

## NOTICE

**NOTICE** is hereby given that the Ninth (9<sup>th</sup>) Annual General Meeting of the Members of **CARE ESG Ratings Limited** (formerly known as CARE Advisory Research and Training Limited) will be held on Monday, June 30, 2025 at 11.30 a.m at the Registered Office of the Company at 4<sup>th</sup> Floor, Godrej Coliseum, Somaiya Hospital Road, Off. Eastern Express Highway, Sion (East), Mumbai- 400 022 to transact the following business(s):

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2025, including the Audited Balance Sheet as on March 31, 2025, the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mehul Pandya (DIN:07610232), who retires by rotation and being eligible, offers himself for reappointment.

### **NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013 ("the Act") a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of this Annual General Meeting.

- 4) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 5) Members/proxies should sign the attendance register for attending the meeting.
- 6) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 7) Body corporate members are requested to lodge a valid authorization in pursuance of section 113 of the Act at the registered office of the Company.

**By Order of the Board of Directors**  
**For CARE ESG Ratings Limited**  
**(Formerly known as CARE Advisory Research and Training Limited)**

Sd/-  
**Shefali Thakkar**  
**Company Secretary**  
**Membership No. A48120**

Place: Mumbai

Date: April 30, 2025

**As per Secretarial Standards issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed/re-appointed:**

<b>Name of the Director</b>	<b>Mr. Mehul Pandya</b>
Director Identification Number	07610232
Date of Birth	September 5, 1972
Age	52 years
Nationality	Indian
Date of appointment on the Board	September 9, 2016
Number of equity shares held in the Company	Nil
Qualification	BE, MBA, CFA charter holder from the CFA Institute, USA.
Brief Resume and Expertise in specific functional area	A technocrat with a management background, He is a CFA charter holder from CFA Institute, USA. Over the years, he has attended various leadership programmes at IIMA and the High Potentials Leadership Programme at Harvard Business School as well. Prior to joining CARE Ratings, he worked with a state-level financial institution in Gujarat for about four years and was instrumental in setting up an in-house credit rating cell for the screening of lending proposals. He has worked as a Consultant for the Asian Development Bank and conducted various training programmes on credit risk analysis in India and abroad.
List of Directorship held in other companies	<ol style="list-style-type: none"> <li>1. CARE Ratings Limited</li> <li>2. CARE Analytics and Advisory Private Limited (Formerly known as CARE Risk Solutions Private Limited)</li> <li>3. Association of Indian Rating Agencies</li> <li>4. CARE Ratings Nepal Limited</li> <li>5. CARE Ratings (Africa) Private Limited</li> <li>6. Association of Credit Rating Agencies in Asia</li> <li>7. US India Importers' Council</li> <li>8. CARE Ratings South Africa (Pty) Ltd.</li> <li>9. CareEdge Global IFSC Limited</li> </ol>
Chairman / Member of the Committees of the Boards of other companies in which he is a director	<p><b><u>CARE Ratings Limited</u></b></p> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee - Member</li> <li>• Risk Management Committee – Member</li> <li>• Corporate Social Responsibility and Sustainability Committee - Member</li> </ul> <p><b><u>CareEdge Global IFSC Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination and Remuneration Committee - Member</li> </ul>
Terms & Conditions of appointment	NA

Remuneration sought to be paid	NA
Inter-se relationship with other Directors or Manager or KMP	NA
Last drawn remuneration	NA
No. of Board meetings attended during the year	4

**By Order of the Board of Directors**  
**For CARE ESG Ratings Limited**  
**(Formerly known as CARE Advisory Research and Training Limited)**

Sd/-  
**Shefali Thakkar**  
**Company Secretary**  
**Membership No. A48120**

Place: Mumbai

Date: April 30, 2025

## Form No. MGT-7

### Annual Return (other than OPCs and Small Companies)

[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]

All fields marked in \* are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

#### I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

U66190MH2016PLC285575

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	CARE ESG RATINGS LIMITED	CARE ESG RATINGS LIMITED
Registered office address	Godrej Coliseum, 4th Floor, Somaiya Hospital Road off Eastern Express Highway, Sion (East), NA, Mumbai, Mumbai City, Maharashtra, India, 400022	Godrej Coliseum, 4th Floor, Somaiya Hospital Road off Eastern Express Highway, Sion (East), NA, Mumbai, Mumbai City, Maharashtra, India, 400022
Latitude details	19.0496791	19.0496791
Longitude details	72.8769446	72.8769446

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Registered Office and Photo of Director.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*7J

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

\*\*\*\*\*poort@careedge.in

(d) \*Telephone number with STD code

02\*\*\*\*\*56

(e) Website

iv \*Date of Incorporation (DD/MM/YYYY)

06/09/2016

v (a) \*Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi \*Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix \* (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

30/06/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*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	K	Financial and insurance activities	64	Financial service activities, except insurance and pension funding	100

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

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

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L67190MH1993PLC071691		CARE RATINGS LIMITED	Holding	100

## 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	15000000.00	14095450.00	14095450.00	14095450.00
Total amount of equity shares (in rupees)	150000000.00	140954500.00	140954500.00	140954500.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY SHARES				
Number of equity shares	15000000	14095450	14095450	14095450
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	150000000.00	140954500.00	140954500	140954500

