

# 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]



## 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

U74999HR2003PTC037438

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACC6168L

(ii) (a) Name of the company

GEODIS INDIA PRIVATE LIMITEI

(b) Registered office address

DLF BUILDING NO. 5, TOWER-B, 10TH FLOOR  
DLF CYBER TERRACES, PHASE-III  
GURGAON  
Haryana  
122002

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

dilip.kohli@geodis.com

(d) \*Telephone number with STD code

911246903300

(e) Website

www.geodis.com

(iii) Date of Incorporation

06/02/1998

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

## 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	H	Transport and storage	H5	Services incidental to land, water & air transportation	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Geodis International S.A.S.		Holding	99.99

## 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	4,250,000	4,250,000	4,250,000	4,250,000
Total amount of equity shares (in Rupees)	425,000,000	425,000,000	425,000,000	425,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<input type="text"/>				
Number of equity shares	4,250,000	4,250,000	4,250,000	4,250,000

Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	425,000,000	425,000,000	425,000,000	425,000,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

**(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>	4,250,000	425,000,000	425,000,000	
<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				0
NA				
<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	0	0	0	
NA				
<b>At the end of the year</b>	4,250,000	425,000,000	425,000,000	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NA				
<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	0	0	0	
NA				
<b>At the end of the year</b>	0	0	0	

(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		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name

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

**(iv) \*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			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			236,164,161
Deposit			0
<b>Total</b>			236,164,161

**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**

6,039,811,161

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

662,402,922

**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	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,250,000	100	0	
10.	Others	0	0	0	
	<b>Total</b>	4,250,000	100	0	0

**Total number of shareholders (promoters)**

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	



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

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

0

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

2

**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	2	2
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>	3	2	2	2	0	0
(i) Non-Independent	3	2	2	2	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	3	2	2	2	0	0

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

5

**(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)
PATHAMADAI VENKAT	00337552	Managing Director	0	
STEVEN MICHAEL PIK	03065134	Director	0	
ONNO CORNELIS PET	05349501	Director	0	
DILIP KOHLI	01221234	Whole-time director	0	
DILIP KOHLI	AAAPK2915Q	Company Secretar	0	

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

9

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)
SAMDARSHI LAMBA	AABPL0731E	Company Secretar	31/07/2019	Cessation
DILIP KOHLI	AAAPK2915Q	Company Secretar	31/07/2019	Appointment
DILIP KOHLI	01221234	Director	30/09/2019	Regularized as Director at AGM
DILIP KOHLI	01221234	Whole-time directo	30/09/2019	Change in designation
GEORGE VARGHESE	07916012	Whole-time directo	31/07/2019	Change in designation
MICHAEL PAULUS LIE	08423470	Additional director	14/05/2019	Appointment
MICHAEL PAULUS LIE	08423470	Director	30/09/2019	Regularized as Director at AGM
MICHAEL PAULUS LIE	08423470	Director	11/02/2020	Cessation[Due to Resignation]
GEORGE VARGHESE	07916012	Whole-time directo	01/03/2020	Cessation[Due to Resignation]

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2019	2	2	100

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/05/2019	6	3	50
2	31/07/2019	6	3	50
3	05/09/2019	6	3	50
4	17/10/2019	6	3	50

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	13/02/2019	5	3	60

### 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	CSR Committee	31/07/2019	3	3	100
2	CSR Committee	05/11/2019	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	30/09/2020
								(Y/N/NA)
1	PATHAMADA	5	5	100	2	2	100	No
2	STEVEN MICI	5	1	20	0	0	0	No
3	ONNO CORN	5	1	20	0	0	0	No
4	DILIP KOHLI	5	4	80	2	2	100	Yes

### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PATHAMADAI VEN	Managing Director	19,354,851	0	0	0	19,354,851
2	DILIP KOHLI	Whole-time director	13,411,183	0	0	0	13,411,183
3	GEORGE VARGHESE	Whole-time director	32,766,034	0	0	0	32,766,034
	Total		65,532,068	0	0	0	65,532,068

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	DILIP KOHLI	Company Secre	13,411,183	0	0	0	13,411,183
2	SAMDARSHI LAME	Company Secre	1,284,671	0	0	0	1,284,671
	Total		14,695,854	0	0	0	14,695,854

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

DEEPTI CHAWLA

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

8759

#### 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. ..

2

dated

13/02/2020

(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

DILIP KOHLI  
Digitally signed by DILIP KOHLI  
Date: 2020.11.26  
15:45:16 +05'30'

DIN of the director

01221234

#### To be digitally signed by

DEEPTI CHAWLA  
Digitally signed by DEEPTI CHAWLA  
Date: 2020.11.26  
16:38:57 +05'30'

☐ Company Secretary

☒ Company secretary in practice

Membership number

15008

Certificate of practice number

8759

**Attachments**

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

**Attach****Attach****Attach****Attach****List of attachments**

list of equity and debeentureholders.pdf  
MGT-8\_GIPL-DC.pdf  
letter to ROC.pdf  
udin\_gipl.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**


