

# 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

U74900MH2008PTC181654

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AALCS9004J

(ii) (a) Name of the company

ANDROMEDA SALES AND DIST

(b) Registered office address

158, Dani Corporate Park, C S T Road Kalina  
Santacruz (East)  
Mumbai  
Mumbai City  
Maharashtra  
400002

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

shyam@andromeda.in

(d) \*Telephone number with STD code

02261075300

(e) Website

(iii) Date of Incorporation

28/04/2008

Type of the Company	Category of the Company	Sub-category of the Company
Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

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

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

## 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	N	Support service to Organizations	N7	Other support services to organizations	99.18

## 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	Talk Connexion (India) Private	U67110MH2001PTC133346	Subsidiary	100
2	Prosales Financial Services Priv	U67190MH2007PTC169620	Subsidiary	100
3	Geosansar Global Solutions Pri	U93000TG2011PTC072379	Subsidiary	95.1
4	GEOSANSAR MAURITIUS LTD		Holding	91.31

## 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	66,550,000	58,552,049	58,552,049	58,552,049
Total amount of equity shares (in Rupees)	665,500,000	585,520,490	585,520,490	585,520,490

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	66,550,000	58,552,049	58,552,049	58,552,049
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	665,500,000	585,520,490	585,520,490	585,520,490

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	80,000,000	78,295,336	78,295,336	78,295,336
Total amount of preference shares (in rupees)	80,000,000	78,295,336	78,295,336	78,295,336

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Optionally Convertible Redeemable Preference Sha				
Number of preference shares	80,000,000	78,295,336	78,295,336	78,295,336
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	80,000,000	78,295,336	78,295,336	78,295,336

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
At the beginning of the year	58,552,049	0	58552049	585,520,490	585,520,490	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	58,552,049	0	58552049	585,520,490	585,520,490	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	78,295,336	0	78295336	78,295,336	78,295,336	
<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>	78,295,336	0	78295336	78,295,336	78,295,336	

ISIN of the equity shares of the company

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

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

(iii) Details of shares/Debtentures 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" value="31/12/2021"/>		
Date of registration of transfer (Date Month Year)	<input type="text" value="27/09/2021"/>		
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="10,000"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>

Ledger Folio of Transferor		05	
Transferor's Name	DESAI		PRASAD
	Surname	middle name	first name
Ledger Folio of Transferee		10	
Transferee's Name			ATYATI TECHNOLOGIES PRIVA
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		17/05/2021	
Type of transfer	Preference Sha	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	52,543,636	Amount per Share/ Debenture/Unit (in Rs.)	1
Ledger Folio of Transferor		P01	
Transferor's Name	SWAMINATHAN		VENUGOPALAN
	Surname	middle name	first name
Ledger Folio of Transferee		P04	
Transferee's Name			ATYATI TECHNOLOGIES PRIVA
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		17/05/2021	
Type of transfer	Preference Sha	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	12,875,850	Amount per Share/ Debenture/Unit (in Rs.)	1

Ledger Folio of Transferor		P02	
Transferor's Name	DEWALI	BANKELAL	SUNIL
	Surname	middle name	first name
Ledger Folio of Transferee		P04	
Transferee's Name			ATYATI TECHNOLOGIES PRIVA
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		17/05/2021	
Type of transfer	Preference Sha	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	12,875,850	Amount per Share/ Debenture/Unit (in Rs.)	1
Ledger Folio of Transferor		P03	
Transferor's Name	KAPOOR		RAOUL
	Surname	middle name	first name
Ledger Folio of Transferee		P04	
Transferee's Name			ATYATI TECHNOLOGIES PRIVA
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

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	56,438,560	10	564,385,600
<b>Total</b>			564,385,600

**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	964,385,600	0	400,000,000	564,385,600

**(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>	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

6,020,376,156

(ii) Net worth of the Company

166,362,633

**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 FOREIGN COMPANY	53,462,889	91.31	0	0
	<b>Total</b>	53,462,889	91.31	0	0

**Total number of shareholders (promoters)**

1

**(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	5,079,160	8.67	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)	10,000	0.02	78,295,336	100
10.	Others	0	0	0	0
	<b>Total</b>	5,089,160	8.69	78,295,336	100

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

5

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

6

**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	2	1
Members (other than promoters)	6	5
Debenture holders	1	1

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	3	1	3	5.82	0
(i) Non-Independent	1	3	1	3	5.82	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	3	5.82	0

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

5

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAJAN MITTAL	02191501	Director	0	
PRASAD GHANSHYAM	03570407	Director	0	
VENUGOPALAN SWAM	00239434	Director	3,408,600	
GEORGE MARK THOR	08561612	Director	0	17/05/2022
Shital Mohan Manandhar	BKEPM5617C	Company Secretar	0	

