Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

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

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

| I REGISTRATION AND OTHER DETAILS |
|----------------------------------|
| |

i *Corporate Identity Number (CIN)

U25199TN1980PLC008354

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

| Particulars | As on filing date | As on the financial year end date |
|---------------------------|--|---|
| Name of the company | AVADH RAIL INFRA LIMITED | AVADH RAIL INFRA LIMITED |
| Registered office address | P.A 5,, Industrial Complex,Maraimalai Nagar,Chengalpattu,Kanchipuram,Tamil Nadu,India,603209 | P.A 5,, Industrial Complex, Maraimalai Nagar, Chengal pattu, Kanchipuram, Tamil Nadu, India, 603209 |
| Latitude details | 12.785234 | 12.785234 |
| Longitude details | 80.014087 | 80.014087 |

| (a) *Photograph of the registered office of the Compa | any |
|---|-----------|
| showing external building and name prominently | , visible |

Registered Office Photograph.jpeg

(b) *Permanent Account Number (PAN) of the company

AA*****9A

(c) *e-mail ID of the company

*****avadhrail.com

(d) *Telephone number with STD code

+91*******01

| (e) Website | | | | wwv | w.avadhrail.com | |
|---|------------|---|---|---------------------------|--|--|
| *Date of Incorporatio | n (DD/MM | 1/YYYY) | | 23/0 | 07/1980 | |
| | | e financial year end date) any/One Person Company) | | Publ | lic company | |
| | | as on the financial year end date Company limited by guarantee/Unlim | | Company limited by shares | | |
| (c) *Sub-category of the Company (as on the financial year end date) (Indian Non-Government company/Union Government Company/State Government Company) Guarantee and association company/Subsidiary of Foreign Company) | | | | | an Non-Government company | |
| *Whether company is having share capital (as on the financial year end date) | | | | Yes | s | |
| i (a) Whether shares listed on recognized Stock Exchange(s) | | | | Yes | s O No | |
| (b) Details of stock e | exchanges | where shares are listed | | | | |
| S. No. | Stock Ex | change Name | | Code | | |
| 1 | | Others | | A1026 - Others | | |
| ii Number of Registrar CIN of the Registrar a Transfer Agent | | fer Agent Name of the Registrar and Transfer Agent | Registered office ad the Registrar and Tr Agents | _ | SEBI registration number of Registrar and Transfer Agent | |
| U67100DL2010PTC | 208725 | MAASHITLA SECURITIES PRIVATE LIMITED | 451, Krishna Apra Square Netaji Subh Pitampura, New De West,Delhi,India, | ash Place, lhi,North | INR00004370 | |
| x * (a) Whether Annual | General N | Neeting (AGM) held | | Yes | s | |
| (b) If yes, date of AGM (DD/MM/YYYY) | | | | 22/08/2025 | | |
| (c) Due date of AGM (DD/MM/YYYY) | | | 30/09/2025 | | | |
| (d) Whether any ext | ension foi | AGM granted | | ○ Yes | s • No | |
| (e) If yes, provide th filed for extensi | | Request Number (SRN) of the GNI | L-1 application form | | | |
| (f) Extended due dat | e of AGM | after grant of extension (DD/MN | 1/YYYY) | | | |
| | | | | | | |

| (8) | Specify the reasons for not | | | | | | | | |
|------|-----------------------------|------------------------------------|------------------|------------------|-----------------|----------------------|--------------------------------------|---------------------------|----------------------|
| | | | | | | | | | |
| RIN | CIPAL BUSINESS ACTIVITIES | OF THE COMPAN | IY | | | | | | |
| *Nuı | mber of business activities | | | | | 1 | L | | |
| lo. | Main Activity group code | Description of N Activity group | Main | Business Act | ivity | Descript Business | ion of Activity | % of turnover the company | |
| 1 | С | Manufactu | ring | 24 | | | cture of basic netals | | |
| | FICULARS OF HOLDING, SUI | | | COMPANIES (| INCLUDING | S JOINT VE | | | |
| 0. | CIN /FCRN | | Other r numbe | egistration r | Name of company | | Holding/ Subsidiary int Ventur | /Associate/Jo e | % of shar held |
| 1 | U70100CH2005PTC03089 | 7 | | | BUIL | DIANT DCON | | osidiary | 80 |

