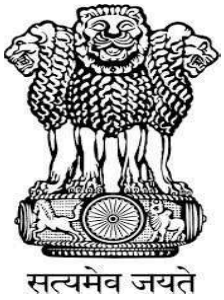
FORM NO. MGT-7

[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

(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	L74120DL2008PLC183629 **Pre-fill**
Global Location Number (GLN) of the company	
* Permanent Account Number (PAN) of the company	AAHCA3072C
(ii) (a) Name of the company	CAMPUS ACTIVEWEAR LIMITED
(b) Registered office address	D-1,UDYOG NAGAR MAIN ROHTAK ROAD NEW DELHI Delhi 110041 India
(c) *e-mail ID of the company	compliance@campusshoes.com
(d) *Telephone number with STD code	01143272500
(e) Website	www.campusactivewear.com
(iii) Date of Incorporation	24/09/2008

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent U67190MH1999PTC118368 **Pre-fill**

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM 31/12/2022

(c) Whether any extension for AGM granted (•) Yes ( ) No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension F26853259 **Pre-fill**

(e) Extended due date of AGM after grant of extension 31/12/2022

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*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	C2	Textile, leather and other apparel products	99.8

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	907,400,000	304,326,004	304,326,004	304,326,004
Total amount of equity shares (in Rupees)	4,537,000,000	1,521,630,020	1,521,630,020	1,521,630,020

Number of classes 1

Class of Shares EQUITY SHARES	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	907,400,000	304,326,004	304,326,004	304,326,004
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	4,537,000,000	1,521,630,020	1,521,630,020	1,521,630,020

(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)				

(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	0	151,871,564	151871564	1,518,715,6	1,518,715,(	
Increase during the year	0	152,454,440	152454440	2,914,380	2,914,380	0
i. Pubic Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	291,438	291438	2,914,380	2,914,380	
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 Adjustment of Sub-division of Equity Shares (Cla		152,163,002	152163002	0	0	
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						
At the end of the year	0	304,326,004	304326004	1,521,630,0	1,521,630,(	
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						
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						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company INE278Y01022

(ii) Details of stock split/consolidation during the year (for each class of shares) 1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	453,700,000		
	Face value per share	10		
After split / Consolidation	Number of shares	907,400,000		
	Face value per share	5		

(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 24/09/2021

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

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

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
Non-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 11,941,810,000

(ii) Net worth of the Company 4,275,870,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	225,833,904	74.21	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)	12,175,100	4	0	
10.	Others	0	0	0	

	Total	238,009,004	78.21	0	0

Total number of shareholders (promoters) 6

(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	1,742,816	0.57	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)	12,266,492	4.03	0	
10.	Others Foreign Company	52,307,692	17.19	0	
	Total	66,317,000	21.79	0	0

Total number of shareholders (other than promoters) 10

Total number of shareholders (Promoters+Public/ Other than promoters) 16

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	6
Members (other than promoters)	6	10
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**	2	1	2	0	73.92	0
B. Non-Promoter	0	0	0	6	0	0
(i) Non-Independent	0	0	0	2	0	0
(ii) Independent	0	0	0	4	0	0
C. Nominee Directors representing	0	2	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	2	0	0	0	0
Total	2	3	2	6	73.92	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(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)
HARI KRISHAN AGARV	00172467	Managing Director	183,675,892	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NIKHIL AGGARWAL	01877186	Whole-time directo	41,267,004	
NIKHIL AGGARWAL	AFRPA2426A	CEO	41,267,004	
ANKUR NAND THADAI	03566737	Director	0	
ANIL KUMAR CHANAN	00466197	Director	0	
MADHUMITA GANGUL	00676830	Director	0	
NITIN SAVARA	09398370	Director	0	
JAI KUMAR GARG	07434619	Director	0	
ANIL RAI GUPTA	00011892	Director	0	
RAMAN CHAWLA	AAKPC7936M	CFO	548,952	
ARCHANA MAINI	ANWPM1214F	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 14

