

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

U60100MH2019PLC323444

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AASCA1201E

(ii) (a) Name of the company

API HOLDINGS LIMITED

(b) Registered office address

1st Floor, E-Shape Building, Ashok Silk Mills Compound,, 202
, L.B.S Marg, Ghatkopar (West), Mumbai
Mumbai
Mumbai
Maharashtra
400005

(c) *e-mail ID of the company

CO*****@*****.co

(d) *Telephone number with STD code

02*****00

(e) Website

www.apiholdings.in

(iii) Date of Incorporation

31/03/2019

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public 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

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(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	91.38
2	H	Transport and storage	H5	Services incidental to land, water & air transportation	8.62

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	AHWSPL INDIA PRIVATE LIMITED	U74990MH2019PTC325721	Subsidiary	100
2	ASCENT WELLNESS AND PHARMACEUTICALS PRIVATE LIMITED	U74999MH2019PTC325869	Subsidiary	100
3	AYCON GRAPH CONNECT PRIVATE LIMITED	U72900MH2019PTC327097	Subsidiary	100
4	THREPSI SOLUTIONS PRIVATE LIMITED	U74999MH2019PTC320524	Subsidiary	100
5	AYRO RETAIL SOLUTIONS PRIVATE LIMITED	U74999PN2017PTC190721	Subsidiary	100
6	AKP HEALTHCARE PRIVATE LIMITED	U24304KA2017PTC106747	Subsidiary	51.01

7	ARYAN WELLNESS PRIVATE LIM	U51909HR2017PTC071447	Subsidiary	80
8	VENKATESH MEDICO PRIVATE	U24304KA2017PTC106716	Subsidiary	51
9	MAHAVEER MEDI-SALES PRIVA	U51103KA2016PTC086880	Subsidiary	51
10	DIAL HEALTH DRUG SUPPLIES	U51101MH2015PTC270083	Subsidiary	100
11	DOCON TECHNOLOGIES PRIVA	U72900KA2016PTC126436	Subsidiary	100
12	REENAV PHARMA PRIVATE LIM	U74999MH2018PTC308208	Subsidiary	51
13	AUSHAD PHARMA DISTRIBUTO	U24290KA2018PTC119413	Subsidiary	51.1
14	DESAI PHARMA DISTRIBUTORS	U74999MH2013PTC247908	Subsidiary	100
15	EASTERN AGENCIES HEALTHC/	U74999MH2013PTC248123	Subsidiary	100
16	D. C. AGENCIES PRIVATE LIMIT	U74999DL2016PTC304376	Subsidiary	100
17	MUTHU PHARMA PRIVATE LIM	U51909TN2016PTC104638	Subsidiary	100
18	PEARL MEDICALS PRIVATE LIM	U85120TN1999PTC042837	Subsidiary	100
19	RAU AND CO PHARMA PRIVAT	U51109TN2016PTC104216	Subsidiary	100
20	SHELL PHARMACEUTICALS PRI	U51909TN2009PTC072476	Subsidiary	100
21	AVIGHNA MEDICARE PRIVATE	U51909MH2018PTC402763	Subsidiary	100
22	NUECLEAR HEALTHCARE LIMIT	U74120MH2011PLC212839	Subsidiary	100
23	THYROCARE TECHNOLOGIES L	L85110MH2000PLC123882	Subsidiary	71.14
24	AKNA MEDICAL PRIVATE LIMIT	U74999HR2018PTC073972	Subsidiary	68.67
25	EQUINOX LABS PRIVATE LIMIT	U74999MH2017PTC297024	Associate	30
26	ALLUMER MEDICAL PRIVATE LI	U33110DL2014PTC268297	Subsidiary	100
27	SUPPLYTHIS TECHNOLOGIES P	U51909KA2021PTC148214	Subsidiary	100
28	HEALTHCHAIN PRIVATE LIMITE	U72900KA2021PTC147222	Subsidiary	70
29	CARE EASY HEALTH TECH PRIV	U85100MH2021PTC371921	Subsidiary	100
30	IMPEX HEALTHCARE PRIVATE L	U51900DL2020PTC370176	Associate	26
31	SHREEJI DISTRIBUTORS PHARM	U52310MH2006PTC159945	Subsidiary	100

32	VARDHMAN HEALTH SPECIALI	U85110KA1997PTC022000	Subsidiary	100
33	MARG ERP LIMITED	U72200DL2000PLC108674	Associate	49.17
34	Thyrocare Laboratories (Tanza		Joint Venture	50
35	THINK HEALTH DIAGNOSTICS I	U85300TZ2022PTC039112	Subsidiary	100

