

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R. 7

SRN : F79544813

Service Request Date : 09/11/2023

Payment made into : Indian Bank

Received From :

Name : NARAYAN SHARMA

Address : NARAYAN SHARMA AND ASSOCIATES

MASTER ENCLAVE GROUND FLOOR, UDAYACHAL PATH CHRISTIAN BASTI, G

GUWAHATI, Assam

IN - 781005

Entity on whose behalf money is paid

CIN: U24116AS1971SGC001339

Name : ASSAM PETRO CHEMICALS LTD

Address : 4 TH FLOOR, ORION PLACE BHANGAGARH G S ROAD NA

GUWAHATI, Assam

India - 781005

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2023	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - Indian Bank

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

U24116AS1971SGC001339

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCA6913A

(ii) (a) Name of the company

ASSAM PETRO CHEMICALS LTD

(b) Registered office address

4 TH FLOOR, ORION PLACE BHANGAGARH G S ROAD NA
GUWAHATI
Assam
781005
India

(c) *e-mail ID of the company

aplguw@assampetrochemicals.com

(d) *Telephone number with STD code

03613510424

(e) Website

www.assampetrochemicals.co

(iii) Date of Incorporation

22/04/1971

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	State 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

U74140WB1994PTC062959

Pre-fill

Name of the Registrar and Transfer Agent

CB MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

P-22 BONDAL ROAD.
KOLKATA

(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 26/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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 2

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	PRAGJYOTISH FERTILIZERS & C	U24124AS2004SGC007344	Subsidiary	55.56
2	OIL INDIA LIMITED	L11101AS1959GOI001148	Associate	48.68

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	750,000,000	620,040,245	620,040,245	620,019,120
Total amount of equity shares (in Rupees)	7,500,000,000	6,200,402,450	6,200,402,450	6,200,191,200

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	750,000,000	620,040,245	620,040,245	620,019,120
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	7,500,000,000	6,200,402,450	6,200,402,450	6,200,191,200

(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)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	205,164,979	291,994,729	497159708	4,971,597,0	4,971,597,	
Increase during the year	1,831	122,857,910	122859741	1,228,594,1	1,228,594,0	
i. Public Issues	0	0	0	0	0	
ii. Rights issue	1,831	122,857,581	122859412	1,228,594,1	1,228,594,	
iii. Bonus issue	0	0	0	0	0	

iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify		329	329			
Converted to DEMAT from physical						
Decrease during the year	329	0	329	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	329		329			
Converted to DEMAT from physical						
At the end of the year	205,166,481	414,852,639	620019120	6,200,191,2	6,200,191,2	
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	
ii. Re-issue of forfeited shares	0	0	0	0	0	
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE277D01010

(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		30/09/2022	
Date of registration of transfer (Date Month Year)		31/03/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1,375	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		C0070	
Transferor's Name	CHOUDHURY		RAMESH
	Surname	middle name	first name

Ledger Folio of Transferee		<div style="border: 1px solid black; padding: 2px;">C0084</div>	
Transferee's Name	<div style="border: 1px solid black; padding: 2px;">GOSWAMI</div>	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	<div style="border: 1px solid black; padding: 2px;">MINATI</div>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <div style="border: 1px solid black; width: 200px; height: 20px; display: inline-block;"></div>			
Type of transfer	<div style="border: 1px solid black; width: 50px; height: 20px;"></div>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	Amount per Share/ Debenture/Unit (in Rs.)	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>
Ledger Folio of Transferor		<div style="border: 1px solid black; width: 200px; height: 20px;"></div>	
Transferor's Name	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee		<div style="border: 1px solid black; width: 200px; height: 20px;"></div>	
Transferee's Name	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>
	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

1,040,560,178

(ii) Net worth of the Company

5,792,576,246

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	232,250,000	37.46	0	
	(iii) Government companies	387,212,190	62.45	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	619,462,190	99.91	0	0

Total number of shareholders (promoters)

4

(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	289,458	0.05	0	
	(ii) Non-resident Indian (NRI)	137	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)	1,925	0	0	
10.	Others IEPF & Society	265,410	0.04	0	

	Total	556,930	0.09	0	0
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Total number of shareholders (other than promoters)

