

# 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

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

kiran.thadimarri@genworkshe

(d) \*Telephone number with STD code

918041801000

(e) Website

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	80.52
2	Q	Hospital and Medical Care	Q6	Other Hospital and Medical Care Activities	18.48

## 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	5,000,000	3,000,000	3,000,000	3,000,000
Total amount of equity shares (in Rupees)	50,000,000	30,000,000	30,000,000	30,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Ordinary Equity Shares				
Number of equity shares	5,000,000	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)	50,000,000	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	1,500,000	777,865	777,865	777,865
Total amount of preference shares (in rupees)	150,000,000	77,786,500	77,786,500	77,786,500

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
0.0001% Compulsorily Convertible Preference Shares				
Number of preference shares	1,500,000	777,865	777,865	777,865
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	150,000,000	77,786,500	77,786,500	77,786,500

**(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
<b>Equity shares</b>				
<b>At the beginning of the year</b>	3,000,000	30,000,000	30,000,000	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	3,000,000	30,000,000	30,000,000	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	777,865	77,786,500	77,786,500	272,213,857
i. Issues of shares	777,865	77,786,500	77,786,500	272,213,857
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	777,865	77,786,500	77,786,500	

(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)		22/05/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	4,252	Amount per Share/ Debenture/Unit (in Rs.)	405
Ledger Folio of Transferor	01		
Transferor's Name	SENGAMALAM		GANESHPRASAD
	Surname	middle name	first name
Ledger Folio of Transferee	06		
Transferee's Name	INDUS HEALTHCARE INDIA F		SOMERSET
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)				22/05/2019			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		1,152		Amount per Share/ Debenture/Unit (in Rs.)		405	
Ledger Folio of Transferor				04			
Transferor's Name		RAMACHANDRAN		RAGHUPATHY		BALAJI	
		Surname		middle name		first name	
Ledger Folio of Transferee				06			
Transferee's Name		INDUS HEALTHCARE INDIA F				SOMERSET	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				22/05/2019			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		1,152		Amount per Share/ Debenture/Unit (in Rs.)		405	
Ledger Folio of Transferor				02			
Transferor's Name		THADIMARRI				KIRAN	
		Surname		middle name		first name	
Ledger Folio of Transferee				06			
Transferee's Name		INDUS HEALTHCARE INDIA F				SOMERSET	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				22/05/2019			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		59,818		Amount per Share/ Debenture/Unit (in Rs.)		405	
Ledger Folio of Transferor				01			
Transferor's Name		SENGAMALAM				GANESHPRASAD	
		Surname		middle name		first name	
Ledger Folio of Transferee				05			
Transferee's Name		INDUS HEALTHCARE FUND II				SOMERSET	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				22/05/2019			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		16,201		Amount per Share/ Debenture/Unit (in Rs.)		405	
Ledger Folio of Transferor				04			
Transferor's Name		RAMACHANDRAN		RAGHUPATHY		BALAJI	
		Surname		middle name		first name	
Ledger Folio of Transferee				05			
Transferee's Name		INDUS HEALTHCARE FUND II				SOMERSET	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)		22/05/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	16,201	Amount per Share/ Debenture/Unit (in Rs.)	405
Ledger Folio of Transferor		02	
Transferor's Name	THADIMARRI		KIRAN
	Surname	middle name	first name
Ledger Folio of Transferee		05	
Transferee's Name	INDUS HEALTHCARE FUND II		SOMERSET
	Surname	middle name	first name

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

**(iv) \*Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			58,300,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			176,500,000
Deposit			0
<b>Total</b>			234,800,000

**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
<b>Total</b>					

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

1,311,600,000

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

10,300,000

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

S. No.	Category	Equity	Preference
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		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)	780,000	26	0	0
10.	Others Somerset Indus Healthcare	98,776	3.29	777,865	100
	<b>Total</b>	878,776	29.29	777,865	100

