

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

U74899DL1995PLC070597

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACZ0195N

(i)) Name of the company

ZECO AIRCON LIMITED

(b) Registered office address

IIInd Floor DDA Shopping Complex Near Sindhi School NA
New Rajender Nagar
Delhi
110060
India

(c) *e-mail ID of the company

cs@zecoaircon.com

(d) *Telephone number with STD code

01246683500

(e) Website

www.zecoaircon.com

(iii) Date of Incorporation

07/07/1995

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

(v) Whether company is having share capital

☒ Yes ☐ No

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

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208 ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 21/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 3

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	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	95.78
2	G	Trade	G1	Wholesale Trading	4
3	L	Real Estate	L1	Real estate activities with own or leased property	0.22

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

*No. of Companies for which information is to be given 0

Pre-fill All

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	25,000,000	8,153,460	8,153,460	8,153,460
Total amount of equity shares (in Rupees)	250,000,000	81,534,600	81,534,600	81,534,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	25,000,000	8,153,460	8,153,460	8,153,460
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	81,534,600	81,534,600	81,534,600

() 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	300,000	7,853,460	8153460	81,534,600	81,534,600	

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 []						
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 [] NA				0	0	
At the end of the year	300,000	7,853,460	8153460	81,534,600	81,534,600	
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 [] NA				0	0	
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				0	0	
NA						
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)

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		30/09/2022	
Date of registration of transfer (Date Month Year)		14/03/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	10	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		NA	
Transferor's Name	GUPTA	RANI	USHA
	Surname	middle name	first name
Ledger Folio of Transferee		NA	
Transferee's Name	SINGHAL		HEMANT
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		24/03/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	10	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		NA	
Transferor's Name	GUPTA	PRAKASH	SAT
	Surname	middle name	first name
Ledger Folio of Transferee		NA	
Transferee's Name	SAHDEV		KAMLESH
	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) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
No. 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

4,052,071,371

(ii) Net worth of the Company

1,306,808,948

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	7,853,430	96.32	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)	300,000	3.68	0	
10.	Others NA	0	0	0	
	Total	8,153,430	100	0	0

Total number of shareholders (promoters)

4

(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	30	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 NA	0	0	0	
	Total	30	0	0	0

Total number of shareholders (other than promoters)

3

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	3	4
Members (other than promoters)	4	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
A. Promoter	3	0	2	0	16.2	0
B. Non-Promoter	0	2	0	3	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	1	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	3	2	2	3	16.2	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)
UMA SINGHAL	00165035	Whole-time director	1,320,420	16/10/2023
KARTIK SINGHAL	03025302	Managing Director	600	16/10/2023
PUNAM AGGARWAL	03120824	Director	0	16/10/2023
NAVNEET KUMAR GUPTA	08153905	Director	0	16/10/2023
SHASHI KANT SINGLA	08953022	Director	0	16/10/2023
MANISH KUMAR GUPTA	ALTPG1783A	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAVINDER SINGHAL	00165078	Whole-time director	01/03/2023	Resignation under section 168
NAVNEET KUMAR GUPTA	08153905	Director	01/11/2022	Change in Designation
SHASHI KANT SINGLA	08953022	Additional director	13/09/2022	Appointment
SHASHI KANT SINGLA	08953022	Director	30/09/2022	Change in Designation
VIKAS	ARKPV5000A	Company Secretary	31/10/2022	Resignation
MANISH KUMAR GUPTA	ALTPG1783A	Company Secretary	28/11/2022	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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meeting	25/07/2022	7	5	96.32
Extraordinary General Meeting	09/01/2023	7	5	96.32
Extraordinary General Meeting	06/03/2023	7	5	96.32
Annual General Meeting	30/09/2022	7	5	96.32

B. BOARD MEETINGS

*Number of meetings held

21

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2022	5	5	100
2	27/05/2022	5	5	100
3	16/06/2022	5	5	100
4	14/07/2022	5	5	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	30/07/2022	5	5	100
6	31/08/2022	5	5	100
7	07/09/2022	5	5	100
8	13/09/2022	4	4	100
9	28/09/2022	6	6	100
10	03/10/2022	6	6	100
11	31/10/2022	6	6	100
12	18/11/2022	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

