

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

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

U24233MH2011PTC213118

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAECB4156B

(ii) (a) Name of the company

BAYER ZYDUS PHARMA PRIVATE LIMITED

(b) Registered office address

Bayer House, Central Avenue,  
Hiranandani Estate, Thane (West)  
Thane  
Thane  
Maharashtra  
400607

(c) \*e-mail ID of the company

hemal.bhavsar@bayer.com

(d) \*Telephone number with STD code

02225311234

(e) Website

www.bayerzyduspharma.com

(iii) Date of Incorporation

07/02/2011

(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	G	Trade	G1	Wholesale Trading	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				

## 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	50,000,000	50,000,000	50,000,000
Total amount of equity shares (in Rupees)	500,000,000	500,000,000	500,000,000	500,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	50,000,000	50,000,000	50,000,000	50,000,000

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

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000,000	24,000,000	24,000,000	24,000,000
Total amount of preference shares (in rupees)	500,000,000	240,000,000	240,000,000	240,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	50,000,000	24,000,000	24,000,000	24,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	500,000,000	240,000,000	240,000,000	240,000,000

**(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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	50,000,000	50000000	500,000,000	500,000,000	
<b>Increase during the year</b>	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"/>						
<b>Decrease during the year</b>	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"/>						
<b>At the end of the year</b>	0	50,000,000	50000000	500,000,000	500,000,000	

<b>Preference shares</b>						
<b>At the beginning of the year</b>	40,000,000	0	40000000	400,000,000	400,000,000	
<b>Increase during the year</b>	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"/>						
<b>Decrease during the year</b>	16,000,000	0	16000000	160,000,000	160,000,000	0
i. Redemption of shares	16,000,000	0	16000000	160,000,000	160,000,000	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"/>						
<b>At the end of the year</b>	24,000,000	0	24000000	240,000,000	240,000,000	

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"/>	
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
<b>Total</b>			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**

402,190,284.64

**(ii) Net worth of the Company**

1,170,824,051.28

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

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	50,000,000	100	24,000,000	100
10.	Others	0	0	0	0
	<b>Total</b>	50,000,000	100	24,000,000	100

**Total number of shareholders (promoters)**

3
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**(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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0



	<b>Total</b>	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	3	3
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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	6	1	6	0	0
(i) Non-Independent	1	6	1	6	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	1	6	1	6	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)
Mr. Ganesh Nayak	00017481	Director	0	
Mr. Pankaj Patel	00131852	Director	0	
Mr. Narain Duraiswami	03310642	Director	0	
Mr. Manoj Saxena	07730475	Director	0	
Mr. Simon Britsch	09194547	Additional director	0	
Ms. Ying Chen	09270280	Additional director	0	
Mr. Harish Sadana	00026483	Additional director	0	

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

6

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)
Mr. Rolf Hoffmann	08460583	Director	31/08/2021	Resignation as Director
Mr. Simon Britsch	09194547	Additional director	01/10/2021	Appointment as an Additional Director +
Ms. Xiaolan Zhou	08537040	Director	30/06/2021	Resignation as Director
Ms. Ying Chen	09270280	Additional director	01/10/2021	Appointment as an Additional Director +
Mr. Anil Matai	03122685	Director	31/12/2021	Resignation as Director
Mr. Harish Sadana	00026483	Additional director	01/01/2022	Appointment as an Additional Director +

**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

2

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	01/09/2021	3	2	100
Class meeting of Preference +	27/05/2021	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	12/05/2021	7	2	28.57
2	23/06/2021	7	5	71.43
3	21/09/2021	5	5	100
4	03/12/2021	7	7	100
5	03/03/2022	7	6	85.71

**C. COMMITTEE MEETINGS**

Number of meetings held

2

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	Corporate Soc	23/06/2021	3	2	66.67
2	Corporate Soc	02/03/2022	2	2	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	
1	Mr. Ganesh N	5	4	80	0	0	0	
2	Mr. Pankaj Pa	5	4	80	0	0	0	
3	Mr. Narain Du	5	2	40	2	1	50	
4	Mr. Manoj Sax	5	5	100	2	2	100	
5	Mr. Simon Brit	2	2	100	0	0	0	
6	Ms. Ying Cher	2	2	100	0	0	0	
7	Mr. Harish Sac	1	1	100	0	0	0	

**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	Manoj Saxena	Managing Director	30,491,603.47	0	0	2,333,047.16	32,824,650.63
	Total		30,491,603.47	0	0	2,333,047.16	32,824,650.63

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

Nilesh A. Pradhan

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3659

**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:

- 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.
- 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

DIN of the director

07730475

**To be digitally signed by**

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

SHP as on March 31 2022_signed.pdf Draft MGT-8 Revised.pdf
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**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



