

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

U24100DL2016PLC358399

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCH9368N

(ii) (a) Name of the company

HINDUSTAN URVARAK & RASA

(b) Registered office address

Core-4, 9th Floor Scope Minar, Laxmi Nagar, District Centre
New Delhi NA
Delhi
East Delhi
Delhi
110002

(c) *e-mail ID of the company

IT*****ET.IN

(d) *Telephone number with STD code

01*****10

(e) Website

WWW.HURL.NET.IN

(iii) Date of Incorporation

15/06/2016

(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

U72400MH2004PLC147094

Pre-fill

Name of the Registrar and Transfer Agent

NSDL DATABASE MANAGEMENT LIMITED

Registered office address of the Registrar and Transfer Agents

4th Floor, Tower 3, One International Center Senapati Bapat
Marg, Prabhadevi, Mumbai - 400 013 Delisle Road

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

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

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

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	12,000,000,000	7,928,980,000	7,928,980,000	7,928,980,000
Total amount of equity shares (in Rupees)	120,000,000,000	79,289,800,000	79,289,800,000	79,289,800,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	12,000,000,000	7,928,980,000	7,928,980,000	7,928,980,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	120,000,000,000	79,289,800,000	79,289,800,000	79,289,800,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	6,887,890,000	6887890000	68,878,900,000	68,878,900,000	
Increase during the year	0	1,041,090,000	1041090000	10,410,900,000	10,410,900,000	
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	1,041,090,000	1041090000	10,410,900,000	10,410,900,000	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	7,928,980,0	7928980000	79,289,800,	79,289,800	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE089101013

(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 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"/>			
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

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

148,947,545,744

(ii) Net worth of the Company

96,607,703,205

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	7,928,980,000	100	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	7,928,980,000	100	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

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

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

Details	At the beginning of the year	At the end of the year
Promoters	8	8
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
A. Promoter	0	7	0	7	0	0
B. Non-Promoter	1	0	1	0	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	7	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)
DEBASISH NANDA	09015566	Director	1	
DEVENDRA SINGH S	09065182	Director	0	30/04/2024
SIBA MOHANTY PRAS	05336787	Managing Director	0	
ABANI KANTA SAMAN	07090691	Nominee director	0	30/06/2024
RENU NARANG	08070565	Director	1	06/05/2024
SUBHAJIT SARKAR	09706305	Director	0	10/05/2024
PADAMSING PRADIP	09747446	Nominee director	0	03/04/2024
KSHANMUGHA SUND	10347322	Additional director	0	04/09/2024
ANURAG SHUKLA	AJDPS7333J	CFO	0	07/06/2024
SIBA MOHANTY PRAS	AFIPM2068K	CEO	0	
ITI MATTA	BKIPS3160A	Company Secretar	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)
PADAMSING PRAD	09747446	Nominee director	21/09/2023	Regularised in AGM
KSHANMUGHA SUI	10347322	Additional director	06/12/2023	Appointment
UJJWAL KANTI BH	08734219	Director	30/11/2023	Cessation
SHRI K.P. GUPTA	AAAPG0650J	Company Secretary	15/07/2023	Cessation
ITI MATTA	BKIPS3160A	Company Secretary	10/08/2023	Appointment
SIBA MOHANTY PR	05336787	Managing Director	21/09/2023	Regularised in AGM

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENEED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	21/09/2023	8	8	100

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2023	8	7	87.5
2	15/05/2023	8	6	75
3	02/06/2023	8	5	62.5
4	10/08/2023	8	7	87.5
5	12/09/2023	8	5	62.5
6	21/09/2023	8	7	87.5
7	09/10/2023	8	7	87.5
8	19/12/2023	8	8	100
9	18/03/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	11/04/2023	4	4	100
2	Audit Committee	11/05/2023	4	4	100
3	Audit Committee	10/08/2023	4	4	100
4	Audit Committee	07/09/2023	4	4	100
5	Audit Committee	08/12/2023	4	3	75
6	Audit Committee	18/03/2024	4	4	100
7	Nomination & Remuneration	11/04/2023	3	3	100