14

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	27/05/2022	3	3	100
2	Audit Committee	07/09/2022	3	3	100
3	Audit Committee	28/09/2022	3	3	100
4	Audit Committee	02/01/2023	3	3	100
5	Nomination and Remuneration	11/04/2022	2	2	100
6	Nomination and Remuneration	13/09/2022	2	2	100
7	Nomination and Remuneration	28/09/2022	3	3	100
8	Nomination and Remuneration	31/10/2022	3	3	100
9	Nomination and Remuneration	28/11/2022	3	3	100
10	Nomination and Remuneration	02/01/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	21/09/2023
								(Y/N/NA)
1	UMA SINGHA	21	21	100	0	0	0	Yes
2	KARTIK SINGH	21	20	95.24	1	1	100	Yes
3	PUNAM AGGARWAL	21	21	100	14	14	100	Yes
4	NAVNEET KUMAR	21	21	100	14	14	100	No
5	SHASHI KANWAR	13	13	100	5	5	100	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ravinder Singhal	Chairman & Whole-time Director	44,828,933	0	0	0	44,828,933
2	Uma Singhal	Whole Time Director	6,636,600	0	0	0	6,636,600
3	Kartik Singhal	Managing Director	7,905,000	0	0	0	7,905,000
	Total		59,370,533	0	0	0	59,370,533

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vikas Garg	Company Secretary	381,949	0	0	0	381,949
2	Manish Kumar Gupta	Company Secretary	433,451	0	0	0	433,451
	Total		815,400	0	0	0	815,400

Number of other directors whose remuneration details to be entered

0

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

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

POONAM VERMA

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

25153

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

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

15

dated

04/12/2022

(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

NIKHIL
MADHUKA
R PADTE
Digitally signed by
NIKHIL MADHUKAR
PADTE
Date: 2023.12.08
17:25:29 +05'30'

DIN of the director

10337769

To be digitally signed by

Manish
Kumar Gupta
Digitally signed by
Manish Kumar Gupta
Date: 2023.12.08
18:54:28 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

9753

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

List of attachments

Attach

Attach

Attach

Attach

MGT 8 Zeco 2023.pdf
List of Shareholders as 31st March 2023.p
Details of Meetings.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



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 have examined the registers, records, books and papers of **M/s ZECO AIRCON LIMITED (CIN: U74899DL1995PLC070597)** having registered office at IInd Floor, DDA Shopping Complex, Near Sindhi School, New Rajender Nagar, Delhi - 110060 ("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 March 31st, 2023 ("the Year"). - 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. The Company is limited by share and non-Government Public Limited Company under the Companies Act, 2013. It's an unlisted entity.
2. The Company has maintained all registers as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
3. The Company has filed the requisite forms and returns with the Registrar of Companies along with additional fees, wherever applicable.

During the financial year ended on March 31, 2023, the Company was not required to file any forms and returns to the Regional Director, the Tribunal.

4. The Company has called/ convened/ held meetings of Board of Directors 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 have been properly recorded in the minute book maintained for the purpose and the same have been signed. The maximum gap of the meetings of the Board of the Directors does not exceeds 120 days;

The meetings of the Committees of Board were also properly convened in accordance with the provisions of the Act.

Annual General Meeting (AGM) of the Company was held on 30/09/2022 (AGM), in respect of which proper notice was given and the proceedings were properly recorded.

Office:- Flat No. 506, Orion Tower, Omaxe City, Bahadurgarh-124507 (Haryana) Jhajjar

Email :- pcspoonamverma@gmail.com Mob.:- 92153-88814

Company had three EGMs on 25th July, 2022, 9th January, 2023 and 6th March 2023. Proper notices were given for above EGMs and the proceedings were properly recorded.

During the financial year ended on March 31, 2023, the Company has not passed any resolution through circular and postal ballot.

