

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 11th Annual Report of the Company together with the Audited Statement of Accounts for the year ended March 31, 2022.

1. FINANCIAL STATEMENTS & RESULTS:

a. Financial Results

The Company's performance during the year ended March 31, 2022 as compared to the previous financial year, is summarized below:

Particulars	Amounts in INR	
	For the financial year ended March 31, 2022	For the financial year ended March 31, 2021
Income from Operations	5,60,08,30,447	4,09,11,59,122
Other Income	8,44,37,993	10,43,28,039
Total Income	5,68,52,68,440	4,19,54,87,160
Less: Expenses	5,27,14,90,483	3,82,43,55,596
Profit Before exceptional items and Tax	41,37,76,957	37,11,31,564
Exceptional Items	-	-
Profit before tax	41,37,76,957	37,11,31,564
Tax Expenses	11,40,96,780	9,91,38,975
Net Profit after Tax	29,96,85,177	27,19,92,589
Other Comprehensive Income	-5,69,033	-4,55,265
Total Comprehensive Income	29,91,16,144	27,15,37,323

b. OPERATIONS

Your Company reported a top-line growth of over 37% for FY 2021-22 compared to the Previous Year.

During the year, the Company achieved total operating revenue of Rs. 560.08 Crore for the year ended March 31, 2022 as compared to Rs. 409.12 Crore for the year ended March 31, 2021 registering an impressive growth of almost 37% in operating revenue. The Company was also able to achieve net profit after tax of Rs. 29.97 Crore in FY 2021-22 as compared to Rs. 27.20 Cr in previous year, clocking growth of 10.18% in PAT margins.

c. TRANSFER TO RESERVES

No transfer was made to reserves during the year.

d. CHANGE IN THE NATURE OF BUSINESS, IF ANY

Your Company continues to operate in same business segment as that of previous year and there is no change in the nature of the business.

e. DIVIDEND

The Board of Directors has not recommended any dividend for the financial year ended March 31, 2022.

There has been no transfer of unclaimed or unpaid dividend to Investor Education and Protection Fund during the year. Accordingly, the provisions of Section 125 (2) of the Companies Act, 2013 do not apply to the Company.

f. MATERIAL CHANGES BETWEEN THE DATE OF THE END OF FINANCIAL YEAR AND BOARDS REPORT



There has been no material changes between the date of the end of financial year and boards report.

g. SHARE CAPITAL

Company entered in year 2020, Share Sale and Purchase and Shareholders' Agreement (SSPSA 2020), pursuant to which our Company sold 322,557 shares to Syrma SGS Technology Limited (Syrma), amounting to 20% of the total issued, subscribed and paid up share capital of Company for a consideration of ₹ 88.741 Cr. Our Company subsequently entered into the Share Sale and Purchase and Shareholders' Agreement (SSPSA 2021), pursuant to which our Company further sold 1,290,228 shares amounting to 80% of the total issued, subscribed and paid up share capital of the Company to Syrma for a consideration of ₹ 277.141 Cr.

There is no change in Authorised and Paid up Capital of the company.

Change in shareholding as follows is given under the table:

Shareholders	No. of Equity Shares held	% held
Syrma SGS Technology Limited	1,612,784	99.99%
Tiruvankara Rajesh Chari (as nominee shareholder)	1	0.001%

h. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Subsidiary Company:

Your company has following subsidiaries

- SGS Solutions GmbH
- SGS Infosystems Pvt. Ltd.

Kindly refer to **Annexure I** Form AOC-1 annexed herewith for more details.

i. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

j. LOANS FROM DIRECTORS OR DIRECTORS' RELATIVES

During the financial year under review, the Company has not borrowed any amount(s) from Directors.

k. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All transactions/contracts/arrangements entered into by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review were in ordinary course of business and on an arm's length basis.

Further, none of these contracts / arrangements / transactions with related parties could be considered material in nature as per the thresholds given in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and hence no disclosure is required to be given in this regard.

Further, the detailed disclosure on related party transactions as per IND AS-24 containing name of the related party and details of the transactions entered with such related party have also been provided in the financial statements. For further details, members may refer to note to the Standalone Financial Statements.

I. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of energy –

- (i) The steps taken or impact on conservation of energy
- (ii) The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this end. Energy conservation measures have been implemented at all offices of the Company and special efforts are being made on undertaking specific energy conservation projects like.

(i)	the steps taken or impact on conservation of energy	Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy- efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy
(ii)	the steps taken by the company for utilizing alternate sources of energy	Steps taken by company for utilizing alternate sources of energy: The Company installed Roof top solar Panel system at A-3, Infocity, Sector-34, Gurgaon-122001, Haryana, with a capacity to generate 108 .KW of Electricity. This was Commenced in Nov-2019 and generated 25000 Kw Solar power.
(iii)	the capital investment on energy conservation equipment's	The Company has not made any capital investments on energy conservation equipment during the year.

- b) Technology absorption – The Company continues to adopt and use the latest technologies to improve the productivity and quality of its services and products. The Company's operations do not require significant import of technology.

(i)	the efforts made towards technology absorption	Not applicable
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Not applicable
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Not applicable
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	

	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	

- c) Revenue from foreign currency : Rs. 1,68,00,04,086.31
Purchase & Services in foreign currency : Rs. 2,38,17,85,518.16

m. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, the copy of the Annual Return for the financial year ended March 31, 2022 made under the provisions of Section 92(3) of the Act is attached as **Annexure I** which forms part of this Report.

Also, the Annual Return of your Company for the FY 2021-22 shall be placed on records in due course.

n. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES

The particulars of investment made, loans/guarantees given and securities provided, if any, has been disclosed at respective places in Standalone Financial Statements under appropriate heading.

o. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS

The Company ensures orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. The Company reviews the financials periodically and takes suitable/corrective measures, if necessary.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Board of Directors & Key Managerial Personnel

The Board of Directors is duly constituted and consists of the following Directors as on the close of the financial year:

SN	NAME	DIN NO	DESIGNATION	DATE OF APPOINTMENT
1	Sanjiv Narayan	00198864	Director	27.04.2011
2	Ranjeet Singh Lonial	00198890	Director	27.04.2011
3	Krishna Kumar Pant	00198916	Director	27.04.2011
4	Vikram Chopra	00311827	Additional Director	08.12.2021
5	Hetal Gandhi	00106895	Independent Director	08.12.2021
6	Priyanka Gulati	07087707	Independent Director	08.12.2021

B. Appointment and Resignation:

During the year under review, Mr. Sandeep Tandon and Mr. Jasbir Singh Gujral ceased to be directors and Mr. Vikram Chopra, Mr. Hetal Gandhi & Ms. Priyanka Gulati were appointed as Directors by the members with effect from December 8, 2021.

C. Meetings of the Board:

The Board met seven (7) times during the Financial Year viz. on June 21, 2021, August 16, 2021, November 17, 2021, November 18, 2021, November 27, 2021, December 8, 2021 & March 30, 2022. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Name of Director	No. of Board Meetings Entitled to attend (FY 21-22)	No. of Board meetings Attended (FY 21-22)
Mr. Sanjeev Narayan	7	6
Mr. Ranjeet Singh Lonial	7	7
Mr. Krishna Kumar Pant	7	7
Mr. Jasbir Singh Gujral	6	6
Mr. Sandeep Tandon	6	2
Mr. Vikram Chopra	1	0
Mr. Hetal Gandhi	1	1
Ms. Priyanka Gulati	1	1

CHANGES IN BOARD COMPOSITION/KEY MANAGERIAL PERSONNELS BETWEEN THE DATE OF THE END OF FINANCIAL YEAR AND BOARDS REPORT

Changes in Key Managerial Personnel: Not Applicable

Changes in Composition of Board: No changes between the date of the end of financial year and boards report.

Constitution/Reconstitution of various committees: No changes between the date of the end of financial year and boards report.

D. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

During the year under review, the Company was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

a. Risk management

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing the returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. Also, key business risks and their mitigation are considered on a regular basis in the annual/strategic business plans and in periodic management reviews.

b. Corporate Social Responsibility (CSR)

As per the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has re-constituted Corporate Social Responsibility (CSR) Committee on December 08, 2021 as under:

1. Mr. Hetal Gandhi- Chairman & Independent Director
2. Mr. Ranjeet Singh Lonial- Member & Director
3. Mr. Krishna Kumar Pant-Member & Director

Mr. Jasbir Singh Gujral ceased to be the member of the Committee with effect from December 08, 2021.