| S. No. | CIN /FCRN | Other registration number | Name of the company | Holding/ Subsidiary/Associate/Jo int Venture | % of shares held |
|-----------|-----------------------|---------------------------|--|--|------------------------|
| 1 | U70100CH2005PTC030897 | | RADIANT BUILDCON PRIVATE LIMITED | Subsidiary | 80 |
| 2 | U40300UP2015PTC072561 | | AVADHRAJ ENERGY PRIVATE LIMITED | Subsidiary | 60 |
| 3 | U28999UP2022PTC162383 | | AVADH TECHNOMETALS PRIVATE LIMITED | Subsidiary | 75 |
| 4 | U27106WB1995PTC073623 | | SUBHAMOTI EXPORTS PVT. LTD. | Associate | 40.69 |
| 5 | U65999WB1995PTC073391 | | SUBHAMOTI FINANCE PVT LTD | Subsidiary | 58.38 |
| 6 | | LUC/0002351 | PPMPPL AVADH JV | Joint Venture | 49 |
| 7 | U74900PN2014PTC152326 | | NOVIUS TECHNOLOGIES INDIA PRIVATE LIMITED | Subsidiary | 60 |
| 8 | | LUC/0019171 | AVADH RAIL - PPMPPL JV | Joint Venture | 49 |

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 | 2000000.00 | 534580.00 | 534580.00 | 534580.00 |
| Total amount of equity shares (in rupees) | 2000000.00 | 5345800.00 | 5286550.00 | 5286550.00 |

| ı | NI. | ım | hor | ٥f | ام | lasses | |
|---|-----|----|-----|----|----|--------|--|
| ı | ΝI | JM | ner | OT | CI | iasses | |

1

| Class of shares Equity | Authorised Capital | Issued capital | Subscribed Capital | Paid Up capital |
|--|--------------------|----------------|--------------------|-----------------|
| Number of equity shares | 2000000 | 534580 | 534580 | 534580 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 2000000.00 | 5345800.00 | 5286550 | 5286550 |

(b) Preference share capital

| Particulars | Authorised Capital | Issued capital | Subscribed capital | Paid Up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0.00 | 0.00 | 0.00 | 0.00 |
| Total amount of preference shares (in rupees) | 0.00 | 0.00 | 0.00 | 0.00 |

| Num | ber | of c | lasses |
|-----|-----|------|--------|
| | | | |

| 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

| Particulars | Number of shares | | | Total Nominal Amount | Total Paid-up amount | Total premium |
|--|------------------|-------|-----------|-------------------------|----------------------|------------------|
| | Physical | DEMAT | Total | | | |
| (i) Equity shares | | | | | | |
| At the beginning of the year | 534580 | 0 | 534580.00 | 5286550 | 5286550 | |
| Increase during the year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0 |
| i Public Issues | 0 | 0 | 0.00 | 0 | 0 | |
| ii Rights issue | 0 | 0 | 0.00 | 0 | 0 | |
| iii Bonus issue | 0 | 0 | 0.00 | 0 | 0 | |
| iv Private Placement/ Preferential allotment | 0 | 0 | 0.00 | 0 | 0 | |
| v ESOPs | 0 | 0 | 0.00 | 0 | 0 | |
| vi Sweat equity shares allotted | 0 | 0 | 0.00 | 0 | 0 | |
| vii Conversion of Preference share | 0 | 0 | 0.00 | 0 | 0 | |
| viii Conversion of Debentures | 0 | 0 | 0.00 | 0 | 0 | |
| ix GDRs/ADRs | 0 | 0 | 0.00 | 0 | 0 | |

| Particulars | | Number of share | es | Total Nominal Amount | Total Paid-up amount | Total premium |
|------------------------------------|-----------|-----------------|-----------|-------------------------|----------------------|------------------|
| x Others, specify NIL | 0 | 0 | 0.00 | 0 | 0 | |
| Decrease during the year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0 |
| i Buy-back of shares | 0 | 0 | 0.00 | 0 | 0 | |
| ii Shares forfeited | 0 | 0 | 0.00 | 0 | 0 | |
| iii Reduction of share capital | 0 | 0 | 0.00 | 0 | 0 | |
| iv Others, specify Not Applicable | 0 | 0 | 0.00 | | 0 | |
| At the end of the year | 534580.00 | 0.00 | 534580.00 | 5286550.00 | 5286550.00 | |
| (ii) Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0.00 | 0 | 0 | |
| Increase during the year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0 |
| i Issues of shares | 0 | 0 | 0.00 | 0 | 0 | |
| ii Re-issue of forfeited shares | 0 | 0 | 0.00 | 0 | 0 | |
| iii Others, specify | 0 | 0 | 0.00 | 0 | 0 | |
| Decrease during the year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0 |
| i Redemption of shares | 0 | 0 | 0.00 | 0 | 0 | |
| ii Shares forfeited | 0 | 0 | 0.00 | 0 | 0 | |
| iii Reduction of share capital | 0 | 0 | 0.00 | 0 | 0 | |
| iv Others, specify NIL | 0 | 0 | 0.00 | | 0 | |
| At the end of the year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

| | npany | | | | | | |
|---|------------|--------------------|----------------|---------------|---------------|-----------|--|
| Details of stock split/consolidation c | during the | year (for each cla | iss of shares |) | 0 | | |
| Class of s | shares | | | | | | |
| Before split / Consolidation | Nu | mber of shares | | | | | |
| | Fac | ce value per share | | | | | |
| After split / consolidation | Nu | mber of shares | | | | | |
| | Fac | ce value per share | | | | | |
| Details of shares/Debentures Trans ince the incorporation of the comp | | closure date of la | st financial y | ear (or in th | e case of the | first ret | turn at any time |
| / Nil | | | | | | | |
| lumber of transfers | | | | | | | |
| tachments: | | | | | | | |
| | | | | | | | |
| 1. Details of shares/Debentu | ıres Trans | fers | | | | | |
| Debentures (Outstanding as at the | | | | | | | |
| Debentures (Outstanding as at the a) Non-convertible debentures | | | | | 0 | | |
| 1. Details of shares/Debentu Debentures (Outstanding as at the a) Non-convertible debentures Number of classes Classes of non-convertible debent | end of fi | | ts | Nominal va | | (Out | I value standing at the of the year) |
| Debentures (Outstanding as at the a) Non-convertible debentures Number of classes | end of fi | nancial year) | ts | | | (Out | standing at the |
| Debentures (Outstanding as at the a) Non-convertible debentures Number of classes | end of fi | nancial year) | ts | | | (Out | standing at the |
| Debentures (Outstanding as at the a) Non-convertible debentures Number of classes Classes of non-convertible debent | end of fi | nancial year) | at Incre | per unit | | (Out | standing at the |

| Number of classes | | | | 0 | | |
|--|---|------------------|-------------------------|------------------------|----------------|---|
| Classes of partly convertible debentures | Number of units | I | Nominal val per unit | ue | | value tanding at the f the year) |
| Total | | | | | | |
| Classes of partly convertible debentures | Outstanding as at the beginning of the year | Increa the ye | se during ear | Decrease during the | | Outstanding as at the end of the year |
| | | | | | | |
| Fully convertible debentures Number of classes | Number of 19 | | Name tree! | 0 | | |
| Fully convertible debentures | Number of units | I . | Nominal val per unit | | | value tanding at the f the year) |
| Fully convertible debentures Number of classes | Number of units | I . | | | (Outs | tanding at the |
| Fully convertible debentures Number of classes Classes of fully convertible debentures | Outstanding as at the beginning of the year | | e during | | (Outs end o | tanding at the |

| Particulars | 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 | 0.00 | 0.00 | 0.00 | 0.00 |
| Partly convertible debentures | 0.00 | 0.00 | 0.00 | 0.00 |
| Fully convertible debentures | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 0.00 | 0.00 | 0.00 | 0.00 |

