

# 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

U33309MH2017PLC299748

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACQ4954G

(ii) (a) Name of the company

QMS MEDICAL ALLIED SERVICE

(b) Registered office address

A1 A2/B1 B2, Navkala Bharti Bldg Plot No16 Prabhat  
Colony opp near Santacruz Bus depot Santacruz East  
Mumbai  
Mumbai City  
Maharashtra  
400055

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

mm@qmsmas.com

(d) \*Telephone number with STD code

919821121643

(e) Website

(iii) Date of Incorporation

14/09/2017

| (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

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name                      | Code  |
|--------|------------------------------------------|-------|
| 1      | National Stock Exchange of India Limited | 1,024 |
|        |                                          |       |

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD  
SAKINAKA

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM is scheduled to be held on 25/09/2023

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

| 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                          | 89.84                        |
| 2    | Q                        | Hospital and Medical Care          | Q6                     | Other Hospital and Medical Care Activities | 10.16                        |

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

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

0

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/<br>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             | 18,000,000         | 17,850,000     | 17,850,000         | 17,850,000      |
| Total amount of equity shares (in Rupees) | 180,000,000        | 178,500,000    | 178,500,000        | 178,500,000     |

Number of classes

1

| Class of Shares                           | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------------------------|--------------------|----------------|--------------------|-----------------|
| EQUITY                                    |                    |                |                    |                 |
| Number of equity shares                   | 18,000,000         | 17,850,000     | 17,850,000         | 17,850,000      |
| Nominal value per share (in rupees)       | 10                 | 10             | 10                 | 10              |
| Total amount of equity shares (in rupees) | 180,000,000        | 178,500,000    | 178,500,000        | 178,500,000     |

###### (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 |
|---------------------------------------------------------------|------------------|------------|----------|----------------------|----------------------|---------------|
| <b>Equity shares</b>                                          | Physical         | DEMAT      | Total    |                      |                      |               |
| <b>At the beginning of the year</b>                           | 40               | 3,762,460  | 3762500  | 37,625,000           | 37,625,000           |               |
| <b>Increase during the year</b>                               | 0                | 14,087,540 | 14087540 | 140,875,000          | 140,875,000          | 310,800,000   |
| i. Public Issues                                              | 0                | 2,800,000  | 2800000  | 28,000,000           | 28,000,000           | 310,800,000   |
| ii. Rights issue                                              | 0                | 0          | 0        | 0                    | 0                    | 0             |
| iii. Bonus issue                                              | 0                | 11,287,500 | 11287500 | 112,875,000          | 112,875,000          | 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                    |               |
| x. Others, specify<br>CONVERSION OF PHYSICAL SHARES TO DEMAT  |                  | 40         | 40       | 0                    | 0                    |               |
| <b>Decrease during the year</b>                               | 40               | 0          | 40       | 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<br>CONVERSION OF PHYSICAL SHARES TO DEMAT | 40               | 0          | 40       | 0                    | 0                    |               |
| <b>At the end of the year</b>                                 | 0                | 17,850,000 | 17850000 | 178,500,000          | 178,500,000          |               |
|                                                               |                  |            |          |                      |                      |               |
| <b>Preference shares</b>                                      |                  |            |          |                      |                      |               |
| <b>At the beginning of the year</b>                           | 0                | 0          | 0        | 0                    | 0                    |               |
| <b>Increase during the year</b>                               | 0                | 0          | 0        | 0                    | 0                    | 0             |
| i. Issues of shares                                           | 0                | 0          | 0        | 0                    | 0                    | 0             |
| ii. Re-issue of forfeited shares                              | 0                | 0          | 0        | 0                    | 0                    | 0             |

|                                 |   |   |   |   |   |   |
|---------------------------------|---|---|---|---|---|---|
| iii. Others, specify            |   |   |   |   |   |   |
|                                 |   |   |   |   |   |   |
| <b>Decrease during the year</b> | 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             |   |   |   |   |   |   |
|                                 |   |   |   |   |   |   |
| <b>At the end of the year</b>   | 0 | 0 | 0 | 0 | 0 |   |

ISIN of the equity shares of the company

INE0FMW01018

**(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

|                                                                         |                      |                                                            |                      |
|-------------------------------------------------------------------------|----------------------|------------------------------------------------------------|----------------------|
| 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           |
| <b>Total</b>                  |                 |                        | 0           |

**Details of debentures**

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

**(v) Securities (other than shares and debentures)**

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
|                    |                      |                            |                     |                            |                     |
|                    |                      |                            |                     |                            |                     |
| <b>Total</b>       |                      |                            |                     |                            |                     |