The Board of Directors of the Company has approved CSR Policy based on the recommendation of the CSR Committee.

The CSR Committee met once during the financial year on November 17, 2021.

The Company has initiated activities in accordance with the said Policy, which is attached herewith along with the details of which have been prescribed, as **Annexure II**.

E. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

a. Observations Of Statutory Auditors On Accounts For The Year Ended March 31, 2022

The Report given by the Auditors on the financial statement of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Companies Act, 2013.

b. Reporting Of Offences Involving Fraud

The auditors have not reported any offences involving fraud committed against the Company by officers or employees of the Company to the Central Government or the Board or any other authority, as provided in Section 143 (12) of the Companies Act, 2013 read with corresponding rules, circulars, notifications, orders and amendments thereof.

c. Appointment of Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. B S R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company have been appointed at the Annual General Meeting held on September 28, 2017, for a term of 5 years until the conclusion of 11th Annual General Meeting.

Considering one term of five years of M/s. B S R & Co. LLP, Chartered Accountants ends at the conclusion of ensuing Annual General Meeting, Board of Directors in their meeting held on 26st September, 2022 have approved appointment of Deloitte Haskins & Sells LLP (Firm Registration No 117366W / W-100018) as Statutory Auditors of the Company for a term of five years from the conclusion of 11th Annual General Meeting till conclusion of 16th Annual General Meeting i.e. Financial year beginning April 01, 2022 and ending March 31, 2027 and recommended the same for approval of the shareholders.

Board has received consent dated August 13, 2022 from Deloitte Haskins & Sells LLP to act as statutory auditors of the company and also the declaration that aren't disqualified to be appointed as Statutory Auditors.

F. INTERNAL AUDITORS

M/S GSA & Associates LLP (formerly known as GSA & Associates) and M/s J. C. Bhalla & Co. have been appointed as an Internal Auditor of the Company as per the provisions of Section 138 of the Companies Act, 2013.

G. SECRETARIAL AUDIT

Pursuant to the provisions of section 204 of the Act and Rules made thereunder, the Company has appointed, M/s. Ranjan Jha & Associates, Practicing Company Secretaries (CP No. 9288) to undertake the secretarial audit of the Company. Secretarial audit report for the financial year 2021-22 issued by them in the prescribed form MR-3 is annexed to this Report.

The Secretarial Auditor's Report to the shareholders does not contain any qualification or reservation which has any material adverse effect on the functioning/going concern status of the Company.

H. MAINTENANCE OF COST RECORDS

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required and has maintained Cost Records under said Rules.

M/s Umesh Sagta & Associates, Cost Accountants, were appointed as the Cost Auditor of your Company for Financial Year 2021-22 in accordance with the requirement of Central Government and provisions of Section 148 of the Companies Act, 2013. The Report of the Cost Auditors for the Financial Year ended March 31, 2022 is under finalization and will be filed with the MCA within the prescribed period.

M/s Umesh Sagta & Associates, Cost Accountants, have confirmed their independent status and their non-disqualifications under section 141 of the Companies Act, 2013.

Board has approved their appointment as Cost Auditors for FY 22-23 and proposal for ratification of remuneration of the Cost Auditor for the Financial Year 2022-23 will be placed before the shareholders for consideration.

I. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. Director's Responsibility Statement:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2022, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the profit/loss of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

J. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

K. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards, issued by Institute of Company Secretaries of India, as applicable to the Company.

L. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

M. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

N. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

O. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

P. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complaint during the year 2021-22.

Q. VIGIL MECHANISM

The Company has framed an appropriate Vigil mechanism policy that provides a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors are grateful to the Central and State Governments, Statutory Authorities, Local Bodies, Banks, and Consultants for their continued support and cooperation. Your Directors warmly acknowledge the trust and confidence reposed in your Company by its dealers, customers and organizations in supporting its business activities and growth. Your Directors also express their gratitude to the other business associates for their unstinting support. Last but not the least, your Directors are thankful to the Members for extending their constant trust and for the confidence shown in the Company.