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	30,000,000,000	6,240,435,432	6,240,435,432	6,240,435,432
Total amount of equity shares (in Rupees)	30,000,000,000	6,240,435,432	6,240,435,432	6,240,435,432

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of FV of Re.1/- each				
Number of equity shares	30,000,000,000	6,240,435,432	6,240,435,432	6,240,435,432
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	30,000,000,000	6,240,435,432	6,240,435,432	6,240,435,432

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	5,000,000,000	256,536,447	256,536,447	256,536,447
Total amount of preference shares (in rupees)	5,000,000,000	256,536,447	256,536,447	256,536,447

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares of FV of Re. 1/- each				
Number of preference shares	5,000,000,000	256,536,447	256,536,447	256,536,447
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	5,000,000,000	256,536,447	256,536,447	256,536,447

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	6,142,041,061	42041070	6,142,041,061	6,142,041,061	
Increase during the year	0	98,394,362	98394362	98,394,362	98,394,362	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	
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	98,394,362	98394362	98,394,362	98,394,362	
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	6,240,435,462	40435432	6,240,435,462	6,240,435,462	
Preference shares						

At the beginning of the year	0	54,834,727	54834727	54,834,727	54,834,727	
Increase during the year	0	206,619,848	206619848	206,619,848	206,619,848	0
i. Issues of shares	0	206,619,848	206619848	206,619,848	206,619,848	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
0						
Decrease during the year	0	4,918,128	4918128	4,918,128	4,918,128	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
Conversion of Convertible Preference Shares into E	0	4,918,128	4918128	4,918,128	4,918,128	
At the end of the year	0	256,536,447	256536447	256,536,447	256,536,447	

ISIN of the equity shares of the company

INE0DJ201029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☒ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input style="width: 100%;" type="text"/>			
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	
Ledger Folio of Transferor				<input style="width: 100%;" type="text"/>			
Transferor's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input style="width: 100%;" type="text"/>			
Transferee's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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	231,867	1,00,000	23,186,700,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			23,186,700,000

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	23,186,700,000	1,000,000,000	1,000,000,000	23,186,700,000
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

5,137,469,277

(ii) Net worth of the Company

21,992,597,302

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)	0	0	0	0
10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(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	1,365,354,839	21.88	69,034,501	26.91
	(ii) Non-resident Indian (NRI)	21,226,357	0.34	55,091,337	21.48
	(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)	4,422,364,840	70.87	128,507,726	50.09
10.	Others AIF , Trust and Association c	431,489,396	6.91	3,902,883	1.52
	Total	6,240,435,432	100	256,536,447	100

Total number of shareholders (other than promoters)

28,739

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

28,739

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

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	20,950	28,739
Debenture holders	3	6

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	3	7	3	7	1.35	0.52
(i) Non-Independent	3	3	3	3	1.35	0.21
(ii) Independent	0	4	0	4	0	0.31
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	7	3	7	1.35	0.52

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

12

(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)
ADITYA PURI	00062650	Director	13,117,280	
DEEPAK CALIAN VAIR	00337276	Director	19,452,230	
SUBRAMANIAM SOMA	01494407	Director	0	
ANKUR NAND THADA	03566737	Director	0	
JAYDEEP DAHYALAL	05014753	Director	183,370	
SIDDHARTH BHASKAR	05186193	Managing Director	40,887,880	
HARSH SHAILESH PA	06661731	Whole-time director	13,543,750	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VINEETA RAI	07013113	Director	0	
ASHUTOSH SHARMA	07825610	Director	0	
DHARMIL NIRUPAM S	06999772	Whole-time director	30,053,650	
YATHARTH BHARGO	AJCPB3075H	CFO	0	
DRASHTI SHRIRAM S	AUHPS6598N	Company Secretary	0	

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

2

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)
DHAVAL RAJESH S	07485688	CFO	03/10/2023	Cessation
YATHARTH BHARGO	AJCPB3075H	CFO	03/10/2023	Appointment

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

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

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Court Convened Meeting - E	27/07/2023	25,102	39	3.16
Court Convened Meeting - p	27/07/2023	391	8	19.34
Annual General Meeting	30/12/2023	24,327	64	1.21

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2023	10	10	100
2	31/05/2023	10	9	90

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	21/06/2023	10	10	100
4	15/07/2023	10	10	100
5	21/07/2023	10	8	80
6	24/07/2023	10	10	100
7	24/08/2023	10	8	80
8	17/11/2023	10	9	90
9	05/12/2023	10	8	80
10	30/12/2023	10	8	80
11	20/01/2024	10	8	80

