

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L99999GJ1987PLC022333

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACH2863B

(ii) (a) Name of the company

HESTER BIOSCIENCES LIMITED

(b) Registered office address

1ST FLOOR, 'PUSHPAK',  
PANCHVATI CROSS ROAD, C.G. ROAD,  
AHMEDABAD  
Gujarat  
380006

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

cs@hester.in

(d) \*Telephone number with STD code

07926445107

(e) Website

www.hester.in

(iii) Date of Incorporation

29/04/1987

(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	The BSE Limited	1
2	The 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  (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	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	97
2	G	Trade	G1	Wholesale Trading	3

## 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	Texas Lifesciences Private Limi	U24304GJ2017PTC097758	Subsidiary	54.81

2	Hester Biosciences Nepal Private Limited		Subsidiary	65
3	Hester Biosciences Africa Limited		Subsidiary	100
4	Hester Biosciences Kenya Limited		Subsidiary	100
5	Thrishool Exim Limited		Joint Venture	50

#### 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	11,200,000	8,506,865	8,506,865	8,506,865
Total amount of equity shares (in Rupees)	112,000,000	85,068,650	85,068,650	85,068,650

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	11,200,000	8,506,865	8,506,865	8,506,865
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	112,000,000	85,068,650	85,068,650	85,068,650

###### (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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	174,512	8,332,353	8506865	85,068,650	85,068,650	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Demated during the year						
<b>Decrease during the year</b>	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						
Demated during the year						
<b>At the end of the year</b>	174,512	8,332,353	8506865	85,068,650	85,068,650	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE782E01017

(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 type="text" value="23/08/2022"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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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"/>
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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
<b>Total</b>			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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

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

**(i) Turnover**

2,540,000,000

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

2,923,820,000

**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	3,430,151	40.32	0	
	(ii) Non-resident Indian (NRI)	803,955	9.45	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)	336,838	3.96	0	
10.	Others	0	0	0	
	<b>Total</b>	4,570,944	53.73	0	0

**Total number of shareholders (promoters)**

13

**(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	2,809,481	33.03	0	
	(ii) Non-resident Indian (NRI)	461,731	5.43	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	38,419	0.45	0	
7.	Mutual funds	37	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	250,966	2.95	0	
10.	Others Clearing Members & Other	375,287	4.41	0	
	<b>Total</b>	3,935,921	46.27	0	0

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

13,107

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

13,120

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

14

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS (	CITIBANK N.A. CUSTODY SERVICES			14,649	0.17
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			11,620	0.14
SPDR S&amp;P EMERG	HSBC SECURITIES SERVICES 11TH F			3,386	0.04
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			1,956	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL WORLD	CITIBANK N.A. CUSTODY SERVICES			1,809	0.02
EMERGING MARKETS (	DEUTSCHE BANK AG, DB HOUSE H			1,354	0.02
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			1,115	0.01
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			615	0.01
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			449	0.01
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, H			430	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			367	0
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE H			333	0
EMERGING MARKETS I	CITIBANK N.A. CUSTODY SERVICES			324	0
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			12	0

**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	22	13
Members (other than promoters)	15,270	13,107
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>	2	3	2	3	10.47	17.63
<b>B. Non-Promoter</b>	0	5	0	5	0	0.08
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0.08
<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
Total	2	8	2	8	10.47	17.71

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 13

**(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)
Dr. Bhupendra Gandhi	00437907	Director	399,100	
Mr. Rajiv Gandhi	00438037	Managing Director	890,397	
Mr. Sanjiv Gandhi	00024548	Director	697,820	
Mr. Ravin Gandhi	00438361	Director	403,320	
Ms. Nina Gandhi	00024657	Alternate director	696,340	
Ms. Priya Gandhi	06998979	Whole-time director	0	
Mr. Naman Patel	05143261	Director	1,500	
Mr. Amit Shukla	00709322	Director	5,250	
Ms. Sandhya Patel	02215022	Director	0	
Mr. Ashok Bhadalkar	00981201	Director	0	
Mr. Ameet Desai	00007116	Director	0	
Mr. Nikhil Jhanwar	AFPPJ7703M	CFO	0	
Mr. Vinod Mali	BKAPM8076M	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 0

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)

## 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	23/08/2022	16,611	54	52.65

### 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	07/04/2022	10	7	70
2	20/05/2022	10	9	90
3	10/08/2022	10	9	90
4	04/11/2022	10	9	90
5	31/01/2023	10	9	90

### C. COMMITTEE MEETINGS

Number of meetings held

25

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	20/05/2022	4	3	75
2	Audit Committee	10/08/2022	4	4	100
3	Audit Committee	04/11/2022	4	3	75
4	Audit Committee	31/01/2023	4	4	100
5	Stakeholders C	20/05/2022	3	2	66.67
6	Stakeholders C	10/08/2022	3	2	66.67
7	Stakeholders C	04/11/2022	3	2	66.67

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
8	Stakeholders	31/01/2023	3	3	100
9	Nomination an	27/03/2023	3	3	100
10	Corporate Soc	17/05/2022	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	20/09/2023
								(Y/N/NA)
1	Dr. Bhupendra	5	5	100	0	0	0	Yes
2	Mr. Rajiv Gand	5	5	100	15	15	100	Yes
3	Mr. Sanjiv Gar	5	4	80	12	11	91.67	Yes
4	Mr. Ravin Gar	5	0	0	0	0	0	Not Applicable
5	Ms. Nina Gand	5	4	80	0	0	0	Yes
6	Ms. Priya Gand	5	4	80	3	3	100	Yes
7	Mr. Naman Pa	5	3	60	9	6	66.67	Yes
8	Mr. Amit Shuk	5	5	100	21	19	90.48	Yes
9	Ms. Sandhya l	5	4	80	11	8	72.73	Yes
10	Mr. Ashok Bha	5	4	80	5	5	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mr. Rajiv Gandhi	CEO & Managin	19,070,000	22,000,000	0	0	41,070,000
2	Ms. Priya Gandhi	Executive Direct	5,400,000	0	0	0	5,400,000
	Total		24,470,000	22,000,000	0	0	46,470,000

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	Mr. Nikhil Jhanwar	CFO	7,540,000	0	0	0	7,540,000
2	Mr. Vinod Mali	Company Secre	840,000	0	0	0	840,000
	Total		8,380,000	0	0	0	8,380,000

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		0	0			0

#### 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

TAPAN SHAH

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2839

#### **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. ... 28 dated 17/05/2023

(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

Rajiv Dinesh  
Gandhi

DIN of the director

00438037

#### **To be digitally signed by**

VINODKUMAR  
RAMESHKUMAR  
AR MALI

Company Secretary

Company secretary in practice

Membership number

50908

Certificate of practice number

**Attachments**

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

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

**List of attachments**

List of Shareholder 31032023.pdf
Share Transfer FY22-23.pdf
Field IX MeetingsDetailsFY23.pdf
<b>MGT-8 - 2022-23.pdf</b>

**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**