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

1,040,428,981.22

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

704,038,859.67

**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                              | 13,149,840       | 73.67      | 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<br>(not mentioned above) | 0          | 0     | 0 |   |
| 10. | Others                                  | 0          | 0     | 0 |   |
|     | <b>Total</b>                            | 13,149,840 | 73.67 | 0 | 0 |

**Total number of shareholders (promoters)**

3

**(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                              | 3,612,328        | 20.24      | 0                |            |
|        | (ii) Non-resident Indian (NRI)          | 30,000           | 0.17       | 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         | 216,000   | 1.21  | 0 |   |
| 7.  | Mutual funds                            | 0         | 0     | 0 |   |
| 8.  | Venture capital                         | 0         | 0     | 0 |   |
| 9.  | Body corporate<br>(not mentioned above) | 329,000   | 1.84  | 0 |   |
| 10. | Others Clearing Members and Other       | 512,832   | 2.87  | 0 |   |
|     | <b>Total</b>                            | 4,700,160 | 26.33 | 0 | 0 |

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

1,040

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

1,043

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

2

| Name of the FII    | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|--------------------|---------|-----------------------|--------------------------|-----------------------|------------------|
| ELARA INDIA OPPORT |         |                       |                          | 215,000               | 1.2              |
| COPTHALL MAURITIUS |         |                       |                          | 1,000                 | 0.01             |

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

| Details                           | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters                         | 3                            | 3                      |
| Members<br>(other than promoters) | 4                            | 1,040                  |
| Debenture holders                 | 0                            | 0                      |

## **VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

| Category           | Number of directors at the beginning of the year |               | Number of directors at the end of the year |               | Percentage of shares held by directors as at the end of year |               |
|--------------------|--------------------------------------------------|---------------|--------------------------------------------|---------------|--------------------------------------------------------------|---------------|
|                    | Executive                                        | Non-executive | Executive                                  | Non-executive | Executive                                                    | Non-executive |
| <b>A. Promoter</b> | 2                                                | 1             | 1                                          | 1             | 71.98                                                        | 0.84          |

|                                          |   |   |   |   |       |      |
|------------------------------------------|---|---|---|---|-------|------|
| <b>B. Non-Promoter</b>                   | 0 | 2 | 0 | 2 | 0     | 0    |
| (i) Non-Independent                      | 0 | 0 | 0 | 0 | 0     | 0    |
| (ii) Independent                         | 0 | 2 | 0 | 2 | 0     | 0    |
| <b>C. Nominee Directors representing</b> | 0 | 0 | 0 | 0 | 0     | 0    |
| (i) Banks & FIs                          | 0 | 0 | 0 | 0 | 0     | 0    |
| (ii) Investing institutions              | 0 | 0 | 0 | 0 | 0     | 0    |
| (iii) Government                         | 0 | 0 | 0 | 0 | 0     | 0    |
| (iv) Small share holders                 | 0 | 0 | 0 | 0 | 0     | 0    |
| (v) Others                               | 0 | 0 | 0 | 0 | 0     | 0    |
| Total                                    | 2 | 3 | 1 | 3 | 71.98 | 0.84 |

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

6

**(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) |
|--------------------|------------|-------------------|--------------------------------|--------------------------------------------------------------|
| MAHESH PAHALRAJ M  | 02700606   | Managing Director | 12,848,840                     |                                                              |
| GUDDI MAKHIJA      | 08837871   | Director          | 150,500                        |                                                              |
| PRAJWAL JAYASHEEL  | 07480513   | Director          | 0                              |                                                              |
| NIKEN RAVIN SHAH   | 07604022   | Director          | 0                              |                                                              |
| TORAL JAILESH BHAD | BNJPG6249Q | Company Secretar  | 0                              |                                                              |
| SEJAL VIVEK MHATRE | ASLPM7957P | CFO               | 0                              |                                                              |

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

5

| 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) |
|---------------------|----------|----------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------|
| DITI MAHESH MAKHIJA | 07916311 | Director                                                 | 07/06/2022                                            | CESSATION                                                        |
| RAJU LACHHMANDAS    | 09003123 | Director                                                 | 07/06/2022                                            | CESSATION                                                        |
| NIKEN RAVIN SHAH    | 07604022 | Director                                                 | 09/06/2022                                            | CHANGE IN DESIGNATION                                            |
| PRAJWAL JAYASHEEL   | 07480513 | Director                                                 | 15/06/2022                                            | APPOINTMENT                                                      |
| GUDDI MAKHIJA       | 08837871 | Director                                                 | 09/06/2022                                            | CHANGE IN DESIGNATION                                            |