C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	21/07/2023	3	3	100
2	AUDIT COMM	04/08/2023	3	3	100
3	AUDIT COMM	05/12/2023	3	3	100
4	NOMINATION	21/07/2023	3	2	66.67
5	NOMINATION	05/12/2023	3	2	66.67
6	NOMINATION	20/01/2024	3	2	66.67

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	30/09/2024
								(Y/N/NA)

1	ADITYA PURI	11	10	90.91	0	0	0	Yes
2	DEEPAK CAL	11	11	100	6	6	100	Yes
3	SUBRAMANIA	11	11	100	3	3	100	Yes
4	ANKUR NANE	11	6	54.55	3	1	33.33	No
5	JAYDEEP DA	11	10	90.91	3	2	66.67	Yes
6	SIDDHARTH I	11	11	100	0	0	0	Yes
7	HARSH SHAI	11	11	100	3	3	100	Yes
8	VINEETA RAI	11	11	100	0	0	0	Yes
9	ASHUTOSH S	11	9	81.82	0	0	0	Yes
10	DHARMIL NIF	11	8	72.73	0	0	0	Yes

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SIDDHARTH BHAS	MANAGING DIF	15,000,000	0		0	15,000,000
2	HARSH SHAILESH	WHOLE-TIME C	15,000,000	0		0	15,000,000
3	DHARMIL NIRUPAI	WHOLE-TIME C	15,000,000	0		0	15,000,000
	Total		45,000,000	0	0	0	45,000,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DRASHTI SHRIRAM	COMPANY SEC	7,200,000	0		0	7,200,000
2	YATHARTH BHAR	CFO	8,408,720	0		0	8,408,720
	Total		15,608,720	0		0	15,608,720

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JAYDEEP TANK	NDEPENDENT	1,200,000	0	0	0	1,200,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	DEEPAK VAIDYA	NDEPENDENT	2,500,000	0	0	0	2,500,000
3	VINEETA RAI	NDEPENDENT	2,500,000	0	0	0	2,500,000
4	SUBRAMANIAM SC	NDEPENDENT	4,500,000	0	0	0	4,500,000
5	ADITYA PURI	DIRECTOR	0	0	0	0	0
6	ANKUR NAND THA	DIRECTOR	0	0	0	0	0
7	ASHUTOSH SHARI	DIRECTOR	0	0	0	0	0
	Total		10,700,000	0	0	0	10,700,000

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

Hemanshu Upadhyay

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

20259

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.

Declaration

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

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dated

27/08/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SIDDHARTH
BHASKAR
SHAH
Digitally signed by
SIDDHARTH
BHASKAR SHAH
Date: 2024.11.29
17:30:05 +05'30'

DIN of the director

0*1*6*9*

To be digitally signed by

DRASHTI
SHRIRAM
SHAH
Digitally signed by
DRASHTI SHRIRAM
SHAH
Date: 2024.11.29
17:28:48 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

2*9*8

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 Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders and Debentureholders
Clarification Letter_Revised_v1.pdf
MGT-8 API 2024.pdf
Declaration Under Benefical Interest.pdf

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



HRU & ASSOCIATES

Company Secretaries

Hemanshu R. Upadhyay B. Com., A.C.S.

Mobile(s): 9967744943/8104259060

E-mail:

hemanshu.upadhyay14@gmail.com

rocfilings.14091990@gmail.com

OFFICE: B-7, Sai Krupa Mall, Opp Dahisar Railway Station West, Mumbai- 400068.

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

I have examined the registers, records and books and papers of **API Holdings Limited** (the "**Company**") (CIN: U60100MH2019PLC323444) having registered office at 1st Floor, E-Shape Building, Ashok Silk Mills Compound, 202, L.B.S Marg, Ghatkopar (West), Mumbai- 400086, Maharashtra, India, as required to be maintained under the Companies Act, 2013 (the "**Act**") and the rules made there under for the financial year ended March 31, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me 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 2023-24 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 is active - **During the year under review, the Company was a Public Limited Company limited by shares.**
2. maintenance of all the registers and records and has made entries therein within the time prescribed.
3. filing of the forms and returns as required under the Act, with the Registrar of Companies (ROC), Regional Director, Central Government, ~~Tribunal, other Court or other authorities~~, wherever applicable within/beyond the time prescribed under the Act.
4. calling/ convening/ holding meetings of the Board of Directors or committees thereof 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 passed by the Board of Directors and /or the members of the Committees of the Board of Directors and resolutions passed by shareholders of the Company through postal ballot if any have been properly recorded in their Minutes Book/Register Maintained for the purpose and same have been signed. **Pursuant to receipt of approval of the Registrar of Companies for extension of convening Annual General Meeting ("AGM") for the financial year 2022-23, the AGM of the shareholders of the Company was duly called and convened on December 30, 2023 in accordance of the provisions of the Act and the rules made thereunder.**



HRU & ASSOCIATES

Company Secretaries

Hemanshu R. Upadhyay B. Com., A.C.S.

