# 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]

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



# **Annual Return**

(other than OPCs and Small Companies)

I. K	EGISTRATION AND OTH	ER DETAILS			
(i) <b>*</b> C	Corporate Identification Number	(CIN) of the company	U36911	MH1991PTC061736	Pre-fill
(	Global Location Number (GLN)	of the company			
*	Permanent Account Number (PA	AN) of the company	AAACI1	062K	
(ii) (a	a) Name of the company		ORRA F	INE JEWELLERY PRIVAT	
(k	o) Registered office address			<u> </u>	
(0	CHAKRAVARTY ASHOK ROAD, KA MUMBAI Mumbai City Maharashtra 20101 c) *e-mail ID of the company	INDIVALI (EAST),	taxation	n@orra.co.in	
(0	d) *Telephone number with STD	code	022668	07777	
(6	e) Website		www.oı	rra.co.in	
(iii)	Date of Incorporation		17/05/1	1991	
	Type of the Company	Category of the Company		Sub-category of the C	Company
(iv)					

Yes

No

( '') <b>*</b> E'		(DD / 11 10 0 0 0 0	· +	(D.5	A /B 4 B 4 B G G G G C
(vii) *Financial year From	date 01/04/2020	(DD/MM/YYYY	) To date	31/03/2021 (DL	/MM/YYYY)
(viii) *Whether Annual gen	neral meeting (AGM) held	• 1	⁄es 🔾	No	
(a) If yes, date of AG	M 20/09/2021				
(b) Due date of AGM	30/09/2021				
(c) Whether any exte	nsion for AGM granted		) Yes	<ul><li>No</li></ul>	
II. PRINCIPAL BUSIN	NESS ACTIVITIES OF T	HE COMPAN	ΙΥ		
*Number of busines	[				
S.No Main De Activity group code	scription of Main Activity grou	up Business Activity Code	Description c	of Business Activity	% of turnover of the company
1 C	Manufacturing	C13		facturing including jeweller uments, medical instrumen	100

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

*No. of Companies for which information is to be given	1	Pre-fill All
	1	

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ROSY BLUE (INDIA) PRIVATE LII	U36911MH1998PTC114312	Holding	76.87

# 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	9,000,000	5,855,135	5,855,135	5,855,135
Total amount of equity shares (in Rupees)	90,000,000	58,551,350	58,551,350	58,551,350

Number of classes

Class of Shares	Authorised	Issued capital	Subscribed	Daid was assital
Equity shares of Rs. 10 each	capital	Capital	capital	Paid up capital
Number of equity shares	9,000,000	5,855,135	5,855,135	5,855,135

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	90,000,000	58,551,350	58,551,350	58,551,350

# (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
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Class of shares	A41'1	ICabilai	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	Nı	Number of shares			Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	5,855,135	0	5855135	58,551,350	58,551,350	
Increase during the year	0	0	0	0	0	0
i. Pubic 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				0	0	
NIL						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
At the end of the year	5,855,135	0	5855135	58,551,350	58,551,350	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
NIL				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify					6	
NIL				0	0	
At the end of the year	0	0	0	0	0	
	L	l	I		<u> </u>	

iv. Others, specify								
NIL				0	0			
At the end of the year	0	0	0	0	0			
SIN of the equity shares of the company								
(ii) Details of stock split/consolidation during the year (for each class of shares)								

Before split /	Number of s	shares									
Consolidation	Face value pe	er share									
After split /	Number of s	shares									
Consolidation	Face value pe	er share									
(iii) Details of share of the first return a									cial ye	ear (or in the	case
Nil     [Details being prov	rided in a CD/D	igital Medi	ial		$\bigcirc$	Yes	$\bigcirc$	No	$\cap$	Not Applicable	<del>,</del>
			-							тот фризови	
Separate sheet att	ached for detai	ils of trans	fers		0	Yes	0	No			
Note: In case list of trans Media may be shown.	fer exceeds 10	, option fo	r submi	ssion a	s a separa	te sheet	attach	iment o	r subm	nission in a CD/	Digital
Date of the previous	annual gener	ral meetin	g								]
Date of registration of	of transfer (Da	ate Month	Year)								
Type of transfe	er		1 - E	quity, 2	?- Prefere	nce Sh	ares,3	- Deb	enture	es, 4 - Stock	
Number of Shares/ I Units Transferred	Debentures/				Amount Debentu			s.)			
Ledger Folio of Tran	sferor										
Transferor's Name											
	Surn	iame			middle	name				first name	
Ledger Folio of Tran	sferee										

(i)

(ii)

(iii)

Class of shares

Transferee's Name						
	Surna	me		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 Trans	sferor					
Transferor's Name						
	Surna	me		middle name	first name	
Ledger Folio of Transferee						
Transferee's Name						
	Surna	me		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	_	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)

(1)	(	,			
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

3,850,623,865

0

(ii) Net worth of the Company

944,239,823

### VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	ity	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	0	0	0		
	(ii) Non-resident Indian (NRI)	1,350,540	23.07	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)	4,504,595	76.93	0	
10.	Others NIL	0	0	0	
	Total	5,855,135	100	0	0