For and on behalf of the Board of Director
SGS Tekniks Manufacturing Pvt Ltd

Place: Gurgaon
Date: 14 -09-2022

Ranjeet Singh Lonial
Director
DIN: 00198890

Annexure I
Form No. AOC - 1

(Pursuant to First proviso to subsection 3 of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part A: Subsidiaries

Statement containing salient features of Financial Statements of Subsidiaries

Sr. No	Particulars	Companies (All amounts in Rs.)			
		SGS Infosystems Private Limited	SGS Solutions GMBH		
1	Name of the Subsidiary/Joint Venture				
2	Reporting Period for concerned Subsidiary	01 April 2021 to 31 March 2022	01 April 2020 to 31 March 2021	01 April 2021 to 31 March 2022	01 January 2021 to 31 December 2022
3	Share Capital	12,00,00,000	12,00,00,000	17,40,000	17,40,000
4	Reserves & Surplus	-2,06,32,215	-2,14,46,408	4,68,31,815	1,16,15,939
5	Total Assets	11,05,53,573	10,92,25,681	7,08,81,312	5,74,56,470
6	Total Liabilities	11,05,53,573	10,92,25,681	7,08,81,312	5,74,56,470
7	Investments	0	0	0	0
8	Turnover	37,89,840	36,17,320	22,54,14,355	15,22,82,470
9	Profit before Taxation	14,50,784	7,75,330	5,14,70,240	1,45,72,267
10	Provision for Taxation incl deferred tax	6,36,591	7,50,607	1,48,98,289	39,79,507
11	Profit after taxation	8,14,193	24,723	3,65,71,951	1,05,92,761
12	Proposed Dividend	0	0	0	0
13	% shareholding	99.67	99.67	66.00-	66.00

PART B: Associates and Joint Ventures – Not Applicable

Annexure II

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2021-2022

1. Brief outline on CSR Policy of the Company.

The Objectives of Company's CSR Policy are to demonstrate commitment to the common good through responsible business practices and good governance and to set high standards of quality in the delivery of services in the social sector by creating robust processes and replicable models. The projects the company has undertaken /proposes to undertake is mainly in eradicating hunger, poverty and malnutrition, promoting preventive health care, promoting education including special education and employment enhancing vocation skills, ensuring environmental sustainability, ecology balance, agro forestry, conservation of natural resources, ecology balances, protection of natural heritage, art and culture, measures for the benefit of the armed forces, training to promote rural sports etc.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Krishna Kumar Pant	Director	1	1
2	Ranjeet Singh Lonial	Director	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

- The composition of the CSR committee is available on our website at <https://www.sgst.com/>
- The CSR Projects and CSR Policy approved by the board are available on the Company's website at <https://www.sgst.com/>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

Provisions related Impact assessment of CSR projects are not applicable to the Company

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	Not Applicable	Not Applicable	Not Applicable
	TOTAL		

6. Average net profit/(loss) of the Company as per section 135(5) is Rs. **40,26,20,270**

7.

(a)	Two percent of average net profit of the company as per section 135(5)	80,52,405
(b)	Surplus arising out of the CSR projects or programs or activities of the previous financial years	Nil
(c)	Amount required to be set off for the financial year, if any	Nil
	Total CSR obligation for the financial year (7a+7b-7d).	80,52,405

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
8,52,888	-	N.A.	Prime Ministers Relief Fund	72,00,000	August 24, 2022

(b) Details of CSR amount spent against **ongoing projects** for the financial year: There are no such projects identified

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.	State	District	Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation Through Implementing Agency
NA*												

* The Company, at present, is not engaged in any **Ongoing Projects**

(C) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency.
				State	District			Name with CSR registration number.
1.	Provision of Food, promotion of preventive health care and sanitation, education.	eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water; promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	NO	Tamilnadu	Chennai	8,52,888	No	Shree Kamakshi Kaingariya Trust, Chennai
TOTAL						8,52,888		

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year(8b+8c+8d+8e): ₹ 8,52,888/-

(g) Excess amount for set off, if any: NIL

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	80,52,405
(ii)	Total amount spent for the Financial Year	80,52,888
(iii)	Excess amount spent for the financial year [(ii)-(i)]	483
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	1	Nil		-	-	-	Nil
		Nil					
Total		Nil					