## 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

5

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance                 |                         |
|-----------------|-----------------|----------------------------------------------------|----------------------------|-------------------------|
|                 |                 |                                                    | Number of members attended | % of total shareholding |
| AGM             | 14/09/2022      | 7                                                  | 7                          | 100                     |
| EGM             | 25/04/2022      | 7                                                  | 7                          | 100                     |
| EGM             | 12/05/2022      | 7                                                  | 7                          | 100                     |
| EGM             | 09/06/2022      | 7                                                  | 7                          | 100                     |
| EGM             | 15/06/2022      | 7                                                  | 7                          | 100                     |

### B. BOARD MEETINGS

\*Number of meetings held

15

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|----------------------------------------------------------------|------------------------------|-----------------|
|        |                 |                                                                | Number of directors attended | % of attendance |
| 1      | 09/04/2022      | 5                                                              | 3                            | 60              |
| 2      | 26/04/2022      | 5                                                              | 4                            | 80              |
| 3      | 11/05/2022      | 5                                                              | 3                            | 60              |
| 4      | 07/06/2022      | 5                                                              | 3                            | 60              |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|----------------------------------------------------------------|------------------------------|-----------------|
|        |                 |                                                                | Number of directors attended | % of attendance |
| 5      | 10/06/2022      | 3                                                              | 3                            | 100             |
| 6      | 14/06/2022      | 4                                                              | 4                            | 100             |
| 7      | 15/06/2022      | 4                                                              | 2                            | 50              |
| 8      | 12/08/2022      | 4                                                              | 2                            | 50              |
| 9      | 25/08/2022      | 4                                                              | 3                            | 75              |
| 10     | 26/08/2022      | 4                                                              | 4                            | 100             |
| 11     | 15/09/2022      | 4                                                              | 2                            | 50              |
| 12     | 06/10/2022      | 4                                                              | 3                            | 75              |

#### C. COMMITTEE MEETINGS

Number of meetings held

9

| 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      | 14/06/2022      | 2                                                     | 2                          | 100             |
| 2      | AUDIT COMM      | 26/08/2022      | 3                                                     | 3                          | 100             |
| 3      | AUDIT COMM      | 14/11/2022      | 3                                                     | 3                          | 100             |
| 4      | AUDIT COMM      | 31/03/2023      | 3                                                     | 3                          | 100             |
| 5      | NOMINATION      | 02/05/2022      | 2                                                     | 2                          | 100             |
| 6      | NOMINATION      | 15/07/2022      | 3                                                     | 3                          | 100             |
| 7      | STAKEHOLDER     | 15/06/2022      | 3                                                     | 3                          | 100             |
| 8      | CORPORATE       | 15/07/2022      | 3                                                     | 3                          | 100             |
| 9      | CORPORATE       | 31/03/2022      | 3                                                     | 3                          | 100             |

#### D. \*ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings                                           |                             |                 | Committee Meetings                                       |                             |                 | Whether attended AGM held on |
|--------|----------------------|----------------------------------------------------------|-----------------------------|-----------------|----------------------------------------------------------|-----------------------------|-----------------|------------------------------|
|        |                      | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance |                              |
|        |                      |                                                          |                             |                 |                                                          |                             |                 |                              |
|        |                      |                                                          |                             |                 |                                                          |                             |                 | (Y/N/NA)                     |
| 1      | MAHESH PAH           | 15                                                       | 15                          | 100             | 2                                                        | 2                           | 100             |                              |
| 2      | GUDDI MAKH           | 15                                                       | 15                          | 100             | 7                                                        | 7                           | 100             |                              |
| 3      | PRAJWAL JA'          | 10                                                       | 7                           | 70              | 7                                                        | 7                           | 100             |                              |
| 4      | NIKEN RAVIN          | 15                                                       | 4                           | 26.67           | 9                                                        | 9                           | 100             |                              |

#### 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/<br>Sweat equity | Others | Total Amount |
|--------|---------------|-------------------|--------------|------------|-------------------------------|--------|--------------|
| 1      | MAHESH PAHALR | MANAGING DIRECTOR | 9,600,000    | 0          | 0                             | 0      | 9,600,000    |
|        | Total         |                   | 9,600,000    | 0          | 0                             | 0      | 9,600,000    |