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)
HARI KRISHAN AGARV	00172467	Managing Director	10/12/2021	CHANGE IN DESIGNATION
NIKHIL AGGARWAL	01877186	Director	10/12/2021	CHANGE IN DESIGNATION
VINOD AGGARWAL	00441055	Director	24/09/2021	RESIGNATION
ANKUR NAND THADAN	03566737	Director	24/09/2021	APPOINTMENT
MADHUMITA GANGUL	00676830	Director	24/09/2021	APPOINTMENT
ANIL KUMAR CHANAN	00466197	Director	24/09/2021	APPOINTMENT
NITIN SAVARA	09398370	Director	17/11/2021	APPOINTMENT
JAI KUMAR GARG	07434619	Director	18/12/2021	APPOINTMENT
PUNEET BHATIA	00143973	Nominee director	11/12/2021	RESIGNATION
NIRMAL KUMAR MIND	00014942	Director	24/09/2021	APPOINTMENT
NIRMAL KUMAR MIND	00014942	Director	11/12/2021	RESIGNATION
ANIL RAI GUPTA	00011892	Nominee director	14/12/2021	CHANGE IN DESIGNATION
DIMPLE MIRCHANDAN	ANLPM7297B	Company Secretar	25/09/2021	RESIGNATION
ARCHANA MAINI	ANWPM1214F	Company Secretar	26/09/2021	APPOINTMENT

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

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

Number of meetings held 5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	24/09/2021	8	7	99.88
EXTRA ORDINARY GENEF	09/11/2021	10	5	95.65
EXTRA ORDINARY GENEF	17/11/2021	12	5	95.63
EXTRA ORDINARY GENEF	10/12/2021	16	8	95.32
EXTRA ORDINARY GENEF	18/12/2021	16	7	95.3

B. BOARD MEETINGS

*Number of meetings held 12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2021	5	5	100
2	15/07/2021	5	5	100
3	24/09/2021	5	5	100
4	29/10/2021	8	7	87.5
5	09/11/2021	8	6	75
6	17/11/2021	8	7	87.5
7	10/12/2021	9	9	100
8	14/12/2021	7	5	71.43
9	21/12/2021	8	8	100
10	23/12/2021	8	7	87.5
11	24/12/2021	8	7	87.5
12	26/03/2022	8	7	87.5

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 COMM	09/12/2021	3	3	100
2	AUDIT COMM	14/12/2021	3	3	100
3	AUDIT COMM	24/03/2022	3	2	66.67
4	REMUNERAT	10/06/2021	6	6	100
5	NOMINATION	09/12/2021	4	4	100
6	NOMINATION	11/12/2021	3	2	66.67
7	NOMINATION	14/12/2021	3	3	100
8	NOMINATION	19/12/2021	3	3	100
9	NOMINATION	24/03/2022	3	2	66.67
10	STAKEHOLDE	26/03/2022	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	(Y/N/NA)
1	HARI KRISHA	12	12	100	2	2	100	
2	NIKHIL AGGA	12	12	100	6	6	100	
3	ANKUR NANI	9	8	88.89	10	7	70	
4	ANIL KUMAR	9	9	100	4	4	100	
5	MADHUMITA	9	9	100	6	6	100	
6	NITIN SAVAR	6	6	100	10	10	100	
7	JAI KUMAR G	4	4	100	1	1	100	
8	ANIL RAI GUF	12	5	41.67	2	1	50	

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 | 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HARI KRISHAN AG	CHAIRMAN ANI	44,777,329	9,445,684	0	0	54,223,013
2	NIKHIL AGGARWA	WHOLE-TIME D	14,828,107	4,909,844	0	0	19,737,951
	Total		59,605,436	14,355,528	0	0	73,960,964