Mobile(s): 9967744943/8104259060

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hemanshu.upadhyay14@gmail.com

rocfilings.14091990@gmail.com

OFFICE: B-7, Sai Krupa Mall, Opp Dahisar Railway Station West, Mumbai- 400068.

5. closure of Register of Members/Security holders as the case may be. **The Company was not required to close its registers of members/security holders during the financial year under review. The Company has fixed record date for various corporate actions.**
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act- **There were no transactions undertaken which would fall within the purview of Section 185 of the Act during the Financial Year under review.**
7. contracts/ arrangements with related parties as specified in section 188 of the Act - **As informed and on the basis of documents furnished, it has been observed that the Company has entered into transactions with the Related Parties in compliance with the provisions of 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/credit of shares in all instances.-

As informed and on the basis of documents furnished, it has been observed that during the period under review,

- the Company has issued and allotted compulsorily convertible preference shares series B ("CCPS B") on rights issue basis.
 - the Company issued and allotted non-convertible debentures in accordance with the provisions of the Act and rules made thereunder.
 - the Company also redeemed non-convertible debentures in accordance with the provisions of the Act.
 - the Company had converted compulsorily convertible preference shares series A ("CCPS A") and CCPS B into equity shares as per the terms of their respective letters of offer and in terms of the provisions of the articles of association of the Company.
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 **(not applicable to the Company during the financial year under review).**
 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; **(not applicable to the Company during the financial year under review).**
 11. signing of the audited financial statement was done as per the provisions of section 134 of the Act and the report of directors was in accordance with the provisions of sub-section (3), (4), and (5) of Section 134 of the Act.



HRU & ASSOCIATES
Company Secretaries

Hemanshu R. Upadhyay B. Com., A.C.S.

Mobile(s): 9967744943/8104259060

E-mail:

hemanshu.upadhyay14@gmail.com

rocfilings.14091990@gmail.com

OFFICE: B-7, Sai Krupa Mall, Opp
Dahisar Railway Station West,
Mumbai- 400068.

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. **(not applicable to the Company during the financial year under review).**
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities as may be applicable, under the various provisions of the Act.
15. acceptance/ renewal/ repayment of deposits. **(not applicable to the Company during the financial year under review);**
16. borrowing from ~~its director, members~~, public financial institutions, banks and others and creation/modification/satisfaction of charge in respect of charge wherever applicable;
17. loans and investment or guarantee given or providing of securities to other body corporates or person failing under the provisions of Section 186 of the Act;
18. Alteration of the provisions of the memorandum and articles of association of the Company. **(During the year under review, the Company had altered its memorandum of association by way of an increase in authorised share capital of the Company and there was no alteration to the articles of association.)**

For HRU & Associates
Company Secretaries

HEMANSHU ROHIT UPADHYAY
UPADHYAY

Digitally signed by HEMANSHU
ROHIT UPADHYAY
Date: 2024.11.29 13:52:17
+05'30'

Hemanshu Upadhyay
Proprietor
Membership No. 46800
C.P. No. 20259
UDIN: A046800F003094944
Date: 29/11/2024
Place: Mumbai



API HOLDINGS LIMITED

Date: November 28, 2024

To,
Registrar of Companies, Maharashtra, Mumbai
100 "Everest", Marine Drive,
Mumbai – 400002.

Sub: Submission of information in the e-form MGT-7 i.e. Annual Return of API Holdings Limited ("Company") for the financial year ended on March 31, 2024.

Respected Sir,

This is to inform your good office that, the Company hereby wishes to provide the clarification for the details mentioned in against the following sections of the Form MGT-7 filed for the financial year ended on March 31, 2024.

