

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

L24119CH1975PLC003607

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACP9915E

(ii) (a) Name of the company

PRIMO CHEMICALS LIMITED

(b) Registered office address

S C O 125-127SECTOR 17 B CHANDIGARH NA
U T
Chandigarh
160017
India

(c) *e-mail ID of the company

SE*****LS.IN

(d) *Telephone number with STD code

01*****11

(e) Website

www.primochemicals.in

(iii) Date of Incorporation

01/12/1975

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

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

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U67120DL1993PTC052486

Pre-fill

Name of the Registrar and Transfer Agent

BEETAL FINANCIAL AND COMPUTER SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

99,MADANGIR, B/4, LOCAL SHOPPING CENTRE,
NEAR DADA HARSUKH DAS MANDIR

(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

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	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	99.97

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FLOW TECH CHEMICALS PRIVA	U25202DL1996PTC078956	Associate	49

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	350,000,000	242,715,730	242,703,980	242,343,220
Total amount of equity shares (in Rupees)	700,000,000	485,431,460	485,407,960	484,686,440

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	350,000,000	242,715,730	242,703,980	242,343,220
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	700,000,000	485,431,460	485,407,960	484,686,440

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	8,521,905	233,821,315	242,343,220	484,686,440	484,686,440	

Increase during the year	0	270,880	270880	541,760	541,760	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	
x. Others, specify		270,880	270880	541,760	541,760	0
Physical to Demat						
Decrease during the year	270,880	0	270880	541,760	541,760	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	
iv. Others, specify	270,880	0	270880	541,760	541,760	
Physical to Demat						
At the end of the year	8,251,025	234,092,195	242343220	484,686,440	484,686,440	
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						
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						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE607A01022

(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	29/09/2023		
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	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
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

3,969,801,631

(ii) Net worth of the Company

3,397,436,252.15

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	61,989,745	25.58	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)	13,993,085	5.77	0	
10.	Others	0	0	0	
	Total	75,982,830	31.35	0	0

Total number of shareholders (promoters)

11

(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	100,155,433	41.33	0	
	(ii) Non-resident Indian (NRI)	2,199,226	0.91	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	2,500	0	0	
5.	Financial institutions	44,500	0.02	0	
6.	Foreign institutional investors	1,771,661	0.73	0	
7.	Mutual funds	4,615,212	1.9	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	57,471,858	23.72	0	
10.	Others BODY CORPORATE OVERSE	100,000	0.04	0	
	Total	166,360,390	68.65	0	0

Total number of shareholders (other than promoters)

46,156

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

46,167

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

6

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SOCIETE GENERALE	SBI SG GLOBAL SECURITIES SERVIC			1,505,911	0.62
STERN GLOBAL FUND	63 MARKET STREET, 04-02, BANK C			100,000	0.04
MINERVA EMERGING C	C/O APEX FUND SERVICES, (MAUR			50,000	0.02
GENESIS GRAND GENE	OFFICE NO. 706, MANKHOOL, BUR			100,000	0.04
INDIAN LIBERALISATIC	C/o Citibank NA (Custody Services			15,250	0.01
BANCO SANTANDER A	C/o The Hongkong Shanghai Bank			500	0

**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	11	11
Members (other than promoters)	33,859	46,156
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	1	2	1	2	2.26	16.83

B. Non-Promoter	1	4	1	4	17.54	0.04
(i) Non-Independent	1	0	1	0	17.54	0
(ii) Independent	0	4	0	4	0	0.04
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	6	2	6	19.8	16.87

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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)
SUKHBIR SINGH DAH	00169921	Director	25,278,015	
JAGBIR SINGH AHLA	01139187	Director	15,500,100	
JATIN DAHIYA	08106876	Whole-time directo	5,482,535	
NAVEEN CHOPRA	08465391	Managing Director	42,500,000	
KULDIP SINGH SUHA	08925842	Director	75,580	
ASHOK GOYAL	08930828	Director	0	
TILAK RAJ BAJALIA	02291892	Director	0	
TEESTA SANDHU	09415955	Director	34,870	
SUGANDHA KUKREJA	AEIPC1476Q	Company Secretar	0	
ARUN KUMAR KAUSH	ABHPK6964B	CFO	50	30/06/2024

(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

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 MEETING	29/09/2023	41,347	64	70.32

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2023	8	8	100
2	28/06/2023	8	8	100
3	14/08/2023	8	8	100
4	04/11/2023	8	8	100
5	09/02/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

27

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	26/05/2023	4	4	100
2	Audit Committee	28/06/2023	4	4	100
3	Audit Committee	14/08/2023	4	4	100
4	Audit Committee	04/11/2023	4	4	100

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
5	Audit Committee	09/02/2024	4	4	100
6	Stakeholders Forum	25/04/2023	3	3	100
7	Stakeholders Forum	18/05/2023	3	3	100
8	Stakeholders Forum	15/06/2023	3	3	100
9	Stakeholders Forum	13/07/2023	3	3	100
10	Stakeholders Forum	08/08/2023	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	27/09/2024
								(Y/N/NA)
1	SUKHBIR SIN	5	5	100	17	17	100	Yes
2	JAGBIR SING	5	5	100	2	2	100	No
3	JATIN DAHIYA	5	5	100	2	2	100	Yes
4	NAVEEN CHC	5	5	100	22	22	100	Yes
5	KULDIP SING	5	5	100	10	10	100	Yes
6	ASHOK GOYA	5	5	100	25	25	100	Yes
7	TILAK RAJ BA	5	5	100	10	10	100	Yes
8	TEESTA SAN	5	5	100	3	3	100	Yes

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NAVEEN CHOPRA	MANAGING DIR	60,399,901	0	0	0	60,399,901
2	JATIN DAHIYA	WHOLE TIME D	32,062,832	0	0	0	32,062,832
	Total		92,462,733	0	0	0	92,462,733

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	SUGANDHA KUKR	COMPANY SEC	2,655,789	0	0	0	2,655,789
2	ARUN KUMAR KAL	CFO	2,699,577	0	0	0	2,699,577
	Total		5,355,366	0	0	0	5,355,366

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sukhbir Singh Dahiy	Non-Executive D	1,725,000	0	0	0	1,725,000
2	Jagbir Singh Ahlaw	Non-Executive D	650,000	0	0	0	650,000
3	Tilak Raj Bajalia	Independent Dir	1,375,000	0	0	0	1,375,000
4	Kuldip Singh Suhag	Independent Dir	1,375,000	0	0	0	1,375,000
5	Ashok Goyal	Independent Dir	2,450,000	0	0	0	2,450,000
6	Teesta Sandhu	Independent Dir	725,000	0	0	0	725,000
	Total		8,300,000	0	0	0	8,300,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

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

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ajay K. Arora

Whether associate or fellow

Associate Fellow

Certificate of practice number

993

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. ... 11 dated 26/10/2020

(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

Naveen
Chopra

DIN of the director

0*4*5*9*

To be digitally signed by

Sugandh
a Kukreja

Company Secretary

Company secretary in practice

Membership number

1*5*8

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Primo_MGT-8_2024.pdf
 Additonal Sheet of Meeting Details.pdf
 ListofShareTransfers31032024.pdf
 Clarification MGT-7 2024.pdf
 CopyofResolution324_Rule9.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company