

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]



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

U24231MH1997PTC410875

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT8926D

(ii) (a) Name of the company

TRISTAR INTERMEDIATES PRIV

(b) Registered office address

Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp. Mahindra Showroom, Vikhroli (West), Mumbai
Mumbai
Maharashtra
400070

(c) *e-mail ID of the company

cs@rossari.com

(d) *Telephone number with STD code

02261233800

(e) Website

(iii) Date of Incorporation

01/09/1997

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

(v) Whether company is having share capital

☒ Yes ☐ No

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

☐ Yes ☒ No

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

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

The Annual General Meeting will be held on June 11, 2025.

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	100

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	ROSSARI BIOTECH LIMITED	L24100MH2009PLC194818	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	1,000,000	930,000	930,000	930,000
Total amount of equity shares (in Rupees)	10,000,000	9,300,000	9,300,000	9,300,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,000,000	930,000	930,000	930,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000	9,300,000	9,300,000	9,300,000

(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)				

(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	0	930,000	930000	9,300,000	9,300,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
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 <div></div>						
At the end of the year	0	930,000	930000	9,300,000	9,300,000	
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 <div></div>						
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 <div></div>						
At the end of the year	0	0	0	0	0	

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		(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			
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			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

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
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

2,617,490,098

(ii) Net worth of the Company

746,239,180

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	60	0.01	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)	929,940	99.99	0	
10.	Others	0	0	0	
	Total	930,000	100	0	0

Total number of shareholders (promoters)

7

(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	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	0	0	0	

	Total	0	0	0	0
--	--------------	---	---	---	---

Total number of shareholders (other than promoters)

0

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

7

**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	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
A. Promoter	1	4	1	4	0	0
B. Non-Promoter	1	2	1	2	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	2	0	2	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	6	2	6	0	0

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

8

(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)
Edward Menezes	00149205	Director	10	
Sunil Chari	00149083	Director	10	
Mikhail Menezes	02789957	Director	10	
Yash Sunil Chari	08805529	Director	10	
Sanjay Ramakrishna M	00002476	Whole-time director	10	
Krishna Kumar Tiwari	09276586	Whole-time director	0	
Gurudas Vishwas Aras	02187903	Director	0	
Meher Bruno Castelino	07121874	Director	0	

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

1

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)
Krishna Kumar Tiwari	09276586	Whole-time director	13/08/2024	Re-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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	13/08/2024	7	6	99.99

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2024	8	8	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	18/07/2024	8	8	100
3	17/10/2024	8	8	100
4	16/01/2025	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

6

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	27/04/2024	3	3	100
2	Audit Committee	18/07/2024	3	3	100
3	Audit Committee	17/10/2024	3	3	100
4	Nomination and Remuneration	27/04/2024	3	3	100
5	Nomination and Remuneration	17/10/2024	3	3	100
6	Corporate Social Responsibility	27/04/2024	4	4	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	
								(Y/N/NA)
1	Edward Menezes	4	4	100	3	3	100	
2	Sunil Chari	4	4	100	4	4	100	
3	Mikhail Menezes	4	4	100	0	0	0	
4	Yash Sunil Chari	4	4	100	0	0	0	
5	Sanjay Ramakrishna	4	4	100	1	1	100	
6	Krishna Kumar	4	4	100	0	0	0	
7	Gurudas Vishwakarma	4	4	100	6	6	100	

8	Meher Bruno Caste	4	4	100	5	5	100	
---	-------------------	---	---	-----	---	---	-----	--

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	Sanjay Ramakrishna	Whole Time Director	11,361,312	0	0	0	11,361,312
2	Krishna Kumar Tiwari	Whole Time Director	5,220,591	0	0	2,000,000	7,220,591
	Total		16,581,903	0	0	2,000,000	18,581,903

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

0

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

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Gurudas Vishwas A	Director	0	0	0	250,000	250,000
2	Meher Bruno Caste	Director	0	0	0	225,000	225,000
	Total		0	0	0	475,000	475,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

--	--	--	--	--	--

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

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

☒ Yes ☐ No

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

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

Name

Whether associate or fellow ☒ Associate ☐ Fellow

Certificate of practice number

I/We certify that:

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

Declaration

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

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

- 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.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

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



TRISTAR
A SUBSIDIARY OF
ROSSARI BIOTECH LIMITED

TRISTAR INTERMEDIATES PRIVATE LIMITED
List of Shareholders as on 31.03.2025

Sr. No.	Name of Shareholder	No. of Shares	% of Holding
1.	Rossari Biotech Limited	929940	99.994
2.	Edward Menezes (For and on behalf of Rossari Biotech Limited)	10	0.001
3.	Sunil Chari (For and on behalf of Rossari Biotech Limited)	10	0.001
4.	Sanjay R. Marballi (For and on behalf of Rossari Biotech Limited)	10	0.001
5.	Prasad Prabhakar Gadkari (For and on behalf of Rossari Biotech Limited)	10	0.001
6.	Mikhail Menezes (For and on behalf of Rossari Biotech Limited)	10	0.001
7.	Yash Sunil Chari (For and on behalf of Rossari Biotech Limited)	10	0.001
	Total	9,30,000	100.000

For Tristar Intermediates Private Limited

Sunil Chari
Director
DIN: 00149083

TRISTAR INTERMEDIATES PRIVATE LIMITED

A Subsidiary of Rossari Biotech Limited (CIN: U24231MH1997PTC410875)

Registered Office: Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp. Mahindra Showroom, Vikhroli (West), Mumbai - 400079, Maharashtra, India. T : +91-22-6123 3800

Factory Unit 1: C1/B 3201 to 3203, GIDC, Sarigam - 396155, Dist-Valsad, Gujarat.