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

3

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

6

**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)	1	3
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>	1	1	1	1	12.76	3.45
<b>B. Non-Promoter</b>	0	0	0	1	0	0
(i) Non-Independent	0	0	0	1	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	1	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	1	0	0
<b>Total</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>3</b>	<b>12.76</b>	<b>3.45</b>

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

4

**(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 ANAND KEN	03303607	Director	0	
KIRAN THADIMARRI	07042703	Director	372,647	05/09/2020
ROHIT ANAND	06713973	Nominee director	0	30/10/2020

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

7

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)
ROHIT ANAND	06713973	Nominee director	29/01/2020	Appointment
ADITYA PANDE	03115010	Director	14/10/2019	Resignation
KIRAN THADIMARRI	07042703	Additional director	30/05/2019	Appoiment
AVINASH ANAND KEN	03303607	Additional director	30/05/2019	Appointment
KIRAN THADIMARRI	ADIPT1844L	CFO	03/05/2019	Appointment
AVINASH ANAND KEN	03303607	Director	15/11/2019	Change in Designation
KIRAN THADIMARRI	07042703	Director	15/11/2019	Change in Designation

## 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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	23/05/2019	6	3	33.33
Extra Ordinary General Mee	31/05/2019	6	4	66.67
Annual General Meeting	15/11/2019	6	6	100

### B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/05/2019	2	2	100
2	22/05/2019	2	2	100
3	23/05/2019	2	2	100
4	30/05/2019	2	2	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	03/07/2019	4	4	100
6	25/10/2019	3	3	100
7	29/01/2020	3	3	100
8	04/03/2020	3	3	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	30/12/2020
								(Y/N/NA)
1	GANESHPRA	8	8	100	0	0	0	Yes
2	AVINASH ANA	4	3	75	0	0	0	No
3	KIRAN THADI	4	3	75	0	0	0	Yes
4	ROHIT ANANI	1	1	100	0	0	0	No

### 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

0

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

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GANESHPRASAD	Director	19,200,000	0	0	0	19,200,000
2	KIRAN THADIMARI	Director	8,300,000	0	0	0	8,300,000
3	RR BALAJI	Director	8,300,000	0	0	0	8,300,000
	Total		35,800,000	0	0	0	35,800,000

#### 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

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. ... 13 dated 29/12/2020

(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

GANESHPRASAD  
AD  
SENGAMALAM  
Digitally signed by  
GANESHPRASAD  
SENGAMALAM  
Date: 2021.06.05  
12:28:28 +05'30'

DIN of the director

01501368

#### To be digitally signed by

PRATIK  
SACHDEV  
Digitally signed by  
PRATIK SACHDEV  
Date: 2021.06.05  
13:46:44 +05'30'

Company Secretary

Company secretary in practice

Membership number

57735

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 Attachment(s), if any

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

**List of attachments**

extensionofagm_banglore.pdf
Genworks MGT 8 FY 2019_20.pdf
List of Shareholders as on 31032020.pdf

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

**LIST OF SHAREHOLDERS OF GENWORKS HEALTH PRIVATE LIMITED AS ON THE DATE OF FINANCIAL YEAR ENDING 31<sup>ST</sup> MARCH 2020**

**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 Ganeshprasad	2021 TVH Lumbini APTS, 127/A, Brikin Road, Vepery, 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 -	Equity	6,556	10	65,560	0.22

		560001, Karnataka, India					
6.	Somerset Indus Healthcare Fund II	c/o Rogers Capital Fund Services Limited, 3rd Floor, Rogers House, No. 5 President John Kennedy Street, Port Louis, Mauritius	Equity	92,220	10	9,22,200	3.07
<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	51,631	100	51,63,100	6.64
2.	Somerset Indus Healthcare Fund II	c/o Rogers Capital Fund Services Limited, 3rd Floor, Rogers House, No. 5 President John Kennedy Street, Port Louis, Mauritius	Preference Shares	7,26,234	100	7,26,23,400	93.36
<b>Total</b>				<b>7,77,865</b>		<b>7,77,86,500</b>	<b>100</b>