**Total number of shareholders (promoters)** 

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

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

	Total	0	0	0	0				
Total number of shareholders (other than promoters)									
	ber of shareholders (Promoters+Publin promoters)	<b>c</b> / 3							

# 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 (other than promoters)	0	0
Debenture holders	0	0

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

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

Category	Number of directors at the beginning of the year			ectors at the end ne 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	2	2	1	23.07	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	2	2	1	23.07	0

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

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DIPU MEHTA	08750601	Managing Director	1,350,540	
RUSSELL MEHTA	00049766	Director	0	
AMAR KOTHARI	00011569	Director	0	
SHRIPAD NENE	AXOPN0942R	Company Secretar	0	

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

Name	DIN/PAN		ICHANGO IN AGGIGNATION/	Nature of change (Appointment/ Change in designation/ Cessation)
DHRUV SHAH	02694314	Director	18/01/2021	Cessation
PRACHI MITTAL	CZKPM9265L	Company Secretar	08/10/2020	Cessation
SHRIPAD NENE	AXOPN0942R	Company Secretar	09/10/2020	Appointment

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

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

Number of meetings held 2

Type of meeting	Date of meeting	Total Number of Members entitled to	Attendance		
		attend meeting		% of total shareholding	
ANNUAL GENERAL MEETI	24/12/2020	3	3	100	
EXTRA ORDINARY GENEF	01/07/2020	3	3	100	

#### **B. BOARD MEETINGS**

\*Number of meetings held 11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting		
			Number of directors attended	% of attendance
1	22/06/2020	4	4	100
2	18/09/2020	4	3	75

3

S. No.	Date of meeting	Total Number of directors associated as on the date		Attendance
		of meeting	Number of directors attended	% of attendance
3	09/10/2020	4	3	75
4	26/10/2020	4	3	75
5	26/11/2020	4	3	75
6	23/12/2020	4	3	75
7	07/01/2020	4	3	75
8	13/01/2020	4	3	75
9	18/01/2020	3	2	66.67
10	19/02/2021	3	3	100
11	01/03/2021	3	2	66.67

#### C. COMMITTEE MEETINGS

Number of meetings held	0
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S. No.	Type of meeting	Date of meeting	Number of members attended	Attendance % of attendance
1				

### D. \*ATTENDANCE OF DIRECTORS

		Board Meetings			Committee Meetings			Whether attended AGM
S. No.	of the director		Meetings	% of	endance director was		% of attendance	held on
		entitled to attend	attended	atteridance	entitled to attend	attended	atteridance	20/09/2021 (Y/N/NA)
1	DIPU MEHTA	11	3	27.27	0	0	0	Yes
2	RUSSELL ME	11	10	90.91	0	0	0	Yes
3	AMAR KOTHA	11	11	100	0	0	0	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

	Name	Desig	nation	Gross Salary	Commission	Stock Option/ Sweat equity	Oti	ners	Tota Amou
1									0
	Total								
mber c	 f CEO, CFO an	d Company secre	etary who	se remuneration d	etails to be entere	<u> </u> d			
S. No.	Name	Desig	nation	Gross Salary	Commission	Stock Option/	Oth	ners	Tota
						Sweat equity			Amou
1									0
	Total								
mber c	f other directors	s whose remunera	ation deta	nils to be entered		•	1		
S. No.	Name	Desig	nation	Gross Salary	Commission	Stock Option/ Sweat equity	Oth	ners	Tota Amou
1									0
	Total								
	ether the comp	any has made coi	npliances	s and disclosures in the year	n respect of applic	<sup>able</sup> ● Yes	O No	)	
B. If N	lo, give reasons	s/observations	'All S TH						
provide III N	lo, give reasons	s/observations			ANY/DIRECTORS	/OFFICERS ⊠	Nil		
PENA DETAI	LTY AND PUN	ISHMENT - DET		EREOF  OSED ON COMPA  Name Order  Name section	of the Act and	/OFFICERS [ ]  Details of penalty/ unishment	Details o	of appeal	

Name of the company/ directors/ officers	Name of the co 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 comp	lete list of shar	reholders, debentur	e holders has been enclo	sed as an attachment	
<ul><li>Yes</li></ul>	s O No				
XIV. COMPLIANCE	OF SUB-SECT	ION (2) OF SECTIO	N 92, IN CASE OF LISTED	COMPANIES	
			share capital of Ten Crore e certifying the annual retur		over of Fifty Crore rupees or
Name		ACS SONALI KULKA	ARNI		
Whether associate	e or fellow	<ul><li>Asso</li></ul>	ociate		
Certificate of prac	ctice number	13047			
(b) Unless otherwise Act during the financ (c) The company has the case of a first ret securities of the com (d) Where the annua	expressly state ial year. s not, since the curn since the dapany. I return disclosed, the excess co	d to the contrary else date of the closure of ate of the incorporation es the fact that the nu- possists wholly of pers	the last financial year with on of the company, issued a mber of members, (except ons who under second pro	reference to which the any invitation to the public in case of a one persor	with all the provisions of the last return was submitted or in
		С	eclaration		
I am Authorised by the	ne Board of Dire	ectors of the compan	y vide resolution no 1	0 date	ed 16/09/2021
			requirements of the Compa ncidental thereto have beer		
			ments thereto is true, corressed or concealed and is as	•	information material to s maintained by the company.
2. All the requ	ired attachmen	ts have been comple	tely and legibly attached to	this form.	
			ction 447, section 448 and at and punishment for fals		es Act, 2013 which provide for ely.
To be digitally sign	ed by				
Director		DIPU MEHTA M			
DIN of the director		08750601			