5. The Company did not close its Registers of Members during the financial year.
6. During the financial year ended on March 31, 2023, the Company has not given any advances or loans to its Directors and/ or persons or firms or Companies referred in Section 185 of the Act.
7. The Company has complied with the provisions of Section 188 of the Companies Act, 2013 for all transactions entered with related parties.
8. (i) There was no issue or allotment or transmission of shares during the year and hence no entries were required to be recorded in Statutory Registers for this purpose. The transfer of shares was made in Demat Account.
(ii) There was no buy back of shares/securities during the year.
(iii) There was no increase or decrease in authorized or paid- up share capital during the year.
(iv) There was no conversion of shares/securities during the year.
(v) There was no issue of security certificate during the year.
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, hence the Company was not required to transfer amount in unpaid dividend account nor Company was required to transfer application money due for refund, matured deposits, matured debentures and the interest accrued thereon to Investor Education and Protection Fund in accordance with Section 125 the Act;
11. The Board of Directors of the Company has signed the 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. We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors, Rotational and Independent Directors.

During the year under review following changes in the Board of Directors of the Company had taken place:

Mr. Ravinder Singhal (DIN: 00165078) Chairman and Whole-time Director of the Company resigned from Board of Directors on 01st March, 2023.

In pursuance to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of Cos Act, 2013 Mr. Navneet Kumar Gupta (DIN: 08153905), was appointed as Independent Director for a period of 5 consecutive years w.e.f. 01st November, 2022 and Shareholders approve his appointment in their EGM held on 9th January, 2023.

In pursuance to the provisions of Section 161 of Cos Act, 2013, Mr. Shashi Kant Singla (DIN: 08953022) was appointed as Additional Non-Executive Rotational Director of the Company, in the Board meeting held on 13th September, 2022 and his appointment was regularised by shareholders in the Annual General Meeting held on 30th September, 2022.

The above changes in the composition of the Board of Directors were carried out in compliance with the provisions of Companies Act 2013 and Schedules thereto.

CSR Committee under Section 135 of the Companies Act 2013 and Companies (Corporate Social Responsibility) Rules 2014 is properly Constituted.

The Company has a proper Internal Complaints Committee to comply with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

As per the information provided by the management of the Company Directors, Key Managerial Personnel has made all the necessary disclosures. Remuneration to the Directors is paid after making proper compliances of provisions of Section 197, 198 and Schedule V of Companies Act, 2013.

13. Company's Statutory Auditors were appointed in the AGM held on 30th September, 2019 for a period of 5 years, hence, there is no such instance of appointment, reappointment and filling up casual vacancy of the Auditors.
14. In terms of provisions of Sec. 138 of Companies Act, 2013, Mr. Vikas Kumar Gupta was appointed as Internal Auditor of the Company, However Mr. Vikas Kumar Gupta resigned from his post on 14th June 2022. Company was in search of a suitable candidate for the post Internal Auditor *and no Internal Auditor was appointed during the Financial year after resignation of Mr. Vikas Kumar Gupta.*
15. The Company needs not to take any approval from the Central Government, Tribunal, Registrar, Court, Regional Director or other authorities under the various provisions of the Act during the year. Though the Company has filed various Form and Resolutions with the Registrar of Companies as required U/s 117 and various other provisions of Companies Act, 2013.
16. There were no acceptance/ renewal/ repayment of deposits during the year.
17. During the financial year ended on March 31, 2023, the Company has not borrowed any amount from its Directors, members, public financial institutions, and others except Banks. Documents related to creation/ modification/ satisfaction of charges were duly filed with the Registrar of Companies.

18. During the year there were no 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 of the Companies Act, 2013.
19. The Company has altered the provisions of Memorandum of Association by addition of Real Estate Activities in the business of the Company for which approval of members was taken in their Extraordinary General Meeting held on 25th July, 2022.

The alteration in Memorandum of Association was in compliance with the provisions of Section 4 and 13 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions of the Companies Act, 2013.