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
8	Nomination &	09/08/2023	3	3	100
9	Nomination &	06/09/2023	3	3	100
10	Nomination &	13/11/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 20/09/2024 (Y/N/NA)
		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	DEBASISH NA	9	9	100	0	0	0	Yes
2	DEVENDRA S	9	8	88.89	11	11	100	Not Applicable
3	SIBA MOHAN	9	9	100	3	3	100	Yes
4	ABANI KANTA	9	8	88.89	14	14	100	Not Applicable
5	RENU NARAN	9	8	88.89	9	9	100	Not Applicable
6	SUBHAJIT SA	9	5	55.56	3	3	100	Not Applicable
7	PADAMSING	9	7	77.78	6	5	83.33	Not Applicable
8	KSHANMUGH	2	2	100	1	1	100	Not Applicable

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	SIBA MOHANTY PH	Managing Direct	1,810,090	0	0	225	1,810,315
	Total		1,810,090	0	0	225	1,810,315

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANURAG SHUKLA	CFO	7,353,914	0	0	0	7,353,914
2	K.P. Gupta	Company Secre	1,402,258	0	0	640,644	2,042,902
3	ITI MATTA	Company Secre	2,215,954	0	0	578	2,216,532
	Total		10,972,126	0	0	641,222	11,613,348

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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. ... dated

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

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

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

To be digitally signed by

Director 

DIN of the director

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 Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf
Clarification letter Final.pdf
Details of Committe meetings.pdf
MGT-8.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



हिंदुस्तान उर्वरक एवं रसायन लिमिटेड
HINDUSTAN URVARAK & RASAYAN LTD.
(A Joint Venture of NTPC, CIL, IOCL, FCIL & HFCL)

Date: 12th November, 2024

To,
Registrar of Companies,
Delhi and Haryana
4th Floor, IFCI Tower, 61, Nehru Place,
New Delhi - 110019.

Subject: Clarification with respect to Designated Person under Section 89 of Companies Act, 2013 read with Rule 9(4) of Companies (Management and Administration) Rules, 2014

Respected Sir/Madam,

In accordance with Rule 9(4) of the Companies (Management and Administration) Rules, 2014, the details of the designated person appointed are required to be disclosed in the Annual Return of the Company.

However, as the prescribed form does not include a specific field for this information, we are providing the details as part of this clarification letter.

In this regard, please be informed that, Smt. Iti Matta (Membership No: F8120), Company Secretary of the Company shall be the designated Person who will be responsible for furnishing and extending co-operation for providing information to the Registrar or any other authorized officer with respect to beneficial interest in shares of Company under the Act in accordance with Rule 9(4) of Companies (Management and Administration) Rules, 2014. She continues to remain the designated person as on March 31, 2024.

We request you to take the same on record.

Thanking you in anticipation.

Yours truly,

For Hindustan Urvarak & Rasayan Ltd.
Core 4, 9th Floor, Scope Minar, Laxmi Nagar,
District Centre, New Delhi-110092

Iti Matta
12/11/2024

Name: Iti Matta
Designation: Company Secretary
Membership No: F8120



हिन्दुस्तान उर्वरक एवं रसायन लिमिटेड
HINDUSTAN URVARAK & RASAYAN LTI
(A Joint Venture of NTPC, CIL, IOCL, FCIL & HFCL)

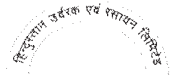
DETAILS OF OTHER COMMITTEE MEETINGS AS ON 31.03.2024

S.No.	Type of meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Number of Members Attended	% of Attendance
1.	Audit Committee	11/04/2023	4	4	100
2.	Audit Committee	11/05/2023	4	4	100
3.	Audit Committee	10/08/2023	4	4	100
4.	Audit Committee	07/09/2023	4	4	100
5.	Audit Committee	08/12/2023	4	3	75
6.	Audit Committee	18/03/2024	4	4	100
7.	Nomination & Remuneration Committee	11/04/2023	3	3	100
8.	Nomination & Remuneration Committee	09/08/2023	3	3	100
9.	Nomination & Remuneration Committee	06/09/2023	3	3	100
10.	Nomination & Remuneration Committee	13/11/2023	3	3	100
11.	Nomination & Remuneration Committee	08/03/2024	3	3	100
12.	Corporate Social Responsibility	09/11/2023	4	4	100
13.	Corporate Social Responsibility	19/02/2024	4	4	100
14.	Corporate Social Responsibility	18/03/2024	4	4	100

TRUE COPY

Iti Matta

ITI MATTA
Company Secretary
हिन्दुस्तान उर्वरक एवं रसायन लिमिटेड
HINDUSTAN URVARAK & RASAYAN LTD.
(A Joint Venture of NTPC, CIL, IOCL, FCIL & HFCL).
FCS No. 8120



(HURL)

हिंदुस्तान उर्वरक एवं रसायन लिमिटेड
HINDUSTAN URVARAK & RASAYAN LTD.
(A Joint Venture of NTPC, CIL, IOCL, FCIL & HFCL)

List of Shareholders as on 31.03.2024

Sl. No.	Name of the Shareholder	Mode (Physical / Demat)	No. of Shares Held (of Rs.10/- each) as on 31.03.2024	Class of Shares
1.	Coal India Limited (CIL)	DEMAT	2,64,29,84,999	Equity Shares
2.	CIL with Shri Debasish Nanda	DEMAT	1	Equity Shares
3.	NTPC Limited (NTPC)	DEMAT	2,64,29,84,999	Equity Shares
4.	Ms. Renu Narang (holding share on behalf of NTPC)	DEMAT	1	Equity Shares
5.	Indian Oil Corporation Limited (IOCL)	DEMAT	2,64,29,84,999	Equity Shares
6.	Shri Sanjay Kaushal (holding share on behalf of IOCL)	DEMAT	1	Equity Shares
7.	Fertilizer Corporation of India Limited (FCIL)	DEMAT	16,667	Equity Shares
8.	Hindustan Fertilizer Corporation Limited (HFCL)	DEMAT	8,333	Equity Shares
	Total		792,89,80,000	

Iti Matla

ITI MATTA
Company Secretary

हिंदुस्तान उर्वरक एवं रसायन लिमिटेड
HINDUSTAN URVARAK & RASAYAN LTD.
(A Joint Venture of NTPC, CIL, IOCL, FCIL & HFCL).
FCS No. 8120



Arun Kumar Gupta & Associates

COMPANY SECRETARIES

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 **HINDUSTAN URVARAK & RASAYAN LIMITED (the Company)** as required to be maintained under **The Companies Act, 2013 (the Act)** and the rules made thereunder for the financial year ended on **31st March, 2024**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents,

We certify that:

A. the Annual Return 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 therefore.
3. filing of forms and returns, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time:

During the year the company has filed all the forms and returns with the Registrar of Companies within the prescribed time or in case of delay, with requisite additional fees.

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:

During the year the Company has complied with the provisions of calling/convening/holding meeting of the Board of Directors or its committees and members as stated in Annual Return and minutes were duly recorded in the minutes book kept for the purpose;



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

The Company is not required to close its register of Members/ Security holders during the aforesaid financial year;

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

The Company has not made any loan and advance to its directors 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:

The Company has made contracts/arrangements with related parties as specified in Section 188 of the Act.

All related party transactions covered under Section 188 of Companies Act, 2013 were entered by the Company in the ordinary course of business and on an arm's length basis.

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:

During the year under review, there was no transfer, transmission or buy back of securities/redemption of preference shares or debentures/ reduction of share capital/conversion of shares/securities.