Number of CEO, CFO and Company secretary whose remuneration details to be entered 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAMAN CHAWLA	CFO	13,230,810	0	0	0	13,230,810
2	DIMPLE MIRCHAN	CS	3,801,580	0	0	0	3,801,580
3	ARCHANA MAINI	CS	2,245,753	0	0	0	2,245,753
	Total		19,278,143	0	0	0	19,278,143

Number of other directors whose remuneration details to be entered 6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANIL KUMAR CHA	INDEPENDENT	0	500,000	0	1,300,000	1,800,000
2	MADHUMITA GAN	INDEPENDENT	0	500,000	0	1,500,000	2,000,000
3	NITIN SAVARA	INDEPENDENT	0	500,000	0	1,600,000	2,100,000
4	JAI KUMAR GARG	INDEPENDENT	0	500,000	0	500,000	1,000,000
5	NIRMAL KUMAR M	INDEPENDENT	0	0	0	400,000	400,000
6	VINOD AGGARWA	DIRECTOR	6,048,200	0	0	0	6,048,200
	Total		6,048,200	2,000,000	0	5,300,000	13,348,200

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: Mukul Tyagi

Whether associate or fellow: ◯ Associate ◉ Fellow

Certificate of practice number: 16631

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. .. 21 dated 30/05/2022 (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 compiled 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

DIN of the director 00172467

To be digitally signed by

(•) Company Secretary

( ) Company secretary in practice

Membership number 16092 Certificate of practice number

Attachments

		List of attachments
1. List of share holders, debenture holders	**Attach**	List of Shareholders.pdf
2. Approval letter for extension of AGM;	**Attach**	Signed MGT-8.pdf
3. Copy of MGT-8;	**Attach**	Clarification.pdf
4. Optional Attachement(s), if any	**Attach**	Committee Meetings.pdf Transfer Details.pdf AGM Extension.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

List of Shareholders of Campus Activewear Limited as on 31.03.2022

Sr. No	Name	Shares
1	CHARU GOEL	700008
2	HARI KRISHAN AGARWAL	183675892
3	HKV SERVICES PRIVATE LIMITED	12175000
4	HNA SERVICES PRIVATE LIMITED	100
5	KUMUD DEEPAK VAIDYA	126800
6	NIKHIL AGGARWAL	41267004
7	PIYUSH SINGH	413256
8	PRERNA AGGARWAL	191000
9	QRG ENTERPRISES LIMITED	11759292
10	RAJEEV MITTAL	55512
11	RAJESH KUMAR GUPTA	366996
12	RAJIV GOEL	185040
13	RAMAN CHAWLA	548952
14	SALISBURY INVESTMENTS PRIVATE LTD	507200
15	SANDEEP MARWAHA	46260
16	TPG GROWTH III SF PTE. LTD.	52307692
		304326004

Pooja Anand & Associates
COMPANY SECRETARIES

101, Sita Ram Mansion, 718/21, Joshi Road,
Karol Bagh, New Delhi- 110 005
Tel. : 011-45073431 / 011-23549822
Mobile : +91 9711603579
e-mail : poojaanandfcs@gmail.com

Form No. MGT-8
[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Campus Activewear Limited (Formerly Known as Campus Activewear Private Limited),CIN L74120DL2008PLC183629** (hereinafter called the Company/Campus)as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31/03/2022. 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 following provisions of the Act & Rules made there under in respect of:

1. its status under the Act;
   - an application filed with Registrar of Companies, Delhi and Haryana, for the conversion of the Company from Private Limited to Public Limited Company, was approved and taken on record by the Registrar of Companies, Delhi and Haryana dated 22/11/2021. Accordingly, the status of Company was changed from Private Limited to Public Limited with effect from 22/11/2021.