**GEODIS INDIA PRIVATE LIMITED**  
*(Formerly Geodis Overseas Private Limited)*  
 Regd. Office:- DLF Building No.5, Tower-B, 10th floor,  
 DLF Cyber Terraces, Phase-III, Gurgaon-122002, Haryana,  
 Tel:- +91-124-3099399, Fax:- +91-124-3099300,  
 web: www.geodis.com, email:- delhi@geodis.com  
 CIN:- U74999HR2003PTC037438

*Kindly refer Clause XIII of MGT-7 for the Financial Year ended 31.03.2020*

**Complete List of Equity Members as on 31.03.2020**

SL	Folio No.	Name & Address of Member	DP ID-Client ID No.	No. of Shares	Amount (Rs.)	% of shareholding
1.	6	GEODIS INTERNATIONAL S.A.S  26, Quai Michelet – 92300, Levallois, Perret, France	-	42,49,900	42,49,90,000	99.99%
2.	5	TRANSPORT GESTION PARTICIPATIONS S.A.R.L  26, Quai Michelet – 92300, Levallois, Perret, France	-	100	10,000	00.01%
		<b>TOTAL</b>	-	<b>42,50,000</b>	<b>42,50,00,000</b>	<b>100.00%</b>

For **GEODIS INDIA PRIVATE LIMITED**  
*(Geodis Overseas Private Limited)*

  
**(Dilip Kohli)**

Whole Time Director & Company Secretary

DIN: 01221234; PAN: AAAPK2915Q

Membership No: FCS 3773

Address: Flat No 25, Fourth Floor, Rajdhani Nikunj Apartment,  
 Plot 94 Patparganj, I.P.Extension; East Delhi- 110 092



Date: 25.11.2020

Place: Gurgaon



**GEODIS INDIA PRIVATE LIMITED**  
*(Formerly Geodis Overseas Private Limited)*  
Regd. Office:- DLF Building No.5, Tower-B, 10<sup>th</sup> floor,  
DLF Cyber Terraces, Phase-III, Gurgaon-122002, Haryana,  
Tel:- +91-124-3099399, Fax:- +91-124-3099300,  
web: www.geodis.com, email:- delhi@geodis.com  
CIN:- U74999HR2003PTC037438

Kindly refer Clause XIII of MGT-7 for the Financial Year ended 31.03.2020

**COMPLETE LIST OF DEBENTURE HOLDERS AS ON 31<sup>ST</sup> MARCH, 2020**

Sl. No.	Folio No.	Name & Address of the Debenture Holder	Reference No.	Type of Security	No. of Debenture	Face Value	Amount (Rs.)	%
NIL								

Yours Truly,  
For **GEODIS INDIA PRIVATE LIMITED**  
*(Formerly Geodis Overseas Private Limited)*

(Dilip Kohli)

Whole Time Director & Company Secretary

DIN: 01221234; PAN: AAAPK2915Q

Membership No: FCS 3773

Address: Flat No 25, Fourth Floor, Rajdhani Nikunj Apartment,  
Plot 94 Patparganj, I.P.Extension; East Delhi- 110 092

Date: 25.11.2020

Place: Gurgaon



GEODIS INDIA PRIVATE LIMITED  
(Formerly Geodis Overseas Private Limited)  
Regd. Office:- DLF Building No.5, Tower-B, 10<sup>th</sup> floor,  
DLF Cyber Terraces, Phase-III, Gurgaon-122002, Haryana,  
Tel:- +91-124-3099399, Fax:- +91-124-3099300,  
web: www.geodis.com, email:- delhi@geodis.com  
CIN:- U74999HR2003PTC037438

25.11.2020

To,

The Registrar of Companies,  
NCT of Delhi & Haryana  
4<sup>th</sup> Floor, IFCI Towers,  
61, Nehru Place,  
**New Delhi-110 019**

Reg.: **Intimation with respect to the Remuneration details of Directors and Key Managerial Personnel in e-Form MGT-7.**

Dear Sir(s),

This is inform you that Mr. Dilip Kohli who was appointed as Whole Time Director in addition to Company Secretary with effect from 30<sup>th</sup> September, 2019, the same details of his remuneration are mentioned at two places i.e., one under Clause X (Remuneration of Directors and Key Managerial Personnel) under sub heading "Number of Managing Director, Whole Time and/ or Manager whose remuneration details to be entered" as well as under sub heading "Number of CEO, CFO and Company Secretary in Form MGT-7.

In addition, this is to inform you that Mr. Samdarshi Lamba, Head-Legal & Company Secretary has resigned with effect from 31<sup>st</sup> July, 2019. Henceforth the figures are mentioned under Clause X (Remuneration of Directors and Key Managerial Personnel) under sub heading "Number of CEO, CFO and Company Secretary" relates to the period ranging from 01.04.2019 till 31.07.2019.

May we request you to kindly take the above said Clarification on record and oblige.