Factory Unit 2: Plot No. 3321, GIDC, Sarigam - 396155, Dist-Valsad, Gujarat.

Factory Unit 3: Plot No. 2520, 2522, 3325, GIDC, Sarigam - 396155, Dist-Valsad, Gujarat.

 info.tristar@rossari.com

 www.tristarintermediates.org



TRISTAR
A SUBSIDIARY OF
ROSSARI BIOTECH LIMITED

To,
The Registrar of Companies
Everest Building, 100 Marine Drive,
Mumbai 400 002

Dear Sir,

Subject: Clarification to Annual Return for the Financial Year 2024-25.

Please note the following clarifications in respect of Annual Return for Financial Year 2024-25

I. Point number VI (a) (i) of the Annual Return

The Company is a Subsidiary of Public Company and so it needs to have minimum 7 Shareholders. Hence, 6 Individual shareholders are holding shares in the Company on behalf of Rossari Biotech Limited (Holding and Promoter Company).

II. Point number VII of the Annual Return

The Company is a Subsidiary of Public Company and so it needs to have minimum 7 Shareholders. Accordingly, 6 Individual shareholders are holding shares on behalf of Holding and Promoter of the Company. Hence, shareholding of aforesaid 6 individual shareholders have been shown under Promoter Category and Promoters has been shown as 7.

III. Point number VIII A (A) and B (i) of the Annual Return

The Company is a Subsidiary of Public Company and so it needs to have minimum 7 Shareholders. Accordingly, 6 Individual shareholders are holding shares on behalf of Holding Company and Promoter of the Company. Out of Six Individual shareholders Four are Non-Executive Directors of the Company one is Executive Director of the Company and holding shares of the Company as mentioned below::

TRISTAR INTERMEDIATES PRIVATE LIMITED

A Subsidiary of Rossari Biotech Limited (CIN: U24231MH1997PTC410875)

Registered Office: Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp. Mahindra Showroom, Vikhroli (West), Mumbai - 400079, Maharashtra, India. T : +91-22-6123 3800

Factory Unit 1: C1/B 3201 to 3203, GIDC, Sarigam - 396155, Dist-Valsad, Gujarat.

Factory Unit 2: Plot No. 3321, GIDC, Sarigam - 396155, Dist-Valsad, Gujarat.

Factory Unit 3: Plot No. 2520, 2522, 3325, GIDC, Sarigam - 396155, Dist-Valsad, Gujarat.

 info.tristar@rossari.com

 www.tristarintermediates.org



TRISTAR
A SUBSIDIARY OF
ROSSARI BIOTECH LIMITED

Sr. No	Name of Director	DIN	Designation	No. of Shares held	% of shares held by directors at the end of the year
1.	Mr. Edward Menezes	00149205	Non-Executive Director	10	0.001
2.	Mr. Sunil Chari	00149083	Non-Executive Director	10	0.001
3.	Mr. Yash Chari	08805529	Non-Executive Director	10	0.001
4.	Mr. Mikhail Menezes	02789957	Non-Executive Director	10	0.001
5.	Mr. Sanjay Ramakrishna Marballi	00002476	Executive Director	10	0.001
Total Shares Held by Directors				50	0.005

We request you to take the above clarification on record.

Thanking you,

Yours Faithfully,

For Tristar Intermediates Private Limited

Mr. Sunil Chari

Director

DIN: 00149083

TRISTAR INTERMEDIATES PRIVATE LIMITED

A Subsidiary of Rossari Biotech Limited (CIN: U24231MH1997PTC410875)


Registered Office: Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp. Mahindra Showroom, Vikhroli (West), Mumbai - 400079, Maharashtra, India. **T :** +91-22-6123 3800

Factory Unit 1: C1/B 3201 to 3203, GIDC, Sarigam - 396155, Dist-Valsad, Gujarat.

Factory Unit 2: Plot No. 3321, GIDC, Sarigam - 396155, Dist-Valsad, Gujarat.

Factory Unit 3: Plot No. 2520, 2522, 3325, GIDC, Sarigam - 396155, Dist-Valsad, Gujarat.

 info.tristar@rossari.com

 www.tristarintermediates.org

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, books and papers of **TRISTAR INTERMEDIATES PRIVATE LIMITED** (“the Company”) as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made thereunder for the financial year ended on 31st March, 2025.

In our opinion and to the best of our 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, to the extent applicable, has complied with provisions of the Act and 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, wherever applicable;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company, wherever applicable.

For **M/s. SHAH PATEL & ASSOCIATES**

Practicing Company Secretaries

Isha Shah

Partner

Membership No.: A35253

COP.No.: 15201

Peer Review Certificate no. 1062/2021

UDIN:

Place: Mumbai

Date: