

# 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]



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# 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

U24230KA2015PTC078753

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAF CG8949N

(ii) (a) Name of the company

GENWORKS HEALTH PRIVATE L

(b) Registered office address

5th floor, Gamma Block, Sigma Soft Tech Park,  
Varthur road, Ramagondanahalli , Varthur Hobli  
bangalore  
Bangalore  
Karnataka  
560066

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

compliance@genworkshealth.com

(d) \*Telephone number with STD code

918041801000

(e) Website

www.genworkshealth.com

(iii) Date of Incorporation

06/02/2015

(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

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

## 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	G	Trade	G1	Wholesale Trading	92.38
2	Q	Hospital and Medical Care	Q6	Other Hospital and Medical Care Activities	7.62

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## 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	10,000,000	3,000,000	3,000,000	3,000,000
Total amount of equity shares (in Rupees)	100,000,000	30,000,000	30,000,000	30,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	10,000,000	3,000,000	3,000,000	3,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	100,000,000	30,000,000	30,000,000	30,000,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,000,000	2,150,887	2,150,887	2,150,887
Total amount of preference shares (in rupees)	300,000,000	215,088,700	215,088,700	215,088,700

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Cumulative Compulsory Convertible Preference sha				
Number of preference shares	3,000,000	2,150,887	2,150,887	2,150,887
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	300,000,000	215,088,700	215,088,700	215,088,700

**(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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	3,000,000	0	3000000	30,000,000	30,000,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	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 <input type="text"/>						
<b>Decrease during the year</b>	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 <input type="text"/>						
<b>At the end of the year</b>	3,000,000	0	3000000	30,000,000	30,000,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	1,392,378	0	1392378	139,237,800	139,237,800	
<b>Increase during the year</b>	758,509	0	758509	75,850,900	75,850,900	682,658,100
i. Issues of shares	758,509	0	758509	75,850,900	75,850,900	682,658,100
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	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 <input type="text"/>						
<b>At the end of the year</b>	2,150,887	0	2150887	215,088,700	215,088,700	

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	25/05/2022		
Date of registration of transfer (Date Month Year)	26/07/2021		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	16,021	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	05		
Transferor's Name		Healthcare Fund II	Somerset Indus
	Surname	middle name	first name
Ledger Folio of Transferee	06		

Transferee's Name	<input type="text"/>	<input type="text" value="Healthcare India Fund"/>	<input type="text" value="Somerset Indus"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="26/07/2021"/>
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Type of transfer	<input type="text" value="Preference Sha"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="256,565"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="100"/>
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Ledger Folio of Transferor	<input type="text" value="05"/>
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Transferor's Name	<input type="text"/>	<input type="text" value="Healthcare Fund II"/>	<input type="text" value="Somerset Indus"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="06"/>
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Transferee's Name	<input type="text"/>	<input type="text" value="Healthcare India Fund"/>	<input type="text" value="Somerset Indus"/>
	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
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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	200	500000	74,074,072
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			74,074,072

**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	100,000,000	25,925,928	74,074,072
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	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

3,736,720,000

**(ii) Net worth of the Company**

561,040,000

**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	2,121,224	70.71	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	<b>Total</b>	2,121,224	70.71	0	0

**Total number of shareholders (promoters)**

3

**(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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				

	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	878,776	29.29	2,150,887	100
10.	Others	0	0	0	0
	<b>Total</b>	878,776	29.29	2,150,887	100

**Total number of shareholders (other than promoters)**

6

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

9

**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)	5	6
Debenture holders	0	1

**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>	2	0	2	0	33.94	0

<b>B. Non-Promoter</b>	0	2	0	2	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	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	2	33.94	0

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 share(s) held	Date of cessation (after closure of financial year : If any)
GANESHPRASAD SEN	01501368	Director	1,375,930	
AVINASH A KENKARE	03303607	Director	0	
BALAJI RAGHUPATHY	08837969	Director	372,647	
SUBRAHMANYA VAJIF	09027292	Director	0	
Pooja Garg	AVRPG3625K	Company Secretar	0	
Hemraj Waghela	AASPW8829P	CFO	0	

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

4

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)
Kiran Thadimarri	07042703	CFO	12/06/2021	Resignation
Pratik Sachdev	CESPS1132P	Company Secretar	06/09/2021	Resignation
Hemraj Waghela	AASPW8829P	CFO	22/11/2021	Appointment
Pooja Garg	AVRPG3625K	Company Secretar	22/11/2021	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

8

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meet	26/05/2021	8	8	100
Extraordinary General Meet	04/06/2021	8	8	100
Extraordinary General Meet	17/06/2021	8	8	100
Extraordinary General Meet	19/07/2021	8	8	100
Extraordinary General Meet	22/11/2021	8	8	100
Extraordinary General Meet	15/12/2021	8	8	100
Extraordinary General Meet	07/02/2022	8	8	100
Extraordinary General Meet	30/03/2022	9	9	100

### B. BOARD MEETINGS

\*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2021	4	4	100
2	04/06/2021	4	4	100
3	12/06/2021	4	4	100
4	17/06/2021	4	4	100
5	19/07/2021	4	4	100
6	28/09/2021	4	4	100
7	22/11/2021	4	4	100
8	14/12/2021	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
9	31/01/2021	4	4	100
10	07/02/2022	4	4	100
11	18/02/2022	4	4	100
12	02/03/2022	4	4	100

### C. COMMITTEE MEETINGS

Number of meetings held

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					

### 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	21/11/2022
								(Y/N/NA)
1	GANESHPRA	14	14	100	0	0	0	Yes
2	AVINASH A K	14	14	100	0	0	0	Yes
3	BALAJI RAGH	14	14	100	0	0	0	Yes
4	SUBRAHMAN	14	14	100	0	0	0	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

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

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pooja Garg	Company Secre	317,335	0	0	0	317,335
2	Hemraj Waghela	CFO	1,968,168	0	0	0	1,968,168
3	Prateek Sachdev	Company Secre	296,013	0	0	0	296,013
4	Kiran Thadimarri	CFO	4,888,045	0	0	0	4,888,045
	Total		7,469,561	0	0	0	7,469,561

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	GANESHPRASAD	Director	30,804,213	0	0	0	30,804,213
2	BALAJI RAGHUPA	Director	12,906,805	0	0	0	12,906,805
	Total		43,711,018	0	0	0	43,711,018

#### 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

Rafeeulla Shariff

Whether associate or fellow

Associate  Fellow

Certificate of practice number

11103

**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:

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

BALAJI  
RAGHUPATHY  
RAMACHANDRA  
N  
Digitally signed by  
BALAJI RAGHUPATHY  
RAMACHANDRAN  
Date: 2022.12.03  
16:09:05 +05'30'

DIN of the director

08837969

**To be digitally signed by**

POOJA  
GARG  
Digitally signed by  
POOJA GARG  
Date: 2022.12.03  
16:14:24 +05'30'

Company Secretary

Company secretary in practice

Membership number

52170

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of shareholders and debenture holders  
Genworks\_Form MGT-8 FY 2021-22.pdf  
AGM Extension letter.pdf  
Genworks\_Particulars of BM held during F

<b>Remove attachment</b>
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Modify
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Check Form
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Submit
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**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**



सत्यमेव जयते

**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**

Office of the Registrar of Companies  
E' Wing, 2nd Floor Kendriya Sadana, Bangalore, Karnataka, India, 560034

DATED : 29-09-2022

IN THE MATTER OF M/S GENWORKS HEALTH PRIVATE LIMITED CIN U24230KA2015PTC078753

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2022 and the Annual general meeting of the company is due to be held on 30-09-2022 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN F26076414 on 23-09-2022 requesting for an extension of time for the purpose of holding AGM on the following grounds

CONSIDERING THE REASONS, EXTENSION OF TWO MONTHS GRANTED

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 02 months 00 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 02 months 00 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.

DS  
GOVERNMENT  
OF INDIA 1

Digitally signed by DS GOVERNMENT OF INDIA 1  
DN: cn=DS GOVERNMENT OF INDIA 1, o=GOVERNMENT OF INDIA, ou=GOVERNMENT OF INDIA, email=DS GOVERNMENT OF INDIA 1, c=IN  
Date: 2022.09.29 18:13:12 +05'30'

Yours faithfully,  
SANJAY SOOD

Registrar of Companies  
RoC - Bangalore

Mailing Address as per record available in Registrar of Companies office:

GENWORKS HEALTH PRIVATE LIMITED  
5th floor, Gamma Block, Sigma Soft Tech Park,, Varthur road,  
Ramagondanahalli , Varthur Hobli, bangalore, Bangalore, Karnataka, India,  
560066



**Note:** This letter is to be generated only when the application is approved by RoC office



**Rafeulla Shariff** BBM, MBA, FCS  
Practising Company Secretary

No. 41, Patalamma Temple Street,  
Basavanagudi, Near South End Circle,  
Bangalore - 560 004, Karnataka, India  
Mobile : +91 7259700201  
E-Mail : csshariff2011@gmail.com

**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**

I, **Rafeulla Shariff**, Practising Company Secretary have examined the registers, records, books and papers of **Genworks Health 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 31<sup>st</sup> March 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, and agents, I 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; Active.
  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 or other applicable authorities within the prescribed time.

*Following are the Forms filed with the Ministry of Corporate Affairs by the Company during the Financial Year 2021-22.*

E-Form	Purpose of the Form	Event Date	Date of Filing (Payment Challan date)	SRN	Filed with Additional /Normal Fees
Form MGT-14	Filing of resolutions for alteration of AOA	26/05/2021	31/05/2021	T20887543	Normal



MSME Form 1	Return of outstanding dues to MSME suppliers	31/03/2021	21/04/2021	T15206139	NA
Form MGT-14	Filing of resolutions for Issue of NCDs to CDC group	19/07/2021	02/08/2021	T33698408	Normal
Form PAS-3	Return on Allotment to Blacksoil	19/06/2021	20/06/2021	T24059099	Normal
Form CFSS	Application for issue of Immunity Certificate under the Companies Fresh Start Scheme 2020 (CFSS)	15/01/2021	26/06/2021	T25941089	NA
Form MGT-14	Filing of resolutions for alteration of AOA	17/06/2021	06-07-2021	T29721339	Normal
Form MSME I	Return of outstanding dues to MSME suppliers	30/09/2021	31/10/2021	T57209264	NA
Form DPT-3	Return of deposits	31/03/2021	31/08/2021	T39386529	Normal
Form DIR-12	Resignation of KMPs	12/06/2021	06/07/2021	T29594603	Normal
Form DIR-12	Appointment of KMP	17/03/2021	12/04/2021	T13293659	Normal
Form CHG-9	Return on creation of charge for	10/08/2021	06/09/2021	T40857443	Normal



	debentures for CDC group				
Form CHG-9	Return on creation of charge for debentures for Blacksoil	09/06/2021	05/08/2021	T34169789	Normal
Form DIR-12	Resignation of KMP	06/09/2021	12/10/2021	T54018536	Additional
Form CHG-1	For creation of charge for Blacksoil	20/10/2021	17/11/2021	T58919911	Normal
Form CHG-1	For creation of charge for Vivriti Capital	22/10/2021	04/12/2021	T61862074	Additional
Form CHG-1	For creation of charge for Vivriti Capital	22/10/2021	04/12/2021	T61867784	Additional
Form DIR-12	Appointment of KMPs	22/11/2021	20/12/2021	T65498248	Normal
Form SH-7	Increase in Authorized capital	22/11/2021	29/11/2021	T60894276	Normal
Form CHG-1	For modification of charge	31/12/2021	25/01/2022	T74244005	Normal
Form MGT-14	Filing of resolutions for offer and issue of Series 3 CCPS	15/12/2021	15/12/2021	T64384951	Normal
Form MGT-14	Filing of resolutions for offer and issue of Series 3 CCPS and change in the name of the investor	15/12/2021	05/01/2022	T70386198	Normal
Form CHG-1	For creation of charge- Northern Arc Limited	29/12/2021	31/01/2022	T75188524	Additional
Form CHG-1	For creation of charge- Northern Arc Limited	25/01/2022	01/02/2022	T75554147	Additional



Form MGT-14	Filing of resolutions for issue of non-convertible debentures	04/06/2021	19/06/2021	T24044687	Normal
Form CHG-4	For satisfaction of charge	25/01/2022	05/02/2022	T76730696	Normal
Form MGT-14	Filing of resolutions for offer and issue of Series 3 CCPS	07/02/2022	09/02/2022	T77974616	Normal
Form MGT-14	Filing of resolutions- Withdrawal or cancellation of Series 3 CCCPS vide offer letter dated 15.12.2021	07/02/2022	09/02/2022	T77974400	Normal
Form PAS-3	For allotment of CCCPS- Somerset Indus II	18/02/2022	18/02/2022	T81928848	Normal
Form PAS-3	For allotment of CCCPS- Evolve	02/03/2022	03/03/2022	T84245851	Normal

4. Calling / convening / holding meetings of Board of Directors and the meetings of 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 have been recorded in the Minute Book and the registers maintained for the purpose and the same have been signed.

*Following are the details of the Board meeting and general meeting held by the Company during the Financial Year 2021-22.*

**Board Meetings held during the financial year 2021-22:**

Sl. No.	Quarter	Board Meetings
1.	1 <sup>st</sup> (April - June)	26.05.2021 04.06.2021 12.06.2021 17.06.2021
2.	2 <sup>nd</sup> (July - September)	19.07.2021 28.09.2021
3.	3 <sup>rd</sup> (October-December)	22.11.2021



		14.12.2021
4.	4 <sup>th</sup> (January-March)	31.01.2022
		07.02.2022
		18.02.2022
		02.03.2022
		26.03.2022
		30.03.2022

General Meetings of the company held during the financial year 2021-22:

Extra-ordinary General Meetings of the company held during the financial year 2021-22:

Sl. No.	Quarter	Extra-ordinary General Meetings
1.	1 <sup>st</sup> (April - June)	26.05.2021 04.06.2021 17.06.2021
2.	2 <sup>nd</sup> (July - September)	19.07.2021
3.	3 <sup>rd</sup> (October-December)	22.11.2021 15.12.2021
4.	4 <sup>th</sup> (January-March)	07.02.2022 30.03.2022

Further the company has not conducted the Annual General meeting for the financial year 2020-21 within the extended due date. The same was conducted in the financial year 2022-23 on 25<sup>th</sup> May, 2022 with delay of 161 days. However, the company has filed the application with the statutory authorities for compounding and condonation of delay in conducting the Annual general meeting.

Based on the facts provided by the company, the company has filed the application for compounding and the Hon'ble Regional Director has imposed the below-mentioned penalties. The Company and all the officer in default considered by the Hon'ble Regional Director has paid the amount of Penalties on 02<sup>nd</sup> November, 2022. However, the order for condonation of the delay is yet to be issued by Hon'ble Regional Director:

S. No.	Particulars	Amount of Penalty (In INR.)
1.	Penalty on the Company	1,00,000/-
2.	Penalty on Ganeshprasad Sengamalam, Executive Director	50,000/-



3.	Penalty on Balaji Raghupathy Ramachandran, Executive Director	50,000/-
4.	Penalty on Hemraj Waghela, Chief Financial Officer	50,000/-
5.	Penalty on Pooja Garg, Company Secretary	25,000/-
<b>Total</b>		<b>2,75,000/-</b>

**Committee Meetings held during the financial year 2021-22:**

The company doesn't have any committee meetings held during the financial year 2021-22.

5. The Company was not required to close its Register of Members.
6. During the period under review, the Company has not given advances to its Directors referred in Section 185 of the Act.
7. During the year, the Company had not entered into any contract or arrangement or transaction with related parties under Section 188 of the Companies Act, 2013 which is not at arm's length basis.

However, there are certain transactions with related parties during the financial year 2021-22 as mentioned below. The disclosure of transactions with related party for the year, as per Indian Accounting Standard -24 "Related Party Disclosures" is also given in Note to the Balance Sheet as on 31<sup>st</sup> March 2022.

Sl. No.	Name of the Related Party	Nature of Relationship	Nature of contracts/arrangements/ transactions	Amount (Rs. In Lakhs)
1	Wipro WGE	Entity having significant influence over the company	Purchases of traded goods	16,469
			Interest expenses	479
			Revenue - sale of services	2,733
			Revenue – sale of goods	40
			Trade payables	5,643
			Trade receivables	3,089
			Unbilled revenue	1,993
2	Browndove healthcare private limited	Directors' having significant influence	Advance to suppliers	4



3	Prognosys Healthcare India Private Limited	Directors' having significant influence	Advance to suppliers	1
4	Tripti Mehra	Relative of KMP	Trade payable	3
5	Ganeshprasad Sengamalam	Key management personnel	Salaries and allowance of key managerial personnel	308
6	Kiran Thadimarri	Key management personnel	Salaries and allowance of key managerial personnel	49
7	Balaji R R	Key management personnel	Salaries and allowance of key managerial personnel	129
8	Hemraj Waghela	Key management personnel	Salaries and allowance of key managerial personnel	20
9	Prateek Sachdev	Key management personnel	Salaries and allowance of key managerial personnel	3
10	Pooja Garg	Key management personnel	Salaries and allowance of key managerial personnel	3
11	Tripti Mehra	Relative of KMP	Professional Charges to relative of KMP	34

8. During the period under review, there were allotment of preference shares and debentures and there was also transfer of shares.

**A. Allotment of Shares/Debentures during the reporting period:**

S No.	Date of Allotment	Name of the Shareholders	No. of shares, debentures	Type of Shares/Debentures	Amount Paid (in INR)
1.	19.06.2021	Blacksoil India Credit Fund	200	Non-Convertible Debentures	10,00,00,000
2.	18.02.2022	Somerset Indus Healthcare Fund II	2,61,382	Compulsorily Convertible Preference Shares	26,13,82,000
2.	02.03.2022	Evolve India Fund III Limited	4,97,127	Compulsorily Convertible Preference Shares	49,71,27,000



**B. TRANSFERS OF SHARES DURING THE FINANCIAL YEAR 2021-22:**

S No.	Name of Transferor	Name of Transferee	No. of Shares	Type of Shares	Face Value per share (In INR)	Date of Transfer
1.	Somerset Indus Healthcare Fund II	Somerset Indus Healthcare India Fund	16,021	Equity Shares	10	26.07.2021
2.	Somerset Indus Healthcare Fund II	Somerset Indus Healthcare India Fund	2,56,565	Compulsorily Convertible Preference Shares	100	26.07.2021

9. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares.
10. The Company has not declared any dividend during the year. However, the Company was not required to transfer any unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
11. The Company has complied with regard to signing of audited financial statement as per the provisions of Section 134 of the Companies Act,2013 and report of directors is as per sub - sections (3), (4) and (5).
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them

The remuneration paid to Directors and Key Managerial personnel during the financial year 2021-22 is as follows:

S. No.	Name	Designation	Gross Salary	Others	Total
1	Ganeshprasad Sengamalam	Director	3,08,04,213	0	3,08,04,213
2	Balaji Raghupathy Ramachandran	Director	1,29,06,805	0	1,29,06,805



3	Pooja Garg	Company Secretary	3,17,335	0	3,17,335
4	Hemraj Waghela	CFO	19,68,168	0	19,68,168
5	Prateek Sachdev	Company Secretary	2,96,013	0	2,96,013
6	Kiran Thadimarri	CFO	48,88,045	0	48,88,045
<b>TOTAL</b>			<b>5,11,80,579</b>	<b>0</b>	<b>5,11,80,579</b>

The constitution of Board of Directors as on 31<sup>st</sup> March 2022 is as follows:

Name of the Director	Category Executive/ Non-Executive	Designation	Number of shares held	% of Shares held
Ganeshprasad Sengamalam	Executive	Director	13,75,930	26.7124
Avinash Anand Kenkar	Non-Executive	Director	-	-
Balaji Raghupathy Ramachandran	Executive	Director	3,72,647	7.2346
Subrahmanya Vajipeyayajula	Non-Executive	Director	-	-

During the period under review, the following changes took place in the constitution of the Board and KMPs:

Name of the Director/KMP	Designation	Change	Date of Change
Kiran Thadimarri	CFO	Resignation	12 <sup>th</sup> June 2021
Pratik Sachdev	Company Secretary	Resignation	6 <sup>th</sup> September 2021
Hemraj Waghela	CFO	Appointment	22 <sup>nd</sup> November 2021
Pooja Garg	Company Secretary	Appointment	22 <sup>nd</sup> November 2021

13. During the year, there were no re-appointments / retirement/ filling up casual vacancies of auditors.



14. During the year, the Company was not required to obtain any approval from the Central Government, Registrar, Court or such other authorities under the various provisions of the Act.

*The company has filed the application with the Hon'ble Regional Director for compounding for delay in Annual General Meeting for the financial Year, 2020-21 as detailed in point number 4 of this certificate.*

15. The Company has not accepted, renewed and repaid any deposits during the year.

16. During the period under review the company has made borrowing from Bank/Financial Institutions and has created/modified and satisfied charge wherever applicable as per below mentioned table.

S. No.	Charge ID	Charge Holder Name	Date of creation	Date of Modification	Date of Satisfaction	Amount
1.	100528340	Northern Arc Capital Limited	29/12/2021	-	-	10,00,00,000.0
2.	100528884	Northern Arc Capital Limited	29/12/2021	-	-	10,00,00,000.0
3.	100505387	Vivriti Capital Private Limited	22/10/2021	-	-	15,00,00,000.0
4.	100505401	Vivriti Capital Private Limited	22/10/2021	-	-	10,00,00,000.0
5.	100498667	Blacksoil Capital Private Limited	20/10/2021	31/12/2021	-	30,00,00,000.0
6.	100473810	Vistra ITCL (India) Limited	09/06/2021	-	-	10,00,00,000.0
7.	100476848	Catalyst Trusteeship Limited	10/08/2021	-	25/01/2022	50,00,00,000.0



17. During the year, The Company has invested ₹ 60 lakhs during the financial year 2021-22 by way of purchase of Convertible Note of M/s. Praxia Health Private Limited and the investment is within the limit as prescribed under section 186 of the Companies Act of 2013.

18. During the year, the Company has not altered the provisions of Memorandum of Association of the Company.

However, the Company has altered the provisions of Articles of Association of the Company vide Special Resolution passed at the Extra-ordinary general meeting dated 26<sup>th</sup> May, 2021 and 17<sup>th</sup> June, 2021 and the same has been approved the Registrar of Companies, Bangalore.

  
  
Rafeeulla Shariff  
Practicing Company Secretary  
FCS No.: 9367  
C.P. No.: 11103  
UDIN: F009367D002592893

**Date:** 02.12.2022

**Place:** Bangalore

**GENWORKS HEALTH PRIVATE LIMITED****PARTICULARS OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2021-22**

Sl. No	Date of meeting	Total number of Directors associated as on the date of the meeting	Attendance	
			Number of Directors attended	% Of attendance
1.	26.05.2021	4	4	100
2.	04.06.2021	4	4	100
3.	12.06.2021	4	4	100
4.	17.06.2021	4	4	100
5.	19.07.2021	4	4	100
6.	28.09.2021	4	4	100
7.	22.11.2021	4	4	100
8.	14.12.2021	4	4	100
9.	31.01.2022	4	4	100
10.	07.02.2022	4	4	100
11.	18.02.2022	4	4	100
12.	02.03.2022	4	4	100
13.	26.03.2022	4	4	100
14.	30.03.2022	4	4	100

**For and on behalf of the Board,  
Genworks Health Private Limited,**

**GANESHPRASAD** Digitally signed by  
GANESHPRASAD  
**D** SENGAMALAM  
Date: 2022.12.02 21:37:49  
**SENGAMALAM** +05'30'

**Ganeshprasad Sengamalam**  
Director  
DIN:01501368

**Date:** 02.12.2022  
**Place:** Bangalore

**BALAJI** Digitally signed by BALAJI  
RAGHUPATHY  
**RAGHUPATHY** RAMACHANDRAN  
Date: 2022.12.02 21:42:27  
**RAMACHANDRAN** +05'30'

**Balaji Raghupathy Ramachandran**  
Director  
DIN: 08837969

**GENWORKS HEALTH PVT LTD**

**LIST OF SHAREHOLDERS OF GENWORKS HEALTH PRIVATE LIMITED**  
**AS ON 31<sup>ST</sup> MARCH, 2022**

**I. Equity Share Capital:**

Sl. No.	Name of the Shareholder	Address of the Shareholder	Class of Share	No. of Shares held	Nominal Value per Share (INR)	Total Paid up Share Capital (INR)	Percentage % (approx.)
1.	Wipro GE Health Care Private Limited	No. 4 Kadugodi Industrial Area, Bangalore - 560067, Karnataka, India	Equity	7,80,000	10	78,00,000	26
2.	S Ganesh Prasad	2021 TVH Lumbini APTS, 127/A, Brikin Road, Vepey, Chennai - 600007, Tamil Nadu, India	Equity	13,75,930	10	1,37,59,300	45.87
3.	Kiran Thadimarri	NO.30, LGCL Ashlar, Kasavanahalli Main Road, Chodasandra, Bangalore - 560099, Karnataka, India	Equity	3,72,647	10	37,26,470	12.42
4.	Balaji Raghupathy Ramachandran	442, DSR Woodwinds, Sarjapur road, Bangalore - 560035, Karnataka, India	Equity	3,72,647	10	37,26,470	12.42
5.	Somerset Indus Healthcare India Fund	No 71, G-10-11, Embassy Centre, Crescent Road, Bangalore - 560001, Karnataka, India	Equity	22577	10	225,770	0.75