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



**Ganeshprasad Sengamalam**  
Director  
**DIN: 01501368**



**Kiran Thadimarri**  
Director  
**DIN: 07042703**

**Date: 29.12.2020**  
**Place: Bangalore**



**Rafeulla Shariff** BBM, MBA, FCS  
*Practicing 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 2020. 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.
  2. Maintenance of registers/records & making entries therein within the time prescribed, therefore.
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies/Ministry of Corporate Affairs within/beyond the prescribed time. However, no forms were filed with the Regional Director, Central Government, the Tribunal, Court, or other authorities during the year.

*Following are the Forms filed with the Ministry of Corporate Affairs by the Company during the Financial Year 2019-20.*

<b>S. No</b>	<b>E-Form</b>	<b>Purpose of the Form</b>	<b>SRN</b>	<b>Date of Filing</b>	<b>Filed with Normal. /Additional/Ad valorem fees</b>
1.	MGT-14	Filing of Resolutions and agreements to the Registrar- Alteration of MOA- Objects clause	H57049835	25.04.2019	Normal fees
2.	SH-7	Filing for Increase in Authorised Share Capital	H57053852	25.04.2019	Normal fees
3.	MGT-14	Filing of resolutions and agreements to registrar; for alteration in AOA	H57047078	25.04.2019	Normal Fee
4.	MGT-14	Filing of resolutions and agreements to registrar;	H60459914	23.05.2019	Normal Fee
5.	MSME FORM 1	Form for furnishing half yearly return with the registrar in respect of outstanding payments to Micro or Small Enterprises - Initial Return.	H61793535	30.05.2019	NIL
6.	PAS-3	Return on Allotment - Allotment of 3,82,905 CCCPS	H61927273	31.05.2019	Normal fees
7.	DIR-12	Particulars of appointment of directors and the key managerial personnel and the changes among them- Appointment of Kiran Thadimarri as CFO	H67300814	21.06.2019	Additional fees
8	DIR 12	Particulars of appointment of directors and the key managerial personnel and the changes among them-	H67594291	23.06.2019	Normal Fee

9.	MGT-14	Filing of Resolutions and agreements to the Registrar- Alteration of AOA	H72217946	29.06.2019	Normal fees
10.	DPT-3	Return of deposits - Annual Return	H72362924	29.06.2019	Normal fees
11.	DPT-3	Return of deposits - Onetime Return	H72361595	29.06.2019	Normal fees
12.	PAS-3	Return on Allotment - Allotment of 3,94,960 CCCPS	H76301407	04.07.2019	Normal fees
13.	GNL-1	Applications made to Registrar of Companies- Extension of AGM	H93712867	24.09.2019	Normal fees
14.	DIR-12	Particulars of appointment of directors and the key managerial personnel and the changes among them -Resignation of Aditya Pande.	R05024104	15.10.2019	Normal fees
15.	CHG-1	Application for registration of creation, modification of charge	R22283675	07.12.2019	Normal fees
16.	AOC-4 XBRL	Filing of Financial Statements in XBRL with ROC	R23924863	13.12.2019	Normal fees
17.	DIR-12	Particulars of appointment of directors and the key managerial personnel and the changes among them- Regularisation of AvinashKenkere and Kiran Thadimarri	R23925118	13.12.2019	Normal fees
18.	MGT-7	Filing of Annual Return details for FY 2018-19	R30111108	13.01.2020	Normal fees
19.	DIR-12	Particulars of appointment of directors and the key managerial personnel and the changes among them- Appointment of	R35650571	17.03.2020	Additional fees

		Rohit Anand as Nominee Director.			
20.	BEN-2	Return to the Registrar in respect of declaration under section 90 - declaration of Significant Beneficial Ownership	R36234466	31.03.2020	Normal fees

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.

- Circular resolution for Authorizing for Filing of Necessary E-Form Relating to Return of Deposits dated 27.06.2019 were passed by the Company and the same was duly noted in a Meeting of Board of Directors of the company held on 03.07.2019.
- Circular resolution for Approval to seek Extension of time for holding Annual General Meeting for the Financial Year 2018-19 dated 24.09.2019 were passed by the company and the same was duly noted in a meeting of Board of Directors of the company held on 25.10.2019.
- Circular resolution for Resignation of Aditya Pande from the position of Director dated 14.10.2019 were passed by the company and the same was duly noted in a meeting of Board of Directors of the company held on 25.10.2019.
- Circular resolution for Approval for availing credit sanction facility from HDFC Ltd. dated 21.10.2019 were passed by the company and the same was duly noted in a meeting of Board of Directors of the company held on 25.10.2019.

Following are the details of the Board meeting and general meeting held by the Company during the Financial Year 2019-20.

**Board Meetings held during the financial year 2019-2020**

SL NO.	QUARTER	BOARD MEETINGS
01.	I (April, 2019 - June, 2019)	03.05.2019
02.	I (April, 2019 - June, 2019)	22.05.2019
03.	I (April, 2019 - June, 2019)	23.05.2019
04.	I (April, 2019 - June, 2019)	30.05.2019
05.	II (July, 2019-September, 2019)	03.07.2019
06.	III (October, 2019-December, 2019)	25.10.2019
07.	IV (January,2020 - March,2020)	29.01.2020
08.	IV (January,2020 - March,2020)	04.03.2020

**Annual General Meeting held during the financial year 2019-20:**

Sl No.	Particulars
1.	Annual General Meeting for the Financial Year 2018-19 was held on 15.11.2019.

5. The Company was not required to close its Register of Members.
6. During the period under review, the Company has not given advances/loans to its Directors referred in Section 185 of the Act.
7. There were the following transactions with related parties which were in the ordinary course of business and on the arm's length basis as specified in the provisions of Section 188 of the Act.

SL No	Name of the Related Party	Nature of Relationship	Nature of contracts, arrangements, transactions	Amount (INR)
01	Wipro GE	Entity having Significant influence over the company.	Purchase of traded goods	776,300,000
			Revenue - Sale of services	242,400,000
02	GaneshprasadSengamalam	Key Management Personnel	Salaries and allowances of key managerial Person	192,00,000
03	Kiran Thadimarri	Key Management Personnel	Salaries and allowances of key managerial Person	8,300,000
04	Balaji Raghupathy Ramachandran	Key Management Personnel	Salaries and allowances of key managerial Person	8,300,000
05	Tripti Mehra	Relative of Key Management Personnel	Salaries and allowances of key managerial Person	4,600,000

8. During the period under review, there were issue of 777,865 preference shares at an issue price of Rs.449.50/- per Preference share at Face Value of RS.100/- per Preference Share.
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 (standalone) for the financial year 2019-20 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. During the year, changes took place with regard to change in designation of Director.  
*Following are the details of the appointment, cessation and the managerial remuneration paid to the Directors of the Company.*

Sl. No.	Name of the Director	Appointment / Cessation	Date	Designation
1.	Balaji RR	Appointment	03.05.2019	Chief Operating Officer
2.	Kiran Thadimarri	Appointment	03.05.2019	CFO
3.	Ramesh Kannan	Appointment	30.05.2019	Board Observer
4.	Kiran Thadimarri	Appointment	30.05.2019	Additional Director
5.	Avinash Kenkere	Appointment	30.05.2019	Additional Director
6.	Aditya Pande	Resignation	14.10.2019	Director
7.	Kiran Thadimarri	Change in Designation	15.11.2019	Director
8.	Avinash Kenkere	Change in Designation	15.11.2019	Director
9.	Rohit Anand	Appointment	29.01.2020	Nominee Director

The Directors of the Company have disclosed their interest from time to time in form DIR-8 and MBP-1 respectively.