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

2

| S. No. | Name         | Designation       | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total Amount |
|--------|--------------|-------------------|--------------|------------|-------------------------------|--------|--------------|
| 1      | Toral Bhadra | Company Secretary | 216,000      | 0          | 0                             | 0      | 216,000      |
| 2      | Sejal Mhatre | CFO               | 910,000      | 0          | 0                             | 0      | 910,000      |
|        | Total        |                   | 1,126,000    | 0          | 0                             | 0      | 1,126,000    |

Number of other directors whose remuneration details to be entered

1

| S. No. | Name          | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total Amount |
|--------|---------------|-------------|--------------|------------|-------------------------------|--------|--------------|
| 1      | GUDDI MAKHIJA | DIRECTOR    | 1,200,000    | 0          | 0                             | 0      | 1,200,000    |
|        | Total         |             | 1,200,000    | 0          | 0                             | 0      | 1,200,000    |

## 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

(In case of 'No', submit the details separately through the method specified in instruction kit)

## 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

MAHARSHI GANATRA

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

14520

### 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 Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

3 Details of Board Meetings held during the  
5 LIST OF TRANSFER.pdf  
6 Details of Offer for sale.pdf  
4 FII HOLDING-1.pdf  
2 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**

**Draft**

**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, books and papers of **QMS MEDICAL ALLIED SERVICES LIMITED (CIN: U33309MH2017PLC299748)**, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year ended 31<sup>st</sup> March, 2023. 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 to be filed states the facts as at the close of the Financial Year 2022-2023 correctly and adequately.
- B. During the Financial Year 2022-2023 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 within the time except delay in filing of e-forms as mentioned below. However, the Company was not required to file any form or return with the Regional Director, Tribunal, Court or any other authorities.

The details of forms which had delay in filing requisites forms during the F.Y. 2022-23 with the Registrar of Companies, Mumbai under Companies Act, 2013 are as follows:



| SN | Form Filed  | Due Date   | Form Filing Date | SRN       | Filed within due date including extended date | Additional fees incurred | Purpose of form                     |
|----|-------------|------------|------------------|-----------|-----------------------------------------------|--------------------------|-------------------------------------|
| 1. | Form MGT-14 | 23-09-2022 | 12-11-2022       | F43049659 | No                                            | Yes                      | Appointment of Internal Auditor     |
| 2. | Form DIR-12 | 09-04-2022 | 20-06-2022       | F07405483 | No                                            | Yes                      | Appointment of Independent Director |
| 3. | Form DIR-12 | 11-01-2022 | 05-05-2022       | T99300725 | No                                            | Yes                      | Resignation of Independent director |
| 4. | Form CHG-4  | 17-06-2022 | 19-10-2022       | AA0764402 | No                                            | Yes                      | Satisfaction of charge              |

1. Calling/Convening and Holding meetings of Board of Directors and its Committees 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 have been properly recorded in the Minute Book / Registers maintained for the purpose and the same have been signed.
2. Closure of Register of Members/ Security holders and accordingly the Company has closed the register of member on the record date June 07, 2022 for issue of Equity Shares as Bonus Shares on June 10, 2022.
3. There are no advances/loans made to its Directors and/or persons or firms or Companies referred in section 185 of the Act;
4. The Company has complied with provisions of the Act & Rules made there under in respect of Contracts / Arrangements / Transactions entered with Related Parties as specified in Section 188 of the Act.
5. 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. However, during the Financial Year 2022-23, the company amended its capital structure as follows:
  - **Issue of Bonus Shares**

The Company has issued 1,12,87,500 Equity shares of Rs. 10 each in the capital of the company in the ratio of 3:1 i.e., Three shares of Rs. 10/- (Rupees Ten Only) for every One Equity Share held by members in the Extra Ordinary General Meeting held on June 09, 2022 to the shareholders of existing fully paid Equity Shares of the Company out of Profit and Loss Account for capitalization of profits and in the interest of all concerned with terms and conditions in accordance with provision of section 63 of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014, and subject to Articles of Association of the Company.

- **Dematerilisation of shares**

The Company holds 1,78,50,000 (One Crore Seventy Eight Lakhs Fifty Thousand) shares in Demat form vide MCA notification dated 10th September, 2018 in accordance with Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014.

- **Issue of Intial Public Offer**

During the year, the company has made Initial Public Offer and offer for sale of 47,00,000 equity shares of the Company of face value of Rs. 10/- each, at a price of Rs. 121/-per equity share,) in terms of the Company's Prospectus dated September 15, 2022 and allotment made in the Board Meeting held on October 06, 2022.