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

0

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)

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

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

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EOGM	17/05/2021	5	5	100
AGM	31/12/2021	5	5	100

### B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/04/2021	4	2	50
2	14/05/2021	4	2	50
3	17/05/2021	4	2	50
4	17/05/2021	4	2	50
5	07/06/2021	4	4	100
6	01/07/2021	4	2	50
7	04/10/2021	4	2	50
8	29/12/2021	4	2	50

### C. COMMITTEE MEETINGS

Number of meetings held

0

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					

**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	02/12/2022
								(Y/N/NA)
1	RAJAN MITTA	8	1	12.5	0	0	0	No
2	PRASAD GHATAK	8	8	100	0	0	0	Yes
3	VENUGOPALAN SWAMY	8	8	100	0	0	0	Yes
4	GEORGE MALHOTRA	8	1	12.5	0	0	0	No

**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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0
	Total						

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Shital Manandhar	Company Secre	871,423				871,423
	Total		871,423				871,423

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Venugopalan Swamy	Director	25,151,000				25,151,000
	Total		25,151,000				25,151,000

**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 

Shikha Purohit

Whether associate or fellow  Associate  Fellow

Certificate of practice number 

10237

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**Declaration**

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

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

- 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

**List of attachments**

MGT-8\_Andromeda 2021-22 final.pdf  
Andromeda Approval letter for extension of ASDPLLstofEquityCCDOCRPSholders313

**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**





सत्यमेव जयते

**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**

Office of the Registrar of Companies  
Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

DATED : 26-09-2022

IN THE MATTER OF M/S ANDROMEDA SALES AND DISTRIBUTION PRIVATE CIN  
U74900MH2008PTC181654  
AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2022 and the Annual general meeting of the company is due to be held on 30-09-2022 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN F26036186 on 23-09-2022 requesting for an extension of time for the purpose of holding AGM on the following grounds

Approved

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 03 months 00 days is considered.

**ORDER**

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 03 months 00 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.



Yours faithfully,

ROOPA NIKHILESH SUTAR

Registrar of Companies

RoC - Mumbai

Mailing Address as per record available in Registrar of Companies office:

ANDROMEDA SALES AND DISTRIBUTION PRIVATE  
158, Dani Corporate Park, C S T Road Kalina, Santacruz (East), Mumbai,  
Mumbai City, Maharashtra, India, 400098



**Note:** This letter is to be generated only when the application is approved by RoC office



**ANDROMEDA**  
India's Largest Loan Distributor

**List of Equity Shareholders as on 31.03.2022**

SR. NO	NAME OF EQUITY SHAREHOLDERS	NUMBER OF SHARES HELD	FACE VALUE (Rs.)	Total Paid up amount	%
1.	M/s. Geosansar Mauritius Limited	5,34,62,889	10	53,46,28,890	91.31
2.	Mr. Venugopalan Swaminathan	34,08,600	10	3,40,86,000	5.82
3.	Mr. Sunil Bankelal Dewali	8,35,280	10	83,52,800	1.43
4.	Mr. Raoul Kapoor	8,35,280	10	83,52,800	1.43
5.	M/s. Atyati Technologies Private Limited	10,000	10	1,00,000	0.01
	<b>Total</b>	<b>5,85,52,049</b>		<b>58,55,20,490</b>	<b>100</b>

**For Andromeda Sales and Distribution Private Limited**

**Venugopalan Swaminathan**  
DIN: 00239434



Home Loan • Mortgage Loan • Personal Loan • Unsecured Business Loan • Working Capital

**Andromeda Sales & Distribution Pvt. Ltd.**

Office : 126 Creative Industrial Premises, Sundar Nagar, Kalina, Santacruz (East), Mumbai - 400 098.

Regd. Office : 158 Dani Corporate Park, C S T Road Kalina, Santacruz (East), Mumbai - 400 098.

Tel: 61075300

Email : [contact@andromeda.in](mailto:contact@andromeda.in)

CIN: U74900MH2008PTC181654

Website: [www.andromedaloans.com](http://www.andromedaloans.com)



**ANDROMEDA**  
India's Largest Loan Distributor

**List of OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS  
(OCRPS) AS ON 31.03.2022**

Sr. No	Name of OCRPS shareholder	Number of Shares held	Face Value (Rs.)	Total Paid up amount
1.	Atyati Technologies Private Limited	7,82,95,336	1	7,82,95,336
		7,82,95,336		7,82,95,336

**For Andromeda Sales and Distribution Private Limited**

**Venugopalan Swaminathan**  
DIN: 00239434



Home Loan • Mortgage Loan • Personal Loan • Unsecured Business Loan • Working Capital