Yours Truly,

For **GEODIS INDIA PRIVATE LIMITED**  
(Formerly Geodis Overseas Private Limited)

(Dilip Kohli)

Whole Time Director & Company Secretary

DIN: 01221234; PAN: AAAPK2915Q

Membership No: FCS 3773

Address: Flat No 25, Fourth Floor, Rajdhani Nikunj Apartment,

Plot 94 Patparganj, I.P.Extension; East Delhi- 110 092



**Form No. MGT-8**

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **GEODIS INDIA PRIVATE LIMITED** (the Company) **CIN: U74999HR2003PTC037438** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there-under for the financial year ended on 31<sup>st</sup> March, 2020. In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & applicable Rules as detailed hereunder:
  1. The Company has maintained its status under the Act;
  2. The Company has maintained registers/records & made entries therein within the prescribed time;
  3. The Company filed forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time or/and with the late fees. Further, the Company was not required to file any forms and returns with the Regional Director, Central Government, the Tribunal, Court or other authorities;
  4. The Company called/ convened/ held meetings of Board of Directors and its committees 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/registers maintained for the purpose and the same have been signed. Further, the Company has not passed any resolution by postal ballot except the following resolutions by circulation on 19<sup>th</sup> March 2020-
    - a) to take note of resignation of Mr.George Varghese Kannanaikkal from the office of Whole Time Director as well as Director
    - b) for principle consent for appointment of Mr. Chau Joseph as Additional Director of the Company
    - c) Change in authorized signatory for availing global liquidity and cash management and the services from Hong Kong Shanghai Banking Corporation of India
  5. The Company was not required to close its Register of Members;
  6. The Company has not advanced any 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 relating to contracts/arrangements with related parties as specified in section 188 of the Act;



8. The Company was not required to comply with the provisions relating to 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;
9. There were no transactions necessitating the company to keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
10. The Company has not declared/paid any dividend and hence there was no need to 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. The Company has complied with the provisions of section 134 of the Act for signing of audited financial statements and sub – sections (3), (4) and (5) for report of directors;
12. The Company has complied with provisions to the extent applicable relating to constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. The Company has complied with the provisions of section 139 of the Act for appointment of auditors of the company.
14. The Company was not required to obtain Approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not invited, accepted any deposits;
16. The Company has complied with the provisions of borrowings from its Directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect;
17. The Company was not required to comply with the provisions of section 186 of the Act for loans and investments or guarantees given or providing of securities to other bodies corporate or persons;
18. The Company has not altered its Memorandum of Association or Articles of Association.

**For Deepti Chawla & Associates  
Company Secretaries**

DEEPTI CHAWLA  
Digitally signed by  
DEEPTI CHAWLA  
Date: 2020.11.25  
11:40:25 +05'30'



**(Deepti Chawla)**  
Proprietor  
ACS No.: 15008  
COP No.: 8759

Date: 25<sup>th</sup> November 2020  
Place: New Delhi

UDIN: A015008B001302129

**Deepti Chawla & Associates**  
Company Secretaries

102,DDA SFS Flats  
Sector 3, Dwarka  
New Delhi-110 078  
Ph: 9971067554  
Email Id:dchawla.cs@gmail.com

Geodis India Private Limited  
DLF Building. 5, Tower-B, 10<sup>th</sup> Floor  
DLF Cyber Terraces, Phase-III  
Gurgaon-122 002

Dated: 25th November 2020

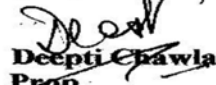
**Sub: UDIN for Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013**

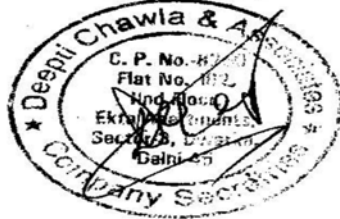
Dear Sir,

This is to inform that Unique Identification Number (UDIN) **A015008B00130821** has been generated on 25th November 2020 for certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013 for the Financial Year 2019-20. This is for your information and records please.

Thanking You.

**For Deepti Chawla & Associates**  
**Company Secretaries**

  
**Deepti Chawla**  
**Prop.**  
**M.No. 15008**  
**C.P No. 8759**



**MINISTRY OF CORPORATE AFFAIRS**  
**RECEIPT**  
**G.A.R.7**

**SRN :** R72485832

**Service Request Date :** 27/11/2020

**Payment made into :** ICICI Bank

**Received From :**

**Name :** deepthi chawla  
**Address :** 102 DDA SFS Flats  
Sector-3 Dwarka  
DELHI, Delhi  
India - 110078

**Entity on whose behalf money is paid**

**CIN:** U74999HR2003PTC037438  
**Name :** GEODIS INDIA PRIVATE LIMITED  
**Address :** DLF BUILDING NO. 5, TOWER-B, 10TH FLOOR  
DLF CYBER TERRACES, PHASE-III  
GURGAON, Haryana  
India - 122002

**Full Particulars of Remittance**

**Service Type:** eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2020	Normal	600.00
<b>Total</b>		600.00

**Mode of Payment:** Credit Card- ICICI Bank

**Received Payment Rupees:** Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)