However, during the year under review, the Company has issued and allotted

A) 1,04,10,90,000 , Equity Shares of nominal value of Rs. 10/- per share at par, on rights basis to Coal India Limited, NTPC Limited and Indian Oil Corporation Limited, in equal proportion.

9. Keeping in abeyance the rights to dividend, rights issue shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act:

There was no instance for keeping in abeyance the rights to dividend, rights issue shares and bonus shares pending registration of transfer of shares;

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

The Company has not declared/paid any dividend. Further, there were no amounts which were required to be transferred to 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 sub - sections (3), (4) and (5) thereof:

The audited Financial Statements and Report of the Directors for the Financial Year ended on 31st March 2023 were signed as per the provisions of Section 134 of the Act;

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

The Company is in compliance with respect to the constitution/appointment/re-appointments/ retirement of the Directors. There were no Casual Vacancies. During the year, there were following changes in the constitution of the Board of Directors/KMPs:

- i. Mr. K.P. Gupta ceased to be the Company Secretary of the Company with effect from 15/07/2023;*
- ii. Smt. Iti Matta has been appointed as the Company Secretary of the Company w.e.f. 10/08/2023;*
- iii. Appointment of Mr. Padamsing Pradipsing Patil (DIN: 09747446) as Director has been regularized in the AGM held on 21/09/2023;*
- iv. Appointment of (Mr. S.P. Mohanty) (DIN: 05336787) as Managing Director has been regularized in the AGM held on 21/09/2023;*
- v. Mr. Ujjwal Kanti Bhattacharya (DIN: 08734219) ceased to be Director of the Company w.e.f. 30/11/2023;*
- vi. Mr. Kshanmugha Sundaram (DIN: 10347322) was appointed as an Additional Director of the Company w.e.f. 06/12/2023;*

All Directors have given the disclosures as required under the Act. Remuneration paid to Directors and KMPs is in compliance with the Act;

During the Year, Company has paid Remuneration to Directors and KMPs. Details of remuneration paid by Company are as Follows:

NAME	DESIGNATION	REMUNERATION PAID (In RS.)
Mr. S.P. Mohanty	Managing Director	18,10,315
Mr. K.P. Gupta	Company Secretary	20,42,902
Mr. Anurag Shukla	Chief Financial Officer	73,53,914
Smt. Iti Matta	Company Secretary	22,16,532

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

The Company has complied with the provisions of Section 139 of the Act relating to appointment of Auditors. There was no casual vacancy in the office of Auditor during the year and hence no comment invited in respect of the same.



14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act:

During the year under review, the Company was not required to take any approvals 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:

During the year under review, there was no 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:

During the year under review, the Company has borrowed money from Banks and Government of India. *During the year the company has modified charges as per the below details:*

S. No.	Name of the Charge Holder	Charge ID	Date of Creation/ Modification/ Satisfaction	Creation/Modification/ Satisfaction
1.	SBICAP TRUSTEE COMPANY LIMITED	100599564	12/02/2024	Modification
2.	SBICAP TRUSTEE COMPANY LIMITED	100603158	29/12/2023	Modification
3.	SBICAP TRUSTEE COMPANY LIMITED	100603160	29/12/2023	Modification
4.	SBICAP TRUSTEE COMPANY LIMITED	100227578	05/01/2024	Modification

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

During the year, the Company has made investment in Mutual Funds pursuant to the investment policy of the Company. Besides this, the Company has not made any loan and investment or given guarantee 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:

During the year under review, the Company has altered the Memorandum of Association of the Company for increase in the authorized capital in compliance of Companies Act, 2013.

Further, during the year under review, there was no alteration in the provisions of Articles of Association of the Company.

**For ARUN KUMAR GUPTA & ASSOCAITES
COMPANY SECRETARIES**



(ARUN KUMAR GUPTA)

Proprietor

FCS No. 5551, CP No. 5086

Peer Review Cer. No. 1658 /2022

UDIN: F005551F001969073



Date : 08/11/2024

Place : New Delhi