1. Details of directors and key managerial personnel:

In the point number VIII (B) (i) of Form MGT 7, the Company is required to provide the details of directors and key managerial personnel ("KMP"), the Company has provided the details of directors and key managerial personnel as on the closure of financial year basis the drop down available in the Form MGT 7. However, the Company also has other KMP (in addition of KMP mentioned in Form MGT 7) as on the closure of the financial year. The details of the same are as below:

Details of other KMP (in addition of KMP mentioned in Form MGT 7) 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)
Hardik Dedhia	AMOPD1450D	Co-founder and chief Business Officer	1,35,97,870	-
Dhaval Shah	BQCPS5912E	Co-founder and chief Business Officer	1,15,04,075	-
Akarsh Bharadwaj	AOZPB8506K	Chief Strategy Officer	0	-
Savita Sharma	BCBPS4118M	Chief Human Resource Officer	37,290	-
Rahul Guha	AEOPG8099M	President Operations	0	-

2. 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 on of the company):

Under point IV(i)(b) of Form MGT 7, the Company is required to furnish the number of classes of preference shareholders, as per Company's financial statements the company has classified a Class of Compulsory Convertible preference share Capital into two types i.e. Compulsory Convertible

CIN No.: **U60100MH2019PLC323444**

Registered office: 1st Floor, E-Shape Building, Ashok Silk Mills Compound, 202, L.B.S Marg, Ghatkopar (West), Mumbai 400086, Maharashtra, India

Telephone number: +91 22 6864 5200 | **Email:** corporatesecretarial@apiholdings.in

Website: www.apiholdings.in



API HOLDINGS LIMITED

Preference Shares Series A ("CCPS A") and Compulsory Convertible Preference Shares Series B ("CCPS B") under same class of preference share capital.

Under Point IV(iii) of Form MGT-7, the Company is required to furnish information regarding the transfer of shares/debentures transfer since closure date of last financial year. The Company would like to clarify that all shares and debentures are held in dematerialized (demat) form. It is pertinent to note that transfers in demat mode are facilitated by the depositories independently, without any involvement from the Company. Therefore, in point IV(iii), is marked as "Not Applicable."

3. Particulars of Holding, Subsidiary and Associate Companies (Including Joint Ventures)

Under Point No. III the Company is required to provide the details of Holding, Subsidiary and Associate Companies (Including Joint Ventures), the Company has provided the details of Holding, Subsidiary and Associate Companies (Including Joint Ventures), as on the closure of financial year basis the drop down available in the Form MGT 7. However, the Company also has LLP as Subsidiary as on the closure of the financial year. The details of the same are as below:

Sr. no.	Name of the LLP	LLP No	Holding/Subsidiary/ Associate/Joint venture	% of shares held
1	Pulse Hitech (Ghatkopar) LLP	ABC-1246	Subsidiary	51

Given the aforementioned circumstances, we kindly request your consideration and acknowledgment of the provided details.

Thanking you.

Yours faithfully,

For API HOLDINGS LIMITED



Siddharth Bhaskar Shah

Managing Director and Chief Executive Officer

DIN: 05186193

Address: Opposite Odeion Cinema, 701/702 B Wing, Kailash Tower,
Vallabh Baug Lane, Ghatkopar (East), Mumbai 400 075.

CIN No.: U60100MH2019PLC323444

Registered office: 1st Floor, E-Shape Building, Ashok Silk Mills Compound, 202, L.B.S Marg,
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API HOLDINGS LIMITED

DETAILS OF DESIGNATED PERSONS IDENTIFIED U/S 89 AND 90 OF THE COMPANIES ACT, 2013 READ WITH RULE 9 OF THE COMPANIES (MANAGEMENT OF ADMINISTRATION RULES) 2014:

In accordance with Rule 9 of the Companies (Management and Administration) Rules, 2014, the details of the designated person appointed by the Company is required to be disclosed in the Annual Return of the Company. The prescribed form MGT-7, does not include any specific field for providing such information however, we hereby declare that the Company Secretary of the Company shall be deemed to be designated person for furnishing and extending co-operation for providing information to the Registrar or any other authorized officer with respect to the beneficial interest in shares of the Company in accordance with Rule 9 of Companies (Management and Administration) Rules, 2014.

For API HOLDINGS LIMITED



Siddharth Bhaskar Shah

Managing Director and Chief Executive Officer

DIN: 05186193

Address: Opposite Odeon Cinema, 701/702 B Wing, Kailash Tower,
Vallabh Baug Lane, Ghatkopar (East), Mumbai 400 075

Date: November 29, 2024

Place: Mumbai

CIN No.: **U60100MH2019PLC323444**

Registered office: 1st Floor, E-Shape Building, Ashok Silk Mills Compound, 202, L.B.S Marg,
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