(b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s): - **NOT APPLICABLE**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year - NIL

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) - Not Applicable

Annexure III

Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31/03/2022

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U31501HR2011PTC044475
Registration Date	April 27, 2011
Name of the Company	SGS Tekniks Manufacturing Private Limited
Category/Sub-Category of the Company	Private Limited Non-Government Company
Address of the Registered office and contact details	A-3, Infocity, Sector-34, Gurgaon -122001, Haryana (India)
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Orbis Financial Corporation Limited (IN200980) Address: 4/A, Ocus Tecnopolis, Golf Course Road, Sector 54, Gurgaon - 122002, Haryana

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of electronic components	4097	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1	SYRMA SGS TECHNOLOGY PVT LTD Regd. Off.: Unit no. 601, 6 th Floor, Floral Deck Plaza, MIDC Andheri (East), Mumbai 400 093	U30007MH2004PLC148165	Holding	100	2(87)
2	SGS INFOSYSTEMS PVT LTD Regd. Off.: A-3 Infocity, Sector-34 Gurgaon HR 122001	U74900HR2012PTC052142	Subsidiary	99.67	2(6)
3	SGS SOLUTIONS GMBH FRIDRICH-LIST -STRABE9, 71264 WINNDEN , GERMANY		Subsidiary	66.00	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2021]				No. of Shares held at the end of the year[As on 31-March-2022]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	1290228		1290228	80	1		1		-80
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	322557		322557	20	1612784		1612784	100	+80%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other Firm	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	1612785		1612785	100	1612785		1612785	100	100
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	49	-	49	0.01	0.01
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1612785		1612785	100	1612785		1612785	100	100

b. Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	SYRMA SGS TECHNOLOGY LIMITED	322557	20		1612784	100		100
2								
	Total	322557	20		1612784	100		100

c. Shareholding of Directors and Key Managerial Personnel

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (01/04/2021 / end of the year 31.03.2022		Increase / Decrease in Shareholding	Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Mr. Sanjiv Narayan	322557	20	(322557)	Nil	Nil
2	Mr. Ranjeet Singh Lonial	322557	20	(322557)	Nil	Nil
3	Mr. Krishna Kumar Pant	322557	20	(322557)	Nil	Nil
4	Mr. Jasbir Singh Gujral	322557	20	(322557)	Nil	Nil

V. INDEBTEDNESS

	Amt. INR Cr.			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	34,96,74,056	-	-	34,96,74,056
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total(i+ii+iii)	34,96,74,056	-	-	34,96,74,056
Change in Indebtedness during the financial year				
- Addition	26,94,07,881	-	-	26,94,07,881
- Reduction	(51,29,518)	-	-	(51,29,518)
Net Change	26,42,78,363	-	-	26,42,78,363
Indebtedness at the end of the financial year				
i) Principal Amount	61,39,52,418	-	-	61,39,52,418
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	61,39,52,418	-	-	61,39,52,418

VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of Director			Total Amount
		Mr. R.S.Lonial	Mr. K.K.Pant	Mr.J.S.Gujral	
1.	Gross salary (a)Salary as per provisions containedinsection17(1) of the Income-tax Act,1961	1,29,07,145	1,29,07,145	57,25,000	3,15,39,290
	(b)Value of perquisites u/s 17(2)Income-tax Act,1961	3,50,316	3,48,828	1,80,312	8,79,456
	(c)Profits in lieu of salary undersection17(3)Income-taxAct,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission- as% of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total(A)	1,32,57,461	1,32,55,973	59,05,312	3,24,18,746
	Ceiling as per the Act				

B. Remuneration to other directors: NIL

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD : N/A

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties/ punishment/compounding of offences during the year ended on March 31, 2022

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
Company					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment		N.A.	N.A.	N.A.	N.A.
Compounding		N.A.	N.A.	N.A.	N.A.
Directors					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
Other Officers in default					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

Annexure IV

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: **NIL**

2. Details of Material contracts or arrangements or transactions which are at arm's length basis : **NIL**

Amt. in Rs. Crs

Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration	Salient terms of the contracts or arrangements or transactions including the value, if any
NIL				



[Handwritten signature]