms or companies referred to in Section 185 of the Act.

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

The Company has entered into contracts and arrangements with related parties which were in the ordinary course of business and on the arm's length basis as specified in Section 188 of the Companies Act, 2013.



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

The Company has duly noted and recorded transfer of shares among its Shareholders during the Relevant Financial Year. Also, necessary entries have been made in the Registers recording the said entries.

The Company has not issued any equity shares/ debenture/ preference shares or has not transmitted or bought back its shares and not reduced its share capital and there was no conversion of shares or securities by the Company, during the Relevant Financial Year.

- 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;**

During the Relevant Financial Year, there was no pending registration of transfer of shares and therefore the Company has not kept in abeyance the rights to further issue of shares and has complied with the provisions as laid down under the Act and the rules framed thereunder.

- 10) **Declaration/payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;**

The Company did not declare dividend either in the Relevant Financial Year or the previous financial year(s), hence transfer of unpaid/ unclaimed dividend to the Investor Education and Protection Fund does not trigger for the Company.



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;

The audited financial statements for the Relevant Financial Year are signed as per the provisions of Section 134 of the Act and the Report of Board of Directors is in compliance with Section 134(3) & 134(5) of the Act.

12) Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the Relevant Financial Year, the following appointment(s), reappointment(s) and resignation(s) took place in the Company:

- 1) Mr. Masahiko Tatewaki was appointed as the Additional Director of the Company, in the capacity of a Non-Executive Director, at the Board Meeting held on May 13, 2022. His appointment was regularized at the Annual General Meeting held on July 19, 2022 at a Shorter Notice.
- 2) Mrs. Sonu Halan Bhasin has resigned from the position of Independent Director of the Company w.e.f. June 22, 2022.
- 3) Mr. Narasimha Murthy Kummamuri has resigned from the position of Independent Director of the Company w.e.f. June 22, 2022.
- 4) Mr. Subash Khanchand Bijlani has resigned from the position of Independent Director of the Company w.e.f. June 23, 2022.
- 5) Mr. Takao Ikeda has resigned from the position of Director of the Company w.e.f. July 12, 2022.
- 6) Mr. Taro Noichi has resigned from the position of Director of the Company w.e.f. July 12, 2022.
- 7) Mr. Hiroshi Suzuki was appointed as the Additional Director of the Company, in the capacity of a Non-Executive Director, at the Board Meeting held on August 03, 2022. His appointment was regularized at the Extra Ordinary General Meeting held on November 24, 2022 at a Shorter Notice.



- 8) Mr. Manohara Kumar was appointed as an Additional Director of the Company at the Board Meeting held on August 03, 2022. His appointment was regularized at the Extra Ordinary General Meeting held on November 24, 2022 at a Shorter Notice.
- 9) Mr. Manohara Kumar was also appointed as the Whole Time Director of the Company and was designated as Whole Time Director and CEO of the Company at the Board Meeting held on August 03, 2022.
- 10) Mr. Tsutomu Sato was appointed as the Additional Director of the Company, in the capacity of a Non-Executive Director, at the Board Meeting held on August 03, 2022. His appointment was regularized at the Extra Ordinary General Meeting held on November 24, 2022 at a Shorter Notice.
- 11) Mr. Sahil Vachani has resigned from the position of Director of the Company w.e.f March 27, 2023 and the same has been duly accepted by the Board at the Board Meeting held on March 31, 2023.

Further, pursuant to conversion of Company from Public Limited Company to Private limited Company the following officials who were appointed /designated as Whole Time KMPs earlier were no longer considered as Whole Time KMPs w.e.f. August 03, 2022.

1. Mr. Manohara Kumar as the Chief Executive Officer (“CEO”);
2. Mr. Amit Jain as Chief Financial Officer (“CEO”); and
3. Mr. Sahil Jain as Company Secretary.

Furthermore, the Company has duly complied with all applicable provisions of the Act & Rules made thereunder with respect to constitution, appointments, re-appointments, resignations, and disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

13) Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

In accordance with the provision of Section 139 & 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s BSR & Co., LLP, Chartered Accountants, (FRN – 101248W) were appointed as the Statutory Auditors of the Company at the Annual General Meeting (AGM) held on July 19, 2022 for a period



of five years i.e. from the conclusion of 10th AGM till the conclusion of the 15th AGM of the Company, to be held in the year 2027.

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;

During the Relevant Financial Year, the Company has taken approval(s) from the Registrar of Companies or such other authorities, wherever required, under the various provisions of the Act.

15) Acceptance/ renewal/ repayment of deposits;

The Company has not accepted, renewed and repaid any Deposits during the Relevant Financial Year.

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

There were no borrowings made by the Company other than those mentioned in the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023. Further, the Company has complied with the applicable provisions relating to creation, modification & satisfaction of charges during the Relevant Financial Year.

17) Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

During the Relevant Financial Year, the Company has not provided/granted any Loan, Guarantee and investments under the provisions of Section 186 of the Act.



18) Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

During the Relevant Financial Year, following alteration(s) were made in the **Memorandum and/ or Articles of Association of the Company;**

1. Pursuant to conversion of the status of the Company from Public Limited Company to Private Company, i.e. “**Max Speciality Films Limited**” to “**Max Speciality Films Private Limited**” which was approved by the Shareholders at the Extra- Ordinary General Meeting held on February 17, 2022 and further approved by the Regional Director vide its order dated June 03, 2023. and
2. Pursuant to change of name of the Company from “**Max Speciality Films Private Limited**” to “**Toppan Speciality Films Private Limited**”, which was duly approved by the shareholder at the Extra-Ordinary General Meeting held on November, 24, 2022.
3. Pursuant to Amended and Restated Shareholders Agreement dated November 14, 2021, executed among (i) Toppan Inc. (ii) Max Ventures and Industries Limited and (iii) the Company, which was terminated w.e.f March 27, 2023, pursuant to transfer of balance 10% Equity Shares i.e. 41,92,585 Equity Shares, from Max Ventures and Industries Limited to Toppan Inc. the company considered adopting a new set of the Article of Association of the Company which was approved by the shareholder at the Extra- Ordinary General Meeting held March 31, 2023.

Place: New Delhi

Date: 20.11.2023



Aditi Gupta

ADITI GUPTA

Company Secretary in Whole-Time Practice
M/s Aditi Agarwal & Associates, Company Secretaries

UDIN: F009410E002025600

FCS No. 9410

CP No: 10512