

# Form No. MGT-7



Form language

English  Hindi

## Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form

### I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

U74899DL1995PLC070597

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ZECO AIRCON LIMITED	ZECO AIRCON LIMITED
Registered office address	Office No. 105, First Floor,,Padma Tower I, Rajendra Place,Patel Nagar (Central Delhi),New Delhi,Central Delhi,Delhi,India,110008	Office No. 105, First Floor,,Padma Tower I, Rajendra Place,Patel Nagar (Central Delhi),New Delhi,Central Delhi,Delhi,India,110008
Latitude details	28.64245	28.64245
Longitude details	77.17636	77.17636

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Photos.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*5N

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

\*\*\*\*\*h.gupta@zecoaircon.com

(d) \*Telephone number with STD code

01\*\*\*\*\*05

(e) Website

www.zecoaircon.com

iv \*Date of Incorporation (DD/MM/YYYY)

07/07/1995

v (a) \*Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi \*Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix \* (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

30/12/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

AB7176298

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

30/12/2025

(g) Specify the reasons for not holding the same

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## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1

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	27	Manufacture of electrical equipment	100

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

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

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U93090DL2007PTC160992		MUNTERS INDIA HUMIDITY CONTROL PRIVATE LIMITED	Holding	100

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	25000000.00	8153460.00	8153460.00	8153460.00
Total amount of equity shares (in rupees)	250000000.00	81534600.00	81534600.00	81534600.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY				
Number of equity shares	25000000	8153460	8153460	8153460
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	250000000.00	81534600.00	81534600	81534600

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	0	8153460	8153460.00	81534600	81534600	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
<b>At the end of the year</b>	0.00	8153460.00	8153460.00	81534600.00	81534600.00	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

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		<input type="text"/>
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

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible 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
<b>Total</b>				

(b) Partly convertible debentures

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible 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
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible 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
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	0.00	0.00	0.00	0.00

**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

3472542396

ii \* Net worth of the Company

1279693383

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	6	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	8153454	100.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	8153460.00	100	0.00	0

Total number of shareholders (promoters)

**B 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	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	0.00	0	0.00	0

Total number of shareholders (other than promoters)

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

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1
2	Individual - Male	5
3	Individual - Transgender	0
4	Other than individuals	1
	<b>Total</b>	7.00

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

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

#### VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

#### VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	0	0	0	0	0	0
<b>B Non-Promoter</b>	0	3	1	3	0.00	0.00
i Non-Independent	0	3	1	3	0	0
ii Independent	0	0	0	0	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and 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
<b>Total</b>	0	3	1	3	0.00	0.00

\*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SRINIVASAN VIJAYARAGHAVAN	10794644	Managing Director	0	
PER KASPAR HENRIK KIRCHMANN	08871578	Director	0	
SUJATA WUTHOO	09205552	Director	1	
NIKHIL MADHUKAR PADTE	10337769	Director	1	26/09/2025

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

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SRINIVASAN VIJAYARAGHAVAN	10794644	Additional Director	03/10/2024	Appointment
SRINIVASAN VIJAYARAGHAVAN	10794644	Managing Director	03/10/2024	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

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	19/04/2024	7	7	100
Annual General Meeting	28/02/2025	7	5	99.99

##### B BOARD MEETINGS

\*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/06/2024	3	3	100
2	30/08/2024	3	2	66.67
3	03/10/2024	3	3	100
4	19/11/2024	4	2	50
5	12/02/2025	4	3	75

**C COMMITTEE MEETINGS**

Number of meetings held

0

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

**D ATTENDANCE OF DIRECTORS**

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on  30/12/2025 (Y/N/NA)
		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	
1	SRINIVASAN VIJAYARAGHAVAN	2	2	100	0	0	0	Yes
2	PER KASPAR HENRIK KIRCHMANN	5	2	40	0	0	0	No
3	SUJATA WUTHOO	5	4	80	0	0	0	Yes
4	NIKHIL MADHUKAR PADTE	5	5	100	0	0	0	No

**X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL** Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	SRINIVASAN VIJAYARAGHAVAN	Managing Director	7010502	0	0	0	7010502.00
	<b>Total</b>		7010502.00	0.00	0.00	0.00	7010502.00

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

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Manish Kumar Gupta	Company Secretary	1878290	0	0	0	1878290.00
	<b>Total</b>		1878290.00	0.00	0.00	0.00	1878290.00

C \*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
	<b>Total</b>		0.00	0.00	0.00	0.00	0.00

#### 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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

7

### XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or  
Debenture holder.xlsm

(b) Optional Attachment(s), if any

ZAL Signed MGT-8 2025.pdf

### XV 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.

#### 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 applicable 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 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 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.

