

# 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

U52333KA2007PTC042546

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCH8546C

(ii) (a) Name of the company

HERMAN MILLER FURNITURE (I

(b) Registered office address

Prestige Ferozes, 1st Floor, No.74, Sampangi Rama  
Temple Road (Cunningham Road), Vasantha Nagar  
Bangalore  
Bangalore  
Karnataka  
560052

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

prabhakar\_lingam@hermanmi

(d) \*Telephone number with STD code

08066921333

(e) Website

www.hermanmiller.com

(iii) Date of Incorporation

19/04/2007

(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

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

## 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	J	Information and communication	J6	Computer programming, consultancy and related activities	30
2	C	Manufacturing	C3	Wood and wood products, furniture, paper and paper products	70

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Herman Miller Asia (Pte) Limite		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	1,000,000	12,357	12,357	12,357
Total amount of equity shares (in Rupees)	10,000,000	123,570	123,570	123,570

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
equity				
Number of equity shares	1,000,000	12,357	12,357	12,357
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000	123,570	123,570	123,570

**(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			

**(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>	12,357	123,570	123,570	
<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 <input type="text"/>				
<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 <input type="text"/>				
<b>At the end of the year</b>	12,357	123,570	123,570	
<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 <input type="text"/>				
<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 <input type="text"/>				
<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)

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"/>	
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

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			331,393,353
Deposit			0
<b>Total</b>			331,393,353

**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
<b>Total</b>					

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

1,701,455,885

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

660,709,770

**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	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)	12,357	100	0	
10.	Others	0	0	0	
	<b>Total</b>	12,357	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>	1	4	1	5	0	0
(i) Non-Independent	1	4	1	5	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>	<b>1</b>	<b>4</b>	<b>1</b>	<b>5</b>	<b>0</b>	<b>0</b>

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


7

**(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)
Jasmine Pui Man Yau	06564641	Director	0	
Jeffrey Martin Stutz	06573070	Director	0	
Jeremy John Hocking	06564625	Director	0	
Shethia Kishore Kartik	06870061	Director	0	
JACQUELINE HOURIG 	08607624	Director	0	
Prabhakar Lingum	07201677	Whole-time director	0	
Prabhakar Lingum	ANFPP3084K	Company Secretary	0	

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

1

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)
JACQUELINE HOURIG 	08607624	Director		Regularization as Director

## 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	30/12/2020	2	2	100

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/06/2020	6	2	33.33
2	01/09/2020	6	3	50
3	30/09/2020	6	2	33.33
4	30/10/2020	6	3	50
5	28/12/2020	6	2	33.33
6	03/03/2021	6	2	33.33

### 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	CORPORATE	08/06/2020	3	3	100
2	CORPORATE	02/03/2021	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	30/12/2020
								(Y/N/NA)
1	Jasmine Pui M	6	5	83.33	2	2	100	No
2	Jeffrey Martin	6	1	16.67	0	0	0	No
3	Jeremy John H	6	1	16.67	0	0	0	No
4	Shethia Kishor	6	5	83.33	2	2	100	No
5	JACQUELINE	6	1	16.67	0	0	0	No
6	Prabhakar Lin	6	1	16.67	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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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	Prabhakar Lingum	Company Secretary		0	0	0	0
	Total		0	0	0	0	0

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

M/s. Thirupal Gorge & Associates LLP

Whether associate or fellow

Associate  Fellow

Certificate of practice number

6424

**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:

- 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

**To be digitally signed by**

- 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 Attachment(s), if any

**List of attachments**

**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**



**DETAILS OF SHARES / DEBENTURES HELD AS ON MARCH 31, 2021**

LEDGER Folio of Share / Debenture Holder

0	0	3
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Share / Debenture Holder's name

H	E	R	M	A	N		M	I	L	L	E	R			
A	S	I	A		P	T	E		L	I	M	I	T	E	D

Father 's / Husband's name

	N	A	
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Type of share / Debenture

1
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1- Equity, 2- preference Share, 3- Debentures, 4- Stock

Number of Share / Debentures Held / Stock, if any

1	2	3	5	6
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Amount per share (in Rs.)

1	0
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Registered Address

3		A	N	S	O	N		R	O	A	D							
N	O		1	0	-	0	2		S	P	R	I	N	G	L	E	A	F
T	O	W	E	R														

City / Town

S	I	N	G	A	P	O	R	E	
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District

-	-	-	-	-	-	-	-	-	-
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State (Country)

S	I	N	G	A	P	O	R	E	
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Pin code

-	-	-	-	-	-
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LEDGER Folio of Share / Debenture Holder

0	0	4
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Share / ~~Debt~~ure Holder's name

H	E	R	M	A	N		M	I	L	L	E	R	
L	I	M	I	T	E	D							

Father 's / Husband's name

	N	A	
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Type of share / ~~Debt~~ure

1
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 1- Equity, 2- preference Share, 3- Debentures, 4- Stock

Number of Share / ~~Debt~~ures Held / Stock, if any

0	0	0	1
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Amount per share (in Rs.)

1	0
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Registered Address

M	E	T	H	U	E	N		P	A	R	K	,							
C	H	I	P	P	E	N	H	A	M										
S	N		1	4		0	G	F											

City / Town

W	I	L	T	S	H	I	R	E	
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District

-	-	-	-	-	-	-	-	-	-
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State (Country)

U	N	I	T	E	D		K	I	N	G	D	O	M	
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Pin code

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For Herman Miller Furniture (India) Private Limited

Company Secretary

**FORM MGT - 8**

(Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules 2014

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **M/s. Herman Miller Furniture (India) Private Limited**, a Company having **CIN: U52333KA2007PTC042546** and registered office at Prestige Ferozes, 1st Floor, No.74, Sampangi Rama Temple Road (Cunningham Road), Vasantha Nagar Bangalore 560052 Karnataka, India (the Company) 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 2021. In our opinion and to the best of our information and according to the examinations carried out by us, and explanation furnished to us by the Company, its officers, we hereby certify that:

**A. The annual return states the facts as at the close of the aforesaid financial year, correctly and adequately, subject to the following representations;**

1. We have not verified the correctness and appropriateness of financial records and the Books of Accounts of the Company. For the financial records, we have relied on the Audited financial statements as approved by the Board, signed by the Statutory Auditors of the Company and adopted by the members;
2. Where ever required, we have obtained the Management representation about the Compliance of Laws, Rules and Regulations under the Companies Act and happening of various events etc., at the Company and relied on the same;
3. Serial No. XI at MGT -7- MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES
4. Under the provisions of clause (i) of sub-section 1 of section 92 of the Companies Act, 2013, matters relating to certification of compliances, disclosures are yet to be prescribed by the Government. However, in view of the modified version of MGT-7 released on 14th October, 2021 for the applicable provisions of the Act as mentioned in the modified form, it is presumed that scope of applicable provisions means applicable with respect to content of annual return (MGT-7), matters covered thereunder including attachments. Accordingly, subject to given reasons/observations if any, the company complied with the status of compliance and disclosures;
5. With respect to serial number XII of the form pertaining to details of penalty and punishment imposed on company/directors /officers and details of compounding of offences we relied on the records of the company and representations of the company and officer.

**B. During the aforesaid financial year, the Company has complied with provisions of the Act and the Rules made there under in respect of:**

**1. Its status under the Act:**

During the year under review there is no change in status of the Company. It is a private limited Company as registered under this Act and Company's Articles contain restrictive conditions applicable to private companies.

**2. Maintenance of registers/ records and making entries therein within the time prescribed there for:**

The Company has kept and maintained all registers as per the provisions of the Act and the Rules made