Bayer zydus Pharma

**SHAREHOLDING PATTERN OF  
BAYER ZYDUS PHARMA PRIVATE LIMITED  
AS ON 31ST MARCH, 2022**

Sr. No.	Name of the Shareholder	Address	No. of Equity Shares of Rs. 10/- each held	% of share-holding	No. of Preference Shares of Rs. 10/- each held	% of share-holding
1.	Bayer (South East Asia) Pte. Ltd.	2, Tanjong Katong Road #07-01, Paya Lebar Quarter 3, Singapore- 437161.	37,500,001	75%	NIL	NIL
2.	Zydus Lifesciences Limited (Formerly known as Cadila Healthcare Limited)	Zydus Corporate Park, Near Vaishnodevi Circle, Sarkhej - Gandhinagar Highway, Ahemdabad - 382481, Gujarat, India.	12,499,999	25%	6,000,000	25%
3.	Bayer Pharmaceuticals Private Limited	Bayer House Central Avenue Hiranandani Estate Thane (West) – 400 607 Maharashtra, India	NIL	NIL	18,000,000	75%
	<b>TOTAL</b>		<b>50,000,000</b>	<b>100%</b>	<b>24,000,000</b>	<b>100%</b>

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Bayer Zydus Pharma Pvt. Ltd  
CIN: U24233MH2011PTC213118

Registered and Corporate Office:  
Bayer House  
Central Avenue  
Hiranandani Estate  
Thane (West) – 400 607  
Maharashtra, India

Tel : +91 22 2531 1234  
Fax : +91 22 2545 5063

[www.bayer.in](http://www.bayer.in)  
[www.bayerzyduspharma.com](http://www.bayerzyduspharma.com)

//CERTIFIED TRUE COPY//

for Bayer Zydus Pharma Private Limited

*Hemal Bhavsar*

**Hemal Bhavsar**  
Company Secretary  
(ACS 38100)

RESTRICTED

# NILESH A. PRADHAN & CO., LLP

## Company Secretaries

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### 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 **Bayer Zydus Pharma Private Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2022. 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, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

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

1. its status under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefor;
3. The Company has filed the applicable forms and returns with the Registrar of Companies within time. The Company was not required to file any forms and returns with the Regional Director, Central Government, Tribunal during the financial year under consideration.
4. The Company has complied with the provisions of calling/ convening/ holding meetings of Board of Directors 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. Circular resolutions passed during the year were properly recorded in the Minutes. The Minutes Book was properly maintained and signed.
5. The Company was not required to close its Register of Members.
6. The Company has not provided any advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act during the financial year under consideration.

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LP Identity No.AAN-6938

B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.  
☎91 – 9833785809,7208488061/62, Email: info@napco.in



7. The Company has complied with the necessary provisions with respect to contracts/arrangements with related parties as specified in Section 188 of the Act during the financial year under consideration.

8. There was no transfer / transmission / issue/ buy-back of the securities during the financial year under consideration. There was redemption of 1,60,00,000 (One Crore Sixty Lakh) Non-Cumulative Redeemable Preference Shares of INR 10 each during the financial year under consideration. There was no alteration/reduction of share during the financial year under consideration.

9. As explained to us and based on the information provided to us, the provisions regarding keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares were not applicable to the Company.

10. The Company has not declared any Dividend during the financial year under consideration. The provisions related to transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund are not applicable to the Company.

11. The signing of audited financial statement was undertaken as per the provisions of Section 134 of the Act. The provisions of sub - sections (3), (4) and (5) of Section 134 of the Act were followed for drafting the Board's Report.

12. The Board of Directors was duly constituted. There was appointment and resignation of the Directors including re-appointment of Managing Director during the financial year under consideration. There was resignation and appointment of Company Secretary during the financial year under consideration. The Company has received disclosures from all the Directors. The Company has not paid remuneration to Directors.

13. The appointment of auditors was undertaken as per the provisions of Section 139 of the Act.

14. 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.

15. The Company has not accepted/ renewed/ repaid any deposits during the financial year under consideration.

16. The Company has not borrowed any funds during the financial year under consideration from its directors, members, public financial institutions, banks and others and was not required to comply with the provisions of creation/ modification/ satisfaction of charges in that respect.

17. The Company has complied with the provisions of Section 186 of the Act with respect to grant of inter corporate deposit of INR 270 lakhs granted to Bayer Vapi Private Limited at the interest rate of 8% p.a and the said deposit was repaid by Bayer Vapi Private Limited during the year. The Company has not made any investments and has not provided any guarantees and securities.

18. There was no alteration in the Memorandum of Association and Articles of Association during the financial year under consideration.

Note: Relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic have been considered.

For Nilesh A. Pradhan & Co., LLP  
Company Secretaries

Nilesh A. Pradhan  
Partner  
CP No: 3659  
FCS No.:5445  
PR No.:1908/2022

UDIN: \_\_\_\_\_

Date:

Place: Mumbai

ANNEXURE -I

To,  
The Members,  
**Bayer Zydus Pharma Private Limited**

Our report of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Annual Return (MGT-7). We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. The compliance of the Companies Act,2013 is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

For Nilesh A. Pradhan & Co., LLP  
Company Secretaries

Nilesh A. Pradhan  
Partner  
CP No: 3659  
FCS No.:5445  
PR No.:1908/2022

UDIN: \_\_\_\_\_

Date:

Place: Mumbai