6. The Company has not kept 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 during the Financial Year 2022-23;
7. The Board at its meeting held on May 26, 2023 has recommended Dividend of Rs. 0.50 (i.e. 5%) per equity share of 10/- each for the financial year 2022-23. The dividend pay-out is subject to the approval of the shareholders at ensuing Annual General Meeting. The dividend will be paid to the members whose names appear in register of members before the day of Closure of Register of Members and Share Transfer Books i.e. as on Monday, September 18, 2023;
8. The Company was not required to transfer any amount to IEPF in accordance with section 125 of the Act
9. Signing of Audited Financial Statements as per provisions of Section Section 134 sub sections (3), (4) and (5) thereof;
10. constitution/ appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

11. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act.
12. No approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;.
13. The Company has not invited/ accepted any deposits including unsecured loans from public within the meaning of section 73 of the Act and rules framed there under;
14. The Company has complied with the provisions of section 180 of the Companies Act, 2013 with respect to Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.

the Company has not made any investment in accordance with section 186 of the Companies Act, 2013. The Company has not given any loan to any person or other Body Corporate or given any guarantee or provided any security in connection with a loan to any other person or Body Corporate pursuant to section 186 of the Companies Act, 2013.

18. Alteration of the provisions of Memorandum and/or Articles of Association of the Company.

The above statements are made on the basis of information and documents provided by the management of M/s QMS Medical Allied Services Limited and according to the examinations carried out by me and explanations furnished to me by the Company. They are true and correct to the best of my knowledge.

This certificate does not guarantee the going concern nature of business of the company or its repayment capacity.

**FOR MAHARSHI GANATRA & ASSOCIATES**

**COMPANY SECRETARY IN PRACTICE: MAHARSHI R GANATRA**

**M. NO. : 11332**

**C.P. NO. : 14520**

**DATE:**

**PLACE: MUMBAI**

**UDIN:**

**Details of Board Meetings held during the year 2022-2023:**

| <b>Sr. No.</b> | <b>Date of meeting</b> | <b>Total No. of Directors on the Date of Meeting</b> | <b>No. of Directors attended</b> | <b>% of Attendance</b> |
|----------------|------------------------|------------------------------------------------------|----------------------------------|------------------------|
| 1              | 09-04-2022             | 05                                                   | 03                               | 60.00                  |
| 2              | 26-04-2022             | 05                                                   | 04                               | 80.00                  |
| 3              | 11-05-2022             | 05                                                   | 03                               | 60.00                  |
| 4              | 07-06-2022             | 05                                                   | 03                               | 60.00                  |
| 5              | 10-06-2022             | 03                                                   | 03                               | 100.00                 |
| 6              | 14-06-2022             | 04                                                   | 04                               | 100.00                 |
| 7              | 15-06-2022             | 04                                                   | 02                               | 50.00                  |
| 8              | 12-08-2022             | 04                                                   | 02                               | 50.00                  |
| 9              | 25-08-2022             | 04                                                   | 03                               | 75.00                  |
| 10             | 26-08-2022             | 04                                                   | 04                               | 100.00                 |
| 11             | 15-09-2022             | 04                                                   | 02                               | 50.00                  |
| 12             | 06-10-2022             | 04                                                   | 03                               | 75.00                  |
| 13             | 14-11-2022             | 04                                                   | 03                               | 75.00                  |
| 14             | 23-01-2023             | 04                                                   | 03                               | 75.00                  |
| 15             | 31-03-2023             | 04                                                   | 03                               | 75.00                  |

| Sr. No.     | Folio No. / CL ID | Name                                                | Shares | %    |
|-------------|-------------------|-----------------------------------------------------|--------|------|
| 1           | IN30134820011233  | ELARA INDIA OPPORTUNITIES FUND LIMITED              | 215000 | 1.20 |
| 2           | IN30343810000062  | COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT | 1000   | 0.01 |
| SUB TOTAL : |                   |                                                     | 216000 | 1.21 |
| TOTAL :     |                   |                                                     | 216000 | 1.21 |

There were no tranfers for the year F.Y. 2022-23



GRANT TOTAL                      0

During the Year the Company has made offer for sale 19,00,000 Equity Shares at the Offer Price of ₹.121 each aggregating ₹ 2,299.00 Lakhs.

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders:

| <b>Name of the Selling Shareholder</b> | <b>Type</b> | <b>No. of shares offered and Amount</b>                                               |
|----------------------------------------|-------------|---------------------------------------------------------------------------------------|
| Mahesh Makhija                         | Promoter    | 19,00,000 Equity Shares at the Offer Price of ₹ 121 each aggregating ₹ 2,299.00 Lakhs |