**Andromeda Sales & Distribution Pvt. Ltd.**

**Office :** 126 Creative Industrial Premises, Sundar Nagar, Kalina, Santacruz (East), Mumbai - 400 098.

**Regd. Office :** 158 Dani Corporate Park, C S T Road Kalina, Santacruz (East), Mumbai - 400 098.

Tel: 61075300

Email : [contact@andromeda.in](mailto:contact@andromeda.in)

CIN: U74900MH2008PTC181654

Website: [www.andromedaloans.com](http://www.andromedaloans.com)



**ANDROMEDA**

India's Largest Loan Distributor

**List of Compulsorily Convertible Debentures (CCD) as on 31.03.2022**

SR. NO	NAME OF CCD HOLDER	NUMBER OF CCD HELD	FACE VALUE (Rs.)	Total Paid up amount
1.	M/s. Geosansar Mauritius Limited	5,64,38,560	10	56,43,85,600
	<b>Total</b>	<b>5,64,38,560</b>		<b>56,43,85,600</b>

**For Andromeda Sales and Distribution Private Limited**

**Venugopalan Swaminathan**  
DIN: 00239434



Home Loan • Mortgage Loan • Personal Loan • Unsecured Business Loan • Working Capital

**Andromeda Sales & Distribution Pvt. Ltd.**

**Office :** 126 Creative Industrial Premises, Sundar Nagar, Kalina, Santacruz (East), Mumbai - 400 098.

**Regd. Office :** 158 Dani Corporate Park, C S T Road Kalina, Santacruz (East), Mumbai - 400 098.

Tel: 61075300

Email : [contact@andromeda.in](mailto:contact@andromeda.in)

CIN: U74900MH2008PTC181654

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Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

**Certificate by a Company Secretary in Practice**

To,  
The Board of Directors,  
**Andromeda Sales and Distribution Private Limited**  
Mumbai.

We have examined the registers, records and books and papers of **M/s Andromeda Sales and Distribution Private Limited, previously known as Geosansar Advisors Private Limited (CIN: U74900MH2008PTC181654)** (herein after referred to "the **Company**") as required to be maintained under the Companies Act, 2013 (herein after referred to the "**Act**") and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2022. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us and as represented by the Company and relied upon by us thereon, by the Company its officers and agents, we hereby certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately as shown to us at the time of verification;
- 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, i.e. the Company is Private Limited Company pursuant to provisions of Sec 2(68) of the Act;
  - 2. Maintenance of registers/records & making entries therein within the time prescribed thereof;
  - 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, as applicable;
  - 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 such meetings, proper notices were given, and were properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;



5. Closure of Register of Members / Security holders, as the case may be - **No such event Occurred;**
6. Advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act - **No such event Occurred;**
7. All the transactions entered into by the Company with related parties - The transactions were in ordinary course of business and on arm's length, as per information and explanation given to us by the management;
8. During the year under review, there were no allotment or transmission or buy back of securities/ redemption of preference shares or alteration or reduction of share capital/ conversion of shares/ securities. However, following transfer and buy-back/redemption related transactions took place:
  - a. 7,82,95,336 optionally convertible redeemable preference shares were transferred during the year, in accordance with the Act;
  - b. 10,000 equity shares were transferred during the year, in accordance with the Act;
  - c. buy back of securities/ redemption of debentures – The Company has bought back 4,00,00,000 compulsorily convertible debentures of face value of Rs. 10/- each. However, section 68 of the Act and rule 17 of the Companies (share capital and Debentures) Rules, 2014 (including the amendments) were not followed for the said buy-back. The Company is of the view that the specified securities as mentioned in section 68 has not been defined in the Act and hence, debentures are not included in the same. Thus, section 68 and rule 17 of the Companies (share capital and Debentures) Rules, 2014 (including the amendments) does not apply.
9. Keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act - **Not Applicable;**
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 - **No such event occurred;**
11. Signing of audited financial statements is as per the provisions of section 134 of the Act and report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them - **No such event occurred;**
13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act - During the year under review, M/s. S R Batliboi & Co. LLP, Chartered Accountants, Mumbai were

re-appointed as the Statutory Auditors of the Company till the conclusion of Annual General meeting to be held for financial year 2025-26;

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 - **No such event occurred;**
15. Acceptance / renewal/ repayment of deposits- **No such event occurred;**
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect – The Company has borrowed various credit facilities from Yes Bank and has filed charge registration form;
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 - **No such event occurred;**
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company - During the year under review, Company has altered the Article 40 of the Association or Articles of Association.

Date: 29.01.2023

Place: Mumbai

For Shikha Purohit & Co.  
Company Secretaries



Shikha Purohit  
Proprietor  
M.No.: 9180  
COP: 10237  
UDIN: F009180D003068049