6.	Somerset Indus Healthcare India Fund II	c/o Rogers Capital Fund Services Limited, 3rd Floor, Rogers House, No. 5 President John Kennedy Street, Port Louis, Mauritius	Equity	38,064	10	380,640	1.26
7.	Evolvece India Fund II Limited	IFS Court Bank Street, Twenty-Eight, Cyber city, Ebene 72201, Republic of Mauritius.	Equity	9778	10	97,780	0.32
8.	Grandvista Limited	C/O: Rogers Capital Fund Services Limited 3 <sup>rd</sup> Floor, Rogers House No.5, President John Kennedy Street, Port Louis, Mauritius.	Equity	28,357	10	2,83,570	0.94
<b>Total</b>				<b>30,00,000</b>		<b>3,00,00,000</b>	<b>100</b>

## II. Preference Share Capital

Sl. No.	Name of the Shareholder	Address of the Shareholder	Class of Share	No. of Shares held	Nominal Value per Share (INR)	Total Paid up Share Capital (INR)	Percentage % (approx.)
1.	Somerset Indus Healthcare India Fund	No 71, G-10-11, Embassy Centre, Crescent Road, Bangalore - 560001, Karnataka, India	Preference Shares	3,12,521	100	31,252,100	14.53%
2.	Somerset Indus Healthcare	c/o Rogers Capital Fund Services Limited, 3rd Floor,	Preference Shares	7,88,287	100	7,88,28,700	36.65%

	India Fund II	Rogers House, No. 5 President John Kennedy Street, Port Louis, Mauritius					
3.	Grandvista Limited	C/O: Rogers Capital Fund Services Limited 3 <sup>rd</sup> Floor , Rogers House No.5, President John Kennedy Street, Port Louis, Mauritius.	Preference shares	4,10,478	100	4,10,47,800	19.08%
4.	Evolve India Fund II Limited	IFS Court Bank Street, Twenty-Eight, Cyber city, Ebene 72201, Republic of Mauritius.	Preference shares	1,42,474	100	1,42,47,400	6.62%
5.	Evolve India Fund III Limited	IFS Court, Bank Street, Twenty-Eight, Cybercity, Ebene 72201, Republic of Mauritius.	Preference shares	497127	100	4,97,12,700	23.11
<b>Total</b>				<b>2150887</b>		<b>215088700</b>	<b>100</b>

**For and on behalf of the Board,  
Genworks Health Private Limited,**

**GANESHPRASAD  
SENGAMALAM**

Digitally signed by  
GANESHPRASAD  
SENGAMALAM  
Date: 2022.12.02 21:40:22  
+05'30'

**Ganeshprasad Sengamalam**  
Director  
DIN:01501368

**Date:** 02.12.2022  
**Place:** Bangalore

**BALAJI  
RAGHUPATHY  
RAMACHANDRAN**

Digitally signed by BALAJI  
RAGHUPATHY RAMACHANDRAN  
Date: 2022.12.02 21:44:29 +05'30'

**Balaji Raghupathy Ramachandran**  
Director  
DIN: 08837969

**LIST OF DEBENTURE HOLDERS OF GENWORKS HEALTH PRIVATE LIMITED**  
**AS ON 31<sup>ST</sup> MARCH, 2022**

Sl. No.	Name of the Debenture holder	Class of Debenture	No. of Debentures held	Nominal Value per Debenture (INR)	Total Paid up Capital (INR)	% (approx.)
1.	Black Soil India Credit Fund	Secured Redeemable, unrated, unlisted non-convertible debenture	200	5,00,000	10,00,00,000	100
<b>TOTAL</b>			<b>200</b>	<b>5,00,000</b>	<b>10,00,00,000</b>	<b>100</b>

**For and on behalf of the Board,  
Genworks Health Private Limited,**

**GANESHPRASAD  
AD  
SENGAMALAM**

Digitally signed by  
GANESHPRASAD  
SENGAMALAM  
Date: 2022.12.02  
21:39:19 +05'30'

**Ganeshprasad Sengamalam**  
Director  
DIN:01501368

**Date:** 02.12.2022  
**Place:** Bangalore

**BALAJI  
RAGHUPATHY  
RAMACHANDRAN**

Digitally signed by BALAJI  
RAGHUPATHY  
RAMACHANDRAN  
Date: 2022.12.02 21:43:30  
+05'30'

**Balaji Raghupathy Ramachandran**  
Director  
DIN: 08837969