| v Securities | (other | than | shares | and | debentures | 3) |
|--------------|--------|------|--------|-----|------------|----|
|--------------|--------|------|--------|-----|------------|----|

| 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, 201 | 13 |
|---|---------------------------------------|----|
|---|---------------------------------------|----|

| i * i urnover | |
|---------------|--|
| | |

4468397484

ii * Net worth of the Company

1833752637

VI SHARE HOLDING PATTERN

A Promoters

| S. No | Category | Equity | | Preference | | |
|----------|--------------------------------------|------------------|------------|------------------|------------|--|
| | | Number of shares | Percentage | Number of shares | Percentage | |
| 1 | Individual/Hindu Undivided Family | | | | | |
| | (i) Indian | 436215 | 81.60 | 0 | 0.00 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0.00 | 0 | 0.00 | |

| | (iii) Foreign national (other than NRI) | 0 | 0.00 | 0 | 0.00 |
|----|--|-----------|-------|------|------|
| 2 | Government | | | | |
| | (i) Central Government | 0 | 0.00 | 0 | 0.00 |
| | (ii) State Government | 0 | 0.00 | 0 | 0.00 |
| | (iii) Government companies | 0 | 0.00 | 0 | 0.00 |
| 3 | Insurance companies | 0 | 0.00 | 0 | 0.00 |
| 4 | Banks | 0 | 0.00 | 0 | 0.00 |
| 5 | Financial institutions | 0 | 0.00 | 0 | 0.00 |
| 6 | Foreign institutional investors | 0 | 0.00 | 0 | 0.00 |
| 7 | Mutual funds | 0 | 0.00 | 0 | 0.00 |
| 8 | Venture capital | 0 | 0.00 | 0 | 0.00 |
| 9 | Body corporate (not mentioned above) | 93600 | 17.51 | 0 | 0.00 |
| 10 | Others | 0 | 0.00 | 0 | 0.00 |
| | Total | 529815.00 | 99.11 | 0.00 | 0 |

Total number of shareholders (promoters)

| ۱ ۵ | | |
|-----|--|--|
| Ιδ | | |
| - | | |

B Public/Other than promoters

| S. No | Category | Equity | | Preference | | |
|----------|--------------------------------------|------------------|------------|------------------|------------|--|
| | | Number of shares | Percentage | Number of shares | Percentage | |
| 1 | Individual/Hindu Undivided Family | | | | | |
| | (i) Indian | 4765 | 0.89 | 0 | 0.00 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0.00 | 0 | 0.00 | |

| | (iii) Foreign national (other than NRI) | 0 | 0.00 | 0 | 0.00 |
|----|--|---------|------|------|------|
| 2 | Government | | | | |
| | (i) Central Government | 0 | 0.00 | 0 | 0.00 |
| | (ii) State Government | 0 | 0.00 | 0 | 0.00 |
| | (iii) Government companies | 0 | 0.00 | 0 | 0.00 |
| 3 | Insurance companies | 0 | 0.00 | 0 | 0.00 |
| 4 | Banks | 0 | 0.00 | 0 | 0.00 |
| 5 | Financial institutions | 0 | 0.00 | 0 | 0.00 |
| 6 | Foreign institutional investors | 0 | 0.00 | 0 | 0.00 |
| 7 | Mutual funds | 0 | 0.00 | 0 | 0.00 |
| 8 | Venture capital | 0 | 0.00 | 0 | 0.00 |
| 9 | Body corporate (not mentioned above) | 0 | 0.00 | 0 | 0.00 |
| 10 | Others | 0 | 0.00 | 0 | 0.00 |
| | Total | 4765.00 | 0.89 | 0.00 | 0 |

Total number of shareholders (other than promoters)

233

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

241.00

Breakup of total number of shareholders (Promoters + Other than promoters)

| SI.No | Category | |
|-------|--------------------------|--------|
| 1 | Individual - Female | 44 |
| 2 | Individual - Male | 194 |
| 3 | Individual - Transgender | 0 |
| 4 | Other than individuals | 3 |
| | Total | 241.00 |

| C Details of Foreign institutional investors' (FIIs) holding shares of the company | |
|--|--|
| | |

| Name of the | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|-------------|---------|-----------------------|--------------------------|-----------------------|---------------------|
| | | | | | |

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS [Details of Promoters, Members (other than promoters), Debenture holders]

| Details | At the beginning of the year | At the end of the year |
|--------------------------------|------------------------------|------------------------|
| Promoters | 8 | 8 |
| Members (other than promoters) | 233 | 233 |
| Debenture holders | 0 | 0 |

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

| Category | Number of dir beginning of t | | | | Percentage of shares held by directors as at the end of year | |
|----------------------------------|---------------------------------|-------------------|-----------|-------------------|--|-------------------|
| | Executive | Non- executive | Executive | Non- executive | Executive | Non- executive |
| A Promoter | 2 | 1 | 2 | 1 | 17.46 | 17.86 |
| B Non-Promoter | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| i Non-Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| ii Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| C Nominee Directors representing | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| i. Banks and 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 Ot | thers | 0 | 0 | 0 | 0 | 0 | 0 |
|------|-------|---|---|---|---|-------|-------|
| Tota | al | 2 | 1 | 2 | 1 | 17.46 | 17.86 |

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

| 5 | | | |
|---|--|--|--|
| | | | |

B (i) Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity shares held | Date of cessation (after closure of financial year : If any) (DD/MM/YYYY) |
|--------------------------|----------|-------------------|------------------------------|---|
| SUBHASHCHANDRA SARAFF | 00354969 | Director | 95452 | |
| ABHISHEK SARAFF | 00355289 | Managing Director | 93350 | |
| PRIYANKA SARAFF | 06420193 | Director | 0 | |
| HONEY SINGH . | 03479488 | Director | 0 | |
| KALYANARAMAN GANESAN | 02013349 | Director | 0 | |

| В | (ii) | *Particulars o | f change in | director(s | and Kev | / managerial | personnel (| during the | vea |
|---|------|----------------|-------------|-------------------|---------|--------------|-------------|------------|-----|
| - | ···, | | | a c e t e . , , , | , | , | PC: 50:c. 1 | ~~··· | , |

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation (DD/MM/YYYY) | Nature of change (Appointment/ Change in designation/ Cessation) |
|------|---------|--|---|--|
| | | | | |

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS / REQUISITIONED / NCLT/COURT CONVENED MEETINGS

| * | N | lι | ır | n | b | e | r | 0 | f | m | ۱e | e. | ti | n | gs | 1 | ٦e | l | t |
|---|---|----|----|---|---|---|---|---|---|---|----|----|----|---|----|---|----|---|---|
|---|---|----|----|---|---|---|---|---|---|---|----|----|----|---|----|---|----|---|---|

3

| Type of meeting | Date of meeting (DD/MM/YYYY) | Total Number of Members entitled to attend meeting | Attendance | |
|-----------------------------------|------------------------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Extra Ordinary general Meeting | 12/04/2024 | 241 | 7 | 79.68 |

| Annual General Meeting | 21/09/2024 | 241 | 8 | 81.39 |
|-----------------------------------|------------|-----|---|-------|
| Extra Ordinary general Meeting | 31/03/2025 | 241 | 9 | 88.96 |

B BOARD MEETINGS

*Number of meetings held

| 8 |
|---|
|---|

| S.No | Date of meeting (DD/MM/YYYY) | Total Number of directors as on the date of meeting | Attendance | |
|------|---------------------------------|---|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 03/04/2024 | 5 | 5 | 100 |
| 2 | 22/04/2024 | 5 | 5 | 100 |
| 3 | 12/08/2024 | 5 | 5 | 100 |
| 4 | 03/09/2024 | 5 | 5 | 100 |
| 5 | 22/10/2024 | 5 | 5 | 100 |
| 6 | 11/12/2024 | 5 | 5 | 100 |
| 7 | 25/02/2025 | 5 | 5 | 100 |
| 8 | 28/03/2025 | 5 | 5 | 100 |