Further change in the Memorandum of Association was made by alteration in Object Clause of the Company by addition of Sub-Clause 13 and 14 in Clause III (A) of MOA to enhance scope for Leasing/Rental Income for the Company.

Further Sub-Clause 1, 2,3 were also replaced by new Sub-Clause 1,2 and 3 to add Air Purification and Air Filtration business along with business of Air Handling Units (AHUs).

The above changes were approved by shareholders in their Extraordinary General Meeting held on 09th January, 2023, consequent to which Certificate dated 28th April, 2023 was issued by Registrar of Companies registering Special Resolution confirming Alteration in Object Clause of the Company.

Further in accordance with the provisions of Sec. 15 of Companies Act, 2013 Company has noted alteration in the Object Clause in every copy of Memorandum.

20. The Company has not altered its Articles of Associations during the financial year ending on 31.03.2023.

Date:04.12.2023

Place: Bahadurgarh



**For P Verma & Associates
Company Secretaries**


(Poonam Verma)

Proprietor

**ML No. F6498, C.P. No.: 25153
UDIN: F006498E002829186**



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Details of Board Meetings

S. No.	Date of meeting	Total number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
13	28/11/2022	6	6	100
14	06/12/2022	6	6	100
15	02/01/2023	6	6	100
16	17/01/2023	6	6	100
17	30/01/2023	6	6	100
18	14/02/2023	6	6	100
19	27/02/2023	6	6	100
20	01/03/2023	6	6	100
21	31/03/2023	5	5	100

Details of Committee Meetings

S. No.	Type of meeting	Date of meeting	Total number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	NRC Committee	01/03/2023	3	3	100
2	CSR Committee	11/04/2022	3	3	100
3	CSR Committee	07/09/2022	3	3	100
4	CSR Committee	31/03/2023	3	3	100

For Zeco Aircon Limited

Manish Kumar Gupta
Company Secretary
Membership No.: F9753



Zeco Aircon Ltd.

CIN Number U74899DL1995PLC070597 | GST No 06AAACZ0195N1ZY

Corporate office: 12th Floor, Tower 4, DLF Corporate Greens, SPR, Sector 74A, Gurugram- 122004 Haryana Ph.: 0124-6683501/502

Regd Office: 11th Floor DDA Shopping Complex, Near Sindh School, New Rajinder Nagar, New Delhi-110060 Ph.: +91 8813000671 / +91 7419703061

Works: Haryana : O-1, O-5 and O-3/A, Old Industrial Area, Bahadurgarh, Dist: Jhajjar Haryana - 124507

Maharashtra: 343 & 343/1A, Village Lahe Mumbai Nashik highway, Taluka Shahpur Dist, Thane, Maharashtra-421803

Karnataka: Plot No -124 to127 3rd Phase KIADB Industrial Area Malur, Dist: Kolar, Karnataka-563130

Sales Offices: Gurgaon | Mumbai | Bengaluru | Chennai | Ahmedabad | Kochi | Kolkata | Hyderabad | Pune

For Enquiry: enquiry@zecoaircon.com : sales@zecoaircon.com

Contact Number: 18008330070



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LIST OF SHAREHOLDERS AS ON 31ST MARCH, 2023

Sr. No.	Name of Shareholders	Type of Shares	No. of Shares held	Amount Per Share	Nominal Amount	% of shareholding
1	Mr. Ravinder Singhal	Equity	6,532,410	10	65,324,100	80.12
2	Mrs. Uma Singhal	Equity	1,320,420	10	13,204,200	16.19
3	Zeco Reality Developers Pvt. Ltd.	Equity	3,00,000	10	3,000,000	3.68
4	Mrs. Neeru Gupta	Equity	10	10	100	0.00
5	Mrs. Kamlesh Sahdev	Equity	10	10	100	0.00
6	Mr. Hemant Singhal	Equity	10	10	100	0.00
7	Mr. Kartik Singhal	Equity	600	10	6,000	0.01
Total			8,153,460		81,534,600	100.00

For Zeco Aircon Limited


Manish Kumar Gupta
Company Secretary
Membership No.: F9753



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