

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

U74999KA2017PTC107772

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCB5182C

(ii) (a) Name of the company

BONITO DESIGNS PRIVATE LIM

(b) Registered office address

No. 1182, 5th Main 7th Sector, HSR Layout NA
Bengaluru
Bangalore
Karnataka
560102

(c) * e-mail ID of the company

compliance@bonito.in

(d) * Telephone number with STD code

918066085646

(e) Website

(iii) Date of Incorporation

09/11/2017

(iv)	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	C	Manufacturing	C3	Wood and wood products, furniture, paper and paper products	99.61

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	Tomorrow Capital Enterprises	U65923MH2008PTC178844	Holding	69.39

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	332,650	117,968	117,968	117,968
Total amount of equity shares (in Rupees)	332,650	117,968	117,968	117,968

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Class A Equity shares				
Number of equity shares	308,178	93,496	93,496	93,496

Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	308,178	93,496	93,496	93,496
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Class B Equity shares				
Number of equity shares	24,472	24,472	24,472	24,472
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	24,472	24,472	24,472	24,472

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	167,350	3,237	3,237	3,237
Total amount of preference shares (in rupees)	167,350	3,237	3,237	3,237

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Compulsorily Convertible Preference shares				
Number of preference shares	167,350	3,237	3,237	3,237
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	167,350	3,237	3,237	3,237

(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	36,886	13,294	50180	50,180	50,180	
Increase during the year	220	67,568	67788	67,788	67,788	0
i. Pubic 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	220	0	220	220	220	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	54,560	54560	54,560	54,560	0
viii. Conversion of Debentures	0	13,008	13008	13,008	13,008	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify 						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify na				0	0	
At the end of the year	37,106	80,862	117968	117,968	117,968	
Preference shares						
At the beginning of the year	16,687	18,320	35007	35,007	35,007	
Increase during the year	0	22,790	22790	22,790	22,790	505,183,006
i. Issues of shares	0	22,790	22790	22,790	22,790	505,183,006
ii. Re-issue of forfeited shares	0	0	0	0	0	
iii. Others, specify 						
Decrease during the year	0	0	0	54,560	54,560	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	
iv. Others, specify Compulsorily Convertible Preference shares has de				54,560	54,560	

At the end of the year	16,687	41,110	57797	3,237	3,237	
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ISIN of the equity shares of the company

(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			
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	1,092	0	1,092	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	100,000,000	0	100,000,000	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Share warrants	5	26000000	130,000,000	2600000	13,000,000
Total	5		130,000,000		13,000,000

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

(i) Turnover

1,039,263,000

(ii) Net worth of the Company

-300,124,000

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	24,472	20.74	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	80,862	68.55	3,237	100

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	105,334	89.29	3,237	100

Total number of shareholders (promoters)

8

(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	12,633	10.71	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1	0	0	0
10.	Others	0	0	0	0

	Total	12,634	10.71	0	0
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Total number of shareholders (other than promoters)

6

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

14

**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	6	8
Members (other than promoters)	3	6
Debenture holders	1,093	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	1	0	2.06	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	2	0	2	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	2	1	2	2.06	0

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 share(s) held	Date of cessation (after closure of financial year : If any)
PRADEEP SUBRAMAN	07833298	Whole-time director	2,500	
PIYUSH SURANA	02860858	Nominee director	0	26/04/2023
RAHUL SAHA	07568913	Nominee director	0	
AMIT PARSURAMKA	AFTPP9122Q	CEO	0	

(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	Nature of change (Appointment/ Change in designation/ Cessation)
RICKSON RAKESH DS	07889194	Whole-time director	27/01/2023	Cessation
ARUN KUMAR GONAL	07872897	Whole-time director	27/01/2023	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

6

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	30/11/2022	10	6	21.41
Extra-ordinary General Mee	03/06/2022	9	8	85.94
Extra-ordinary General Mee	02/11/2022	9	8	89.14
Extra-ordinary General Mee	19/12/2022	10	6	20.82
Extra-ordinary General Mee	06/02/2023	9	7	89.46
Extra-ordinary General Mee	24/03/2023	13	2	99.77

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2022	5	5	100
2	19/07/2022	5	5	100
3	28/09/2022	5	5	100
4	30/09/2022	5	5	100
5	12/10/2022	5	4	80
6	12/01/2023	5	4	80
7	22/03/2023	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

2

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	Compensation	01/04/2022	3	3	100
2	Compensation	01/07/2022	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	06/09/2023
								(Y/N/NA)
1	PRADEEP SU	7	7	100	0	0	0	Yes
2	PIYUSH SUR	7	6	85.71	0	0	0	Not Applicable
3	RAHUL SAHA	7	6	85.71	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rickson Rakesh Ds	Whole-time Dire	2,270,000			61,000	2,331,000
2	Arun Kumar Gonal	Whole time direc	2,270,000				2,270,000
3	Pradeep Subraman	Whole time direc	2,378,000				2,378,000
	Total		6,918,000	0	0	61,000	6,979,000

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	Amit Parsuramka	CEO	26,778,000	0		383,000	27,161,000
	Total		26,778,000	0	0	383,000	27,161,000

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						

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

Pratap Salian & Associates

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

25795

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. ... dated

(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:

- 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.
- 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

RAHUL SAHA
Digitally signed by RAHUL SAHA
Date: 2023.11.02 18:45:54 +05'30'

DIN of the director

07568913

To be digitally signed by

DAKSH SANJAY PUNAMIYA
Digitally signed by DAKSH SANJAY PUNAMIYA
Date: 2023.11.02 18:28:08 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholder.pdf
MGT-8.pdf
NOTE.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