C COMMITTEE MEETINGS

Number of meetings held

| 7 | |
|---|--|
|---|--|

| S.No | Type of meeting | Date of meeting (DD/MM/YYYY) | Total Number of Members as on the date of meeting | Attendance | |
|------|----------------------------|------------------------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit Committee Meeting | 22/04/2024 | 3 | 3 | 100 |
| 2 | Audit Committee Meeting | 12/08/2024 | 3 | 3 | 100 |
| 3 | Audit Committee Meeting | 03/09/2024 | 3 | 3 | 100 |

| 4 | Audit Committee Meeting | 28/03/2025 | 3 | 3 | 100 |
|---|---|------------|---|---|-----|
| 5 | Nomination and Remuneration Committee Meeting | 12/08/2024 | 3 | 3 | 100 |
| 6 | Nomination and Remuneration Committee Meeting | 03/09/2024 | 3 | 3 | 100 |
| 7 | Corporate Social Responsibility Committee | 16/01/2025 | 3 | 3 | 100 |

D ATTENDANCE OF DIRECTORS

| S. N o | 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 attenda nce | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attend ance | 22/08/2025 (Y/N/NA) |
| 1 | SUBHASHCHANDRA SARAFF | 8 | 8 | 100 | 2 | 2 | 100 | Yes |
| 2 | ABHISHEK SARAFF | 8 | 8 | 100 | 5 | 5 | 100 | Yes |
| 3 | PRIYANKA SARAFF | 8 | 8 | 100 | 1 | 1 | 100 | Yes |

| Ni |
|----|
| |

A *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 | Abhishek Saraff | Managing Director | 12000000 | 44170000 | 0 | 0 | 56170000.00 |
| | Total | | 12000000.00 | 44170000.00 | 0.00 | 0.00 | 56170000.00 |

| В | *Number of | CEO, CFO and Company secretary whose remuneration |
|---|--------------|---|
| | details to b | entered |

| No. | Name | Designatio | n Gross salary | Commission | Stock Option/ Sweat equity | Others | Total amount |
|---------------------------------------|---|---|-------------------------------------|---------------|-------------------------------|----------|-----------------|
| | Total | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Numbe | er of other directors v | whose remune | eration details to be | entered | 4 | | |
| S. No. | Name | Designatio | n Gross salary | Commission | Stock Option/ Sweat equity | Others | Total amount |
| 1 | Subhash Chandra Saraff | Directo | r 2400000 | 0 | 0 | 0 | 2400000.00 |
| 2 | Priyanka Saraff | Directo | r 6000000 | 44170000 | 0 | 0 | 50170000.00 |
| 3 | Kalyanaraman Ganesan | Directo | r 0 | 0 | 0 | 971000 | 971000.00 |
| 4 | Honey Singh | Directo | r 0 | 0 | 0 | 126000 | 126000.00 |
| | Total | | | | | 1007000 | |
| | ERS RELATED TO CERT | | | | | 1097000. | 53667000.00 |
| *Wheth provis f No, gi | ers related to cert ner the company has resions of the Companie ive reasons/observation | made complia es Act, 2013 de ons T – DETAILS T | nces and disclosures uring the year | D DISCLOSURES | oplicable (| 00 | 53667000.00 |
| *Wheth provis f No, gi PENAL | ner the company has a sions of the Companie ive reasons/observations | made complia es Act, 2013 de ons T – DETAILS T | nces and disclosures uring the year | D DISCLOSURES | | 00 | |

| Number of shareholder/ debenture holder Valid | *DETAILS OF COMP | OUNDING OF OFFENC | ES | ✓ Nil | | | | |
|---|--------------------------|---|------------------------|--------------------------|----------------------|---------------------|--|--|
| (a) List of share holders, debenture holders Details of Shareholders MGT 7 22082025 final.xlsm (b) Optional Attachment(s), if any MGT-8_2025.pdf (V 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 upees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8. (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 applicable rovisions of the Act during the financial year with reference to which the last return was ubmitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to ubscribe for any securities of the company. d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the ompany 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. | company/ directors/ | court/ concerned | | section under which | | compounding (in | | |
| Number of shareholder/ debenture holder (IV Attachments (a) List of share holders, debenture holders (b) Optional Attachment(s), if any MGT-8_2025.pdf (b) Optional Attachment(s), if any MGT-8_2025.pdf (c) 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 upees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8. We certify that: (a) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable rovisions 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 ubmitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to ubscribe for any securities of the company. (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the ompany exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) f section 2 of the Act are not to be included in reckoning the number of two hundred. (AVADH RAIL INFRA LIMITED | | | | | | | | |
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| (a) List of share holders, debenture holders Details of Shareholders MGT 7 22082025 final.xlsm MGT-8_2025.pdf V 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 upees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8. We certify that: The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately. Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable rovisions of the Act during the financial year. The company has not, since the date of the closure of the last financial year with reference to which the last return was ubmitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to ubscribe for any securities of the company. We have exemined the registers, records and books and papers of AVADH RAIL INFRA LIMITED As required to be LIMITED | Number of shareho | older/ debenture holde | er | | 241 | | | |
| (b) Optional Attachment(s), if any MGT-8_2025.pdf V COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES It case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore upees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8. We certify that: The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately. Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable ovisions of the Act during the financial year. The company has not, since the date of the closure of the last financial year with reference to which the last return was ibmitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to obscribe for any securities of the company. Where the annual return discloses the fact that the number of members, (except in case of 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) is section 2 of the Act are not to be included in reckoning the number of two hundred. AVADH RAIL INFRA LIMFRA LIMFRA LIMITED | IV Attachments | | | | | | | |
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| ompany exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) section 2 of the Act are not to be included in reckoning the number of two hundred. / We have examined the registers, records and books and papers of LIMITED as required to be | ibmitted or in the calls | ase of a first return sin urities of the company | ce the date of incorpo | oration of the company, | issued any invitati | on to the public to | | |
| LIMITED | ompany exceeds two | o hundred, the excess | consists wholly of per | rsons who under second | | | | |
| maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on | / We have examined | d the registers, record | s and books and pape | | NFRA as re | equired to be | | |
| | naintained under th | ne Companies Act, 201 | 3 (the Act) and the ru | les made thereunder fo | r the financial year | ended on | | |

In my/our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year 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 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 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;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 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;
- 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
- 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;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per subsections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ 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;
- 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;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 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;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

| To be digitally signed by | |
|--------------------------------|----------------|
| Name | Manohar Mishra |
| Date (DD/MM/YYYY) | 26/08/2025 |
| Place | Howrah |
| Whether associate or fellow: | |
| ○ Associate | |
| Certificate of practice number | 2*1*2 |

| *(a) DIN/PAN/Mem | 00355289 | | |
|---|--|--|---|
| *(b) Name of the De | ABHISHEK SARAFF | | |
| Declaration | | | |
| I am authorised by | the Board of Directors of the | Company vide resolution number* | 3 date |
| (DD/MM/YYYY) | 30/05/2025 | to sign this form and declare that al | the requirements of Companies Act, 20 |
| with. I further decla 1 Whatever is state subject matter of t | are that: ed in this form and in the atta his form has been suppressed | chments thereto is true, correct and c | ers incidental thereto have been complied omplete and no information material to all records maintained by the company. |
| *To be digitally sign | ned by | | |
| *Designation | | | Director |
| 'Director /Liquidator/ Int | terim Resolution Professional (IRP)/R | esolution Professional (RP)) | Director |
| | r; or PAN of the Interim Resol r Resolution Professional (RP) | 0*3*5*8* | |
| To be digitally sign | ned by | | |
| Company Secret | tary Company se | cretary in practice | |
| *Whether associate | or fellow: | | |
| Associate | Fellow | | |
| Membership numbe | 6*8*7 | | |
| Certificate of praction | ce number | | |
| | Irawn to provisions of Sectio ate and punishment for false | - | 2013 which provide for punishment for |

| eForm Service request number (SRN) | AB6197717 |
|---|-------------------------------|
| eForm filing date (DD/MM/YYYY) | 26/08/2025 |
| This eForm has been taken on file maintained by the Registrar of Companies through electr statement of correctness given by the company | onic mode and on the basis of |
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