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 the prescribed time or with additional fees;

4. calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on the dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions or shorter notice, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5. the Register of Members was not closed during the year under review;

POOJA ANAND & ASSOCIATES * New Delhi * COMPANY SECRETARIES

6. loan, including any loan represented by a book debt, advanced to any of its directors or to any other person in whom the director is interested or give any guarantee or provide any security, if any, in connection with any loan taken by him or such other person during the year are in compliance of the provisions of Section 185 of the Companies Act, 2013;

7. contracts/arrangements entered with related parties as specified are in compliance with 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 as per provisions of Act. Further, during the year under review:

   - the Company has issued and allotted 2,91,438 equity shares pursuant to Employees Stock Option Plan, 2018 in its board meeting held on 29th October, 2021.

   - the Company in their Extra-ordinary General Meeting held on 09th November, 2021 has approved the sub-division of 1 (one) Equity Share having face value of Rs. 10/- (ten) each fully paid up into 2 (two) Equity Shares having face value of Rs. 5/- (five) each fully paid up.

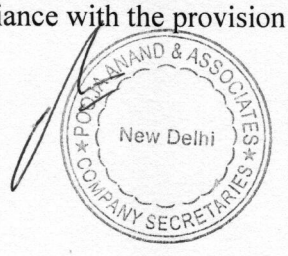
   - the Company has made an Initial Public Offer ("hereinafter referred as IPO") of 4,79,50,000 equity Shares of face value of Rs. 5/-each of the Company, at a price of Rs. 292/- per equity share and pursuant to IPO of the Company by way of an Offer for Sale, the equity shares of the Company got listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") with effect from 09th day of May, 2022.

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; (Not applicable during the year under review)

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;(Not applicable during the year under review)

11. signing of revised audited financial statement as signed by the Chairman and Managing Director, Whole-time Director and Chief Executive Officer, General Counsel and Company Secretary and Chief Financial Officer of the Company under the provisions of section 134 of the Act and report of directors is signed by Chairman and Managing Director as per sub- sections (3), (4) and (5) thereof;

12. constitution of the Board of Directors is as per the provisions of the Act and the appointment/re-appointment of Directors and Key Managerial Personnel (s), disclosure received and remuneration paid to them were in compliance with the provision of Act;



13. appointment of the Auditors was as per the provisions of section 139 of the Act;

14. no approvals was taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, except the approval ;

- taken from Registrar of Companies, Delhi and Haryana for conversion of its status from private limited to Public Limited Company and alteration of Memorandum of Association and Article of Association.
- taken from relevant statutory authorities for the purpose of IPO.
- the scheme of arrangement (Scheme) under sections 230 and 232, read with section 66 and other applicable provisions, of the Companies Act, 2013, before the National Company Law Tribunal (NCLT), New Delhi, filed on March 25, 2021, for merger of Campus AI Private Limited, wholly owned Subsidiary Company, with the Company. Hon'ble National Company Law Tribunal, New Delhi Bench in its hearing dated 11th August, 2022, pronounced the order, approving the Scheme. The Scheme is effective from the appointed date i.e. 1st April, 2020.

15. acceptance/ renewal/ repayment of deposits; (Not applicable during the year under review)

16. the borrowings made from its directors, banks, public financial institutions and others, if any, were in compliance with the provisions of the Companies Act, 2013 and created charges in respect of secured borrowings;

17. loans/ guarantee given, security provided and investment made by the Company, if any, are in compliance with the provisions of section 186 of the Act;

18. alteration of Memorandum of Association and Articles of Association of the Company was in compliance of the provisions of the Act, during the year under review.

For Pooja Anand & Associates
Company Secretaries
Firm Registration No. P2003DE054000
PR No. : 1391/2021

Mukul Tyagi

Partner

M. No.: F9973
CP No.: 16631
UDIN: F009973D001299800

Date: 19.10.2022

Place: New Delhi

Clarification pertaining to Point IV(i)(d) Break-up of paid-up Share Capital

The Shareholders in their Extra Ordinary General Meeting held on 9th November 2021, approved the sub-division of 1 (one) Equity share having face value of Rs. 10/- (ten) each fully paid up into 2 (Two) Equity shares having face value of Rs. 5/- (Five) each fully paid up.

Therefore, the paid-up share capital of the Company was sub-divided from Rs 1,52,16,30,020/- divided into 15,21,63,002 Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,52,16,30,020/- divided into 30,43,26,004 Equity shares of Rs. 5/- (Rupees Five) each vide Special Resolution dated 9th November, 2021.

The Brief Table regarding the same is as follows:

Equity Shares	**No. of Shares**	**Face Value**	**Total Paid Up Amount**
As on 1st April 2021	15,18,71,564	10	1,51,87,15,640
Increase during the Year			
1. ESOPs Allotted	2,91,438	10	29,14,380
Total	15,21,63,002		1,52,16,30,020
Sub-division of 1 (one) Equity share having face value of Rs. 10/- (ten) each fully paid up into 2 (Two) Equity shares having face value of Rs. 5/- (Five) each fully paid up.			
Decrease during the year	Nil		
As on 31st March, 2022	30,43,26,004	5	1,52,16,30,020

Note: All the Shares are in Demat Form and the Amount is in Rupees.

POINT No. IX. C = COMMITTEE MEETINGS

Sl. No.	Type of Meeting	Date of meeting	Total Number of Members as of the date of Meeting	Attendance	
				Number of Member Attendance	% Attendance
1	Audit Committee	09/12/2021	3	3	100
2	Audit Committee	14/12/2021	3	3	100
3	Audit Committee	24/03/2021	3	2	66.67
4	Remuneration Committee	10/06/2021	6	6	100
5	Nomination & Remuneration Committee	09/12/2021	4	4	100
6	Nomination & Remuneration Committee	11/12/2021	3	2	66.67
7	Nomination & Remuneration Committee	14/12/2021	3	3	100
8	Nomination & Remuneration Committee	19/12/2021	3	3	100
9	Nomination & Remuneration Committee	24/03/2021	3	2	66.67
10	Stakeholders Relationship Committee	26/03/2021	3	3	100
11	Risk Management Committee	26/03/2021	5	5	100
12	IPO Committee	24/12/2021	3	3	100
13	Corporate Social Responsibility Committee	13/08/2021	2	2	100
14	Corporate Social Responsibility Committee	26/03/2022	3	2	66.67

TRANSFER DETAILS OF EQUITY SHARES DURING THE FINANCIAL YEAR 2021-22

Sl. No.	Transferor Name	Transferee Name	Date of Transfer	Number of shares Transferred
1	Hari Krishan Agarwal	Charu Goel	09/11/2021	350004
2	Hari Krishan Agarwal	Prerna Agarwal	12/11/2021	95500
3	Hari Krishan Agarwal	Salisbury Investment Private limited	25/11/2021	507200
4	Hari Krishan Agarwal	Kumud Deepak Vaidya	25/11/2021	126800
5	Hari Krishan Agarwal	HKV Trust*	07/12/2021	12175000
6	Hari Krishan Agarwal	HKV Family Trust**	07/12/2021	100

**** Shares held by HKV Services Private Limited in its capacity as trustee of HKV Trust***
***** Shares held by HNA Services Private Limited in its capacity as trustee of HKV Family Trust***

सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

DATED : 25-08-2022

IN THE MATTER OF M/S CAMPUS ACTIVEWEAR LIMITED CIN L74120DL2008PLC183629

AND

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

The Company has closed its accounting year on 31-03-2022 and the Annual general meeting of the company is due to be held on 30-09-2022 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN F22644298 on 24-08-2022 requesting for an extension of time for the purpose of holding AGM on the following grounds

Extension of AGM is allowed for 3 Months.

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 3 months 0 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 3 months 0 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.

DS DS MINISTRY OF CORPORATE AFFAIRS (GOVT OF INDIA)

Yours faithfully,

MANGAL RAM MEENA

Registrar of Companies

RoC - Delhi

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

CAMPUS ACTIVEWEAR LIMITED

D-1,UDYOG NAGAR, MAIN ROHTAK ROAD, NEW DELHI, Delhi, India, 110041

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