276

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

280

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	4	4
Members (other than promoters)	276	276
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	2	0	2	0	0	0
B. Non-Promoter	0	2	0	1	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	1	0	0
C. Nominee Directors representing	0	10	0	10	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	10	0	10	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	12	2	11	0	0

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

15

(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)
BIKUL CHANDRA DEK	07774812	Director	0	
PRITAM RAY CHOUDH	08822190	Director	0	
PRANATI GOSWAMI	08822172	Director	0	
HEMANTA GOGOI	09484718	Director	0	
RAJNESH GOGOI	09394422	Managing Director	0	
NEERA DAULAGUPU	07302422	Nominee director	0	31/05/2023
GOKUL CHANDRA SW	08545385	Director	0	
GAUTAM BARUA	01226582	Director	0	
UTTAM BAILUNG	AMYPB3982E	Company Secretar	59	
MANVENDRA PRATAP	07708018	Nominee director	0	
PRAMOD KUMAR PRA	APWPP9487R	CFO	0	
PRAMOD KUMAR PRA	09547921	Director	0	
SANTANU MAJUMDER	09783930	Director	0	
TUHIN KANTI BHATTA	09783974	Director	0	
PORAN BARUAH	09784562	Director	0	

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

12

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)
DEEPAKANANDA BHA	08739623	Director	09/06/2022	Cessation
ARUP JYOTI SARMAH	08830629	Director	23/11/2022	Cessation
KISHORE KUMAR BAI	08822204	Director	23/11/2022	Cessation
TRIDIP BARUAH	08833074	Director	23/11/2022	Cessation
ADIL KHAN	09055275	Nominee director	24/05/2022	Cessation
MANVENDRA PRATAP	07708018	Nominee director	24/05/2022	Appointment
PRAMOD KUMAR PRA	APWPP9487R	CFO	01/04/2022	Appointment
PRAMOD KUMAR PRA	09547921	Additional director	01/04/2022	Appointment
SANTANU MAJUMDER	09783930	Additional director	23/11/2022	Appointment
TUHIN KANTI BHATTA	09783974	Additional director	23/11/2022	Appointment
PORAN BARUAH	09784562	Additional director	23/11/2022	Appointment
PRAMOD KUMAR PRA	09547921	Director	30/09/2022	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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	30/09/2022	280	15	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	30/05/2022	14	9	64.29

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	30/08/2022	13	10	76.92
3	30/09/2022	13	9	69.23
4	19/10/2022	13	9	69.23
5	23/11/2022	13	9	69.23
6	22/12/2022	13	10	76.92
7	13/02/2023	13	9	69.23
8	06/03/2023	13	10	76.92

C. COMMITTEE MEETINGS

Number of meetings held

7

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	30/05/2022	4	4	100
2	Audit Committee	29/09/2022	4	4	100
3	Audit Committee	10/11/2022	4	4	100
4	Audit Committee	29/03/2023	4	4	100
5	CSR Committee	25/05/2022	4	4	100
6	CSR Committee	27/05/2022	4	4	100
7	CSR Committee	28/09/2022	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	26/09/2023
								(Y/N/NA)
1	BIKUL CHAND	8	8	100	0	0	0	Yes
2	PRITAM RAY	8	7	87.5	0	0	0	Yes

3	PRANATI GO	8	7	87.5	6	5	83.33	Yes
4	HEMANTA GO	8	8	100	0	0	0	Yes
5	RAJNESH GO	8	8	100	3	3	100	Yes
6	NEERA DAUL	8	0	0	0	0	0	Not Applicable
7	GOKUL CHAN	8	3	37.5	0	0	0	No
8	GAUTAM BAF	8	6	75	4	4	100	No
9	MANVENDRA	8	1	12.5	0	0	0	No
10	PRAMOD KUI	8	8	100	3	3	100	Yes
11	SANTANU MA	4	3	75	1	1	100	Yes
12	TUHIN KANTI	4	3	75	0	0	0	No
13	PORAN BARU	4	3	75	1	1	100	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajnesh Gogoi	Managing Director	2,632,308	0	0	0	2,632,308
	Total		2,632,308	0	0	0	2,632,308

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Uttam Bailung	Company Secretary	2,274,280	0	0	217,314	2,491,594
2	Pramod Kr. Prasad	Chief Financial Officer	2,657,585	0	0	0	2,657,585
	Total		4,931,865	0	0	217,314	5,149,179

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Deepakananda Bha	Director	0	0	0	10,000	10,000
2	Gautam Barua	Director	0	0	0	93,000	93,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Bikul Chandra Deka	Director	0	0	0	600,000	600,000
4	Hemanta Gogoi	Director	0	0	0	480,000	480,000
	Total		0	0	0	1,183,000	1,183,000

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

The respective observations have been reflected in the Secretarial Audit Report, Statutory Audit Report and form MGT-8 issued by the professionals for the FY ending 31st March 2023.