Shripad Ganesh Nene

To be digitally signed by

<ul><li>Company Secretary</li></ul>				
Company secretary in	n practice			
Membership number	62428	Certificate of p	ractice number	
Attachments				List of attachments
1. List of share holders, debenture holders			Attach	OFJPL Shareholding 31032021.pdf
2. Approval let	ter for extension of AGN	1;	Attach	MGT-8 ORRA FINE JEWELLERY PVT LTI
3. Copy of MG	T-8;		Attach	
4. Optional Att	achement(s), if any		Attach	
				Remove attachment
N	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



#### 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,

#### ORRA FINE JEWELLERY PRIVATE LIMITED

CIN: U36911MH1991PTC061736

REGD. OFF: PLOT NO 12, CTS 60/A OF VILLAGE WADHWAN,

CHAKRAVARTY ASHOK ROAD,

KANDIVALI (EAST), MUMBAI 400101 Authorised Capital (Rs.): 9,00,00,000/-

Paid up Capital (Rs.) : 5,85,51,350/-0

I, have examined the registers, records and books and papers of **ORRA FINE JEWELLERY PRIVATE LIMITED** (the Company) **CIN No.: U36911MH1991PTC061736** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended as on 31<sup>st</sup> March, 2021. In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to me 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;
  - 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; no resolution was passed through postal ballot during the year.
  - 5. Closure of Register of Members / Security holders, as the case may be.

- 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; however, no such transaction were entered in the Company where section 185 of the Companies Act, 2013 will be applicable.
- 7. Contracts/arrangements with related parties as specified in section 188 of the Act; However, All the transactions entered into with the Related Parties are in the ordinary course of business.
- 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;

**Comment:** The Company has granted an aggregated of 77, 532 options under "ORRA Fine Jewellery Private Limited ESOP 2020" to the employees as determined by the Board.

- 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;
- 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; however there were no such transactions during the financial year.
- 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 remuneration paid to them;

**Comment:** Board of the Company is duly constituted with Executive and Non-Executive directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- 13. Re-appointment 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. The company has not accepted or renewed any deposit.
- 16. During the year under review Company has borrowed amount from its directors, members, public financial institutions, banks and others.

**Comment**: Company has borrowed from bank and financial institution by creating charge on property, necessary forms has been filed with ROC, Mumbai.

As per review Company has borrowed from banks and financial institution and from holding Company is exceeding limit of Section 180(1) of the Companies Act, 2013, however resolution of members has been passed by the Company.

**Comment**: being private limited company provision of section 180(1) is not applicable to the private limited company.

- 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;
- 18. No Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

Reserved.

Sonali Kulkarni Company Secretaries Proprietor

C.P. No.: 13047 Membership No.: 24300

UDIN: A024300C001383471

Place: Mumbai

Date: 9-November-2021

# Forms Filed with MCA during the F.Y. 2020-2021

Sr. no.	Form no.	Particulars of Filling	Date of Filling	Whether Filed within the prescribed time
1	2	3	4	5
1	MGT 14	Issue of further shares to employees under a scheme of employees' stock option	21/09/2020	Yes
2	AOC 5	Change in keeping books of accounts of the Company	21/09/2020	Yes
3	DIR 12	Appoint and Resignation of Company Secretary	20/10/2020	Yes
4	AOC 4 XBRL	Filing of Annual Return with the Registrar	22/01/2021	Yes
5	MGT 7	Annual Return	22/02/2021	Yes
6	CHG 1	Filing of Charges with ROC	20/02/2021	Yes
7	CHG1	Thing of charges with NOC	26/02/2021	Yes
8	DIR 12	Resignation of Director	02/05/2021	Yes
9	DPT 3	Return of Deposits	17/11/2020	Yes
10	CFSS	Immunity for late filing	22/02/2021	Yes
11	SH 9	Declaration of Solvency	13/07/2020	Yes
12	SH 11	Return of Buy - Back	05/11/2020	Yes



### ORRA FINE JEWELLERY PRIVATE LIMITED

#### List of shareholders as on March 31, 2021

Sl. No.	Name of shareholder	No. of shares	% of shareholding
1	Rosy Blue India Private Limited	4500595	76.87
2	Mr. Dipu Mehta	1350540	23.06
3	Intergold India Private Limited	4000	0.07
	Total	58,55,135	100

For and on behalf of Board of Directors of ORRA Fine Jewellery Private Limited

Mumbai

Shripad Nene

Company Secretary

ACS: 62428 Place: Mumbai