I/ We have examined the registers, records and books and papers of **ZECO AIRCON LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) **31/03/2025**

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company 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 therefor;

- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**To be digitally signed by**

Name

Poonam Verma

Date (DD/MM/YYYY)

31/03/2026

Place

Gurugram

Whether associate or fellow:

Associate  Fellow

Certificate of practice number

2\*1\*3

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\* (a) DIN/PAN/Membership number of Designated Person

10794644

\* (b) Name of the Designated Person

SRINIVASAN VIJAYARAGHAVAN

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\* 15 dated\* (DD/MM/YYYY) 03/10/2024 to sign this form and declare that all the requirements of 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.

**\*To be digitally signed by**

**\*Designation**

*(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))*

Director

**\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

1\*7\*4\*4\*

**\*To be digitally signed by**

Company Secretary  Company secretary in practice

**\*Whether associate or fellow:**

Associate  Fellow

Membership number

9\*5\*

Certificate of practice number

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

**For office use only:**

eForm Service request number (SRN)

AC2960821

eForm filing date (DD/MM/YYYY)

10/04/2026

**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 **ZECO AIRCON LIMITED** (CIN: U74899DL1995PLC070597) having registered office at Office No. 105, First Floor, Padma Tower I, Rajendra Place, New Delhi- 110008 ("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, 2025 ("the Review Period"). 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.
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 Company has complied with the Secretarial Standards in respect of meeting of its members, Board and its Committees.

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.



Company has held its Annual General Meeting (AGM) for the financial year ended 2024-25 on 30<sup>th</sup> December, 2025. Company has taken approval from Registrar of Companies (ROC), vide application dated 18<sup>th</sup> September, 2025 granting it an extension of 3 months i.e. upto 31<sup>st</sup> December 2025, in holding the Annual General Meeting from its scheduled date as per the provisions of Sec. 96 of Companies Act, 2013.

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

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

One (1) Extraordinary General Meeting was also held on 19<sup>th</sup> April, 2024. Proper notices were given for the meeting and the proceedings were properly recorded.

During the financial year ended on March 31, 2025, the Company has not passed any resolution through postal ballot. However, the Company passed the resolution through circulation on 03<sup>rd</sup> May, 2024, and 17<sup>th</sup> July, 2024, respectively. The circular resolutions were passed in compliance with provisions of Section 175 of Companies Act 2013 and Secretarial Standards (SS-1).

6. The Company did not close its Registers of Members during the financial year.
7. During the review period, 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.
8. The Company has complied with the provisions of Section 188 of the Companies Act, 2013 for all transactions entered with related parties.
9. (i) There was no issue, allotment, transfer or transmission of shares during the year and hence no entries were required to be recorded in Statutory Registers for this purpose.  
(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.
10. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
11. The Company has not declared any dividend, hence the Company was not required to transfer amount in unpaid dividend account nor the 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 of the Act.
12. The Board of Directors of the Company has signed the Financial Statement as per the provisions of Section 134 of the Act and the report of Directors is as per sub - sections (3), (4) and (5) thereof.
13. During the financial year 2024-25, the Board of Directors of the Company, at its meeting, held on 03<sup>rd</sup> October 2024 appointed Mr. Srinivasan Vijayaraghavan as the Managing Director of the Company for a period of five (5) years at a remuneration of ₹1,70,06,400/- per annum, along with applicable perquisites and same was approved by the shareholders in their meeting held on 28<sup>th</sup> February, 2025.  

The appointment and remuneration of the Managing Director are in accordance with and in compliance with the provisions of Sections 152, 188, 196, 197, 198, and 203 read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof.
14. W.e.f. 01<sup>st</sup> July 2024 Company has shifted its registered office from IInd Floor, DDA Shopping Complex, Near Sindhi School, New Rajender Nagar, New Delhi-110060 to



Office No. 105, First Floor, Padma Tower I, Rajendra Place, New Delhi- 110008 which was in compliance with the provisions of Sec 12 of Companies Act, 2013 and rules made thereunder.

15. Shareholders at their Annual General Meeting held on 28<sup>th</sup> February 2025 appointed M/s S R B C & CO. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of five (5) years. The appointment was in compliance with the provisions of Sec. 139, 141, 142 of Companies Act, 2013 and other applicable provisions and Companies (Audit and Auditors) Rules, 2014.
16. Apart from these the Company was not required to obtain any approval from the Registrar of Companies (ROC), Central Government, Tribunal, Court, Regional Director, or any other authorities under the various provisions of the Companies Act during the review period. However, the Company has filed various forms and resolutions with the ROC as required under Section 117 and other applicable provisions of the Companies Act, 2013.
17. There was no acceptance/ renewal/ repayment of deposits during the year.
18. During the review period, 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.
19. During the review period, 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.
20. The Company has not altered the provisions of Memorandum of Association during the review period.
21. The Company has not altered its Articles of Association during the review period.

**Date: 31.03.2026**  
**Place: Bahadurgarh**



**For P Verma & Associates**  
**Company Secretaries**

**(Poonam Verma)**  
**Proprietor**

**M. No. F6498, C.P. No.: 25153**

**UDIN: F006498G004142905**

**ICSI Unique Code: S2021HR839100**

**Peer Review Certificate No. 7392/2025**