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 Narayan Sharma

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number 3844

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

RAJNES
H GOGO
Digitally signed by
RAJNESH GOGOI
Date: 2023.11.09
16:30:52 +05'30'

DIN of the director

To be digitally signed by

UTTAM
BAILUNG
Digitally signed by
UTTAM BAILUNG
Date: 2023.11.09
13:20:07 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

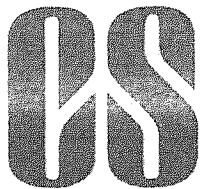
Attachments

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

Shareholders-List-APCL-2022-23-signed.p
Share-transfer-List-APCL-2022-23.pdf
Form-MGT-8-APCL-2022-23.pdf

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



Narayan Sharma & Associates

Practicing Company Secretaries

Master Enclave, Udayachal Path, Besides IOCL Petrol Pump,

Christian Basti, G.S. Road, Guwahati, Assam, PIN: 781005

Phone: +91 361 2963127, +91 9435018319 (M)

Email: csnarayansharma@gmail.com

Narayan Sharma

B.Com (Hons.), FCS

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 Assam Petro Chemicals Ltd, ("the Company") (CIN: U24116AS1971SGC001339) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March 2023. In our opinion and to the best of my 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 as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within & beyond the prescribed time with applicable additional fees;

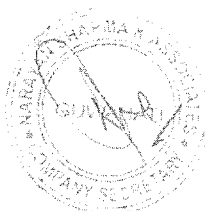
(except that the company was required to prepare and file consolidated financial statements being a holding company of Pragjyotish Fertilizer and Chemicals Limited)

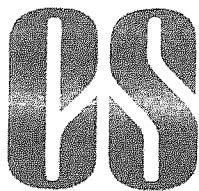
4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and ~~resolutions passed by postal ballot~~ have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. closure of Register of Members / Security holders, as the case may be, if any.
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

(Being a finance related matter, we have relied upon the Audit Report in the matter)

MGT-8-2023

Assam Petro Chemicals Ltd.





Narayan Sharma & Associates

Practicing Company Secretaries

Master Enclave, Udayachal Path, Besides IOCL Petrol Pump,

Christian Basti, G.S. Road, Guwahati, Assam, PIN: 781005

Phone: +91 361 2963127, +91 9435018319 (M)

Email: csnarayansharma@gmail.com

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7. contracts/arrangements with related parties as specified in section 188 of the Act;

(The company did not enter into any such activities during the reporting period)

8. ~~issue or allotment or transfer or transmission or buy-back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;~~

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

(The company did not enter into any such activities during the reporting period)

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 did not declare any dividend during the reporting period)

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;

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

(except that there was only one Independent Director on the Board of the Company w.e.f. 09.06.2022 to 31.03.2023)

13. ~~appointment/ reappointment/ filling up casual vacancies~~ of auditors as per the provisions of section 139 of the Act;

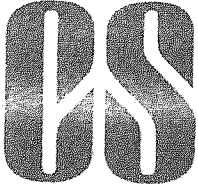
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15. acceptance/renewal/ repayment of deposits;

(The Company did not accept or renew any deposit)

16. ~~borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect;~~





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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;

(Being a finance related matter, we have relied upon the Audit Report and disclosure made by the company in its Directors report in the matter)

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

(The Company did not alter its MoA and/or AoA during the year under review)

Note: The transactions/events which were not applicable or were not entered by the company during the reporting period have been specifically mentioned as such or have been strike through.

Date: 8th November, 2023

Place: Guwahati

For, Narayan Sharma & Associates
Practicing Company Secretaries



CS Narayan Sharma
(Proprietor)

FCS No.: 5117, C P No.:3844

UDIN: F005117E001743117