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	14095450	0	14095450.00	140954500	140954500	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div></div>						
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
<b>At the end of the year</b>	14095450.00	0.00	14095450.00	140954500.00	140954500.00	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div></div>			0			
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	0.00

ISIN of the equity shares of the company

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

0

Class of shares		<div></div>
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

Number of transfers

1

**Attachments:**

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

## (a) Non-convertible debentures

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible 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
<b>Total</b>				

## (b) Partly convertible debentures

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible 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
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible 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
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	0.00	0.00	0.00	0.00

**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

4733000

ii \* Net worth of the Company

90617000

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	5	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	14095445	100.00	0	0.00

10	Others <div></div>	0	0.00	0	0.00
	<b>Total</b>	14095450.00	100	0.00	0

Total number of shareholders (promoters)

7

#### B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	0.00	0	0.00	0

Total number of shareholders (other than promoters)

0

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

7.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1
2	Individual - Male	4
3	Individual - Transgender	0
4	Other than individuals	2
	<b>Total</b>	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

## VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	0	0	0	0	0	0
<b>B Non-Promoter</b>	0	3	0	3	0.00	0.00
i Non-Independent	0	1	0	1	0	0
ii Independent	0	2	0	2	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and 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
<b>Total</b>	0	3	0	3	0.00	0.00

\*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
MEHUL HARSHADRAY PANDYA	07610232	Director	0	
MADHU DUBHASHI	00036846	Director	0	
SONAL GUNVANT DESAI	08095343	Director	0	10/07/2025
ROHIT DATTATRAY INAMDAR	AAAPI6426L	CEO	0	31/07/2025
SHEFALI BHARAT THAKKAR	AFXPT7973H	Company Secretary	0	
CHIRAG ARVIND DARJI	AXIPD5485F	CFO	0	

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

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MADHU DUBHASHI	00036846	Additional Director	28/06/2024	Change in designation
SONAL GUNVANT DESAI	08095343	Additional Director	28/06/2024	Change in designation
SHWETHA JAGANNATH POONJA	BCMPP2705G	CFO	30/07/2024	Cessation
CHIRAG ARVIND DARJI	AXIPD5485F	CFO	31/07/2024	Appointment
MEENAL YASHWANT DANDEKAR	AOAPD9516J	Company Secretary	16/10/2024	Cessation
SHEFALI BHARAT THAKKAR	AFXPT7973H	Company Secretary	17/10/2024	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

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/06/2024	7	6	99.99

**B BOARD MEETINGS**

\*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/04/2024	3	3	100

2	30/07/2024	3	3	100
3	16/10/2024	3	3	100
4	23/01/2025	3	3	100

### C COMMITTEE MEETINGS

Number of meetings held

3

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	ESG Ratings Sub-Committee	23/01/2025	2	2	100
2	Nomination and Remuneration Committee	30/07/2024	3	3	100
3	Nomination and Remuneration Committee	16/10/2024	3	3	100

### D ATTENDANCE OF DIRECTORS

S. N o	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 attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								30/06/2025 (Y/N/NA)
1	MEHUL HARSHADRAY PANDYA	4	4	100	2	2	100	Yes
2	MADHU DUBHASHI	4	4	100	3	3	100	No
3	SONAL GUNVANT DESAI	4	4	100	3	3	100	Yes

### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A \*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
	<b>Total</b>		0.00	0.00	0.00	0.00	0.00

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ROHIT INAMDAR	CEO	10472586	0	0	0	10472586.00
2	SHEFALI THAKKAR	Company Secretary	1865500	0	0	0	1865500.00
3	CHIRAG DARJI	CFO	0	0	0	0	0.00
	<b>Total</b>		12338086.00	0.00	0.00	0.00	12338086.00

C \*Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SONAL DESAI	Director	0	0	0	275000	275000.00
2	MADHU DUBHASHI	Director	0			275000	275000.00
	<b>Total</b>		0.00	0.00	0.00	550000.00	550000.00

## 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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

7

### XIV Attachments

(a) List of share holders, debenture holders

Updated Details of Shareholder or  
Debenture holder (1).xlsm

(b) Optional Attachment(s), if any

Final MGT-8\_CARE\_2024-  
25\_07.08.2025.pdf

## XV 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.

### 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 applicable 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 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 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.

I/ We have examined the registers, records and books and papers of 

CARE ESG RATINGS LIMITED
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 as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 

31/03/2025
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In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 therefor;
- 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;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 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;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 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
- 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;
- 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;
- 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;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 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 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Ritika Agrawal

Date (DD/MM/YYYY)

07/08/2025

Place

Mumbai

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

8\*6\*

#### XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

\*(a) DIN/PAN/Membership number of Designated Person

AFXPT7973H

\*(b) Name of the Designated Person

SHEFALI BHARAT THAKKAR

#### Declaration

I am authorised by the Board of Directors of the Company vide resolution number\* 40.16-40.17 dated\*

(DD/MM/YYYY) 30/04/2025 to sign this form and declare that all the requirements of 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.

\*To be digitally signed by

\*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0\*6\*0\*3\*

**\*To be digitally signed by**

☒ Company Secretary      ☐ Company secretary in practice

**\*Whether associate or fellow:**

☒ Associate      ☐ Fellow

Membership number

4\*1\*0

Certificate of practice number

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**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AB5912171

eForm filing date (DD/MM/YYYY)

13/08/2025

**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**