13. BSR & Associates LLP (Membership No: 116231W.W-100024) were appointed as Statutory Auditor of the Company on 28.09.2016 for a period of 5 years (01.04.2016 – 31.03.2021) as per the provision of Section 139 of the Companies Act, 2013.
14. During the year, the Company has not filed petition with the Hon'ble National Company Law Tribunal/Court. But during the period, the Company has made an application to Registrar of Companies for Extension of AGM for the financial year 2018-2018 due to some reason vide form GNL 1 filed dated 24.09.2019. The Company has conducted its AGM for FY 2018-2019 dated 15<sup>th</sup> November, 2019.
15. The Company has not accepted, renewed, and repaid any deposits during the year.
16. The Company has not borrowed any amount from its directors, members, public financial institutions, banks, and others neither have made any creation/modification/satisfaction of charges during the year under review.
17. During the year, the Company has not provided Loans/investments or guarantees or provided any of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Companies Act, 2013. Hence this section is not applicable to this Company.

18. During the year, the Company has altered the provisions of Articles of Association of the Company on vide EGM resolution dated 31<sup>st</sup> May 2019 for incorporating the relevant terms of Shareholders Agreement dated 31<sup>st</sup> May 2019.

**RAFEEUL** Digitally signed  
by RAFEEULLA  
**LA** SHARIFF  
**SHARIFF** Date: 2021.05.20  
10:57:10 +05'30'

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Rafeulla Shariff  
Practicing Company Secretary  
C.P. No: 11103  
Fellow Membership No. 9367  
**UDIN: F009367C000346682**

**Date:** 20<sup>th</sup> May, 2021

**Place:** Bangalore



GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF THE REGISTRAR OF COMPANIES, KARNATAKA  
II FLOOR, "E" WING, KENDRIYA SADAN, KORAMANGALA,  
BANGALORE - 560 034

Order

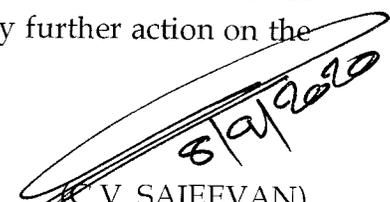
Extension of time for holding Annual General Meeting (AGM)  
for the financial year ended on 31.03.2020

1. WHEREAS, Sub-section (1) of Section 96 of the Companies Act ,2013 (the Act) provides, inter-alia, that every company, other than a One Person Company, shall in each year hold in addition to any other meetings, a general meeting as its Annual General Meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
2. And WHEREAS, the first proviso to Sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year;
3. And WHEREAS, the third proviso to Sub-section (1) of section 96 of the Act provides that the Registrar may, for any special reason, extend the time within which any annual general meeting, other than the first annual general meeting, shall be held, by a period not exceeding three months;
4. And WHEREAS, various representations have been received from the companies, Industry bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2020 due to the difficulties faced in view of the Covid\_19 pandemic;
5. And WHEREAS, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reasons, the time within which the AGM for the financial year ended on 31.03.2020 is required to be held as per provisions of sub-section (1) of section 96 ought to be extended in terms of the third proviso to section 96(1);

6. Now, therefore, in terms of power vested with the undersigned under the third proviso to Sub-section (1) of Section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM, for the financial year ended on 31.03.2020, for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM, for a period of three months from the due date by which the AGM ought to have been held in accordance with the provisions of Sub-section (1) to Section 96 of the Act, without requiring the companies to file applications for seeking such extension by filing the prescribed Form No. GNL-1.

Explanation: It is hereby clarified that the extension granted under this Order shall also be applicable to all the pending applications filed in Form No. GNL-1 for the extension of AGM for the financial year ended on 31.03.2020, which are yet to be approved;

The approval for extension of AGM upto 3 months from the due date of AGM shall be deemed to have been granted by the undersigned without any further action on the part of the company.

  
(A.C.V. SAJEEVAN)  
REGISTRAR OF COMPANIES,  
KARNATAKA, BENGALURU

Place: Bengaluru

Date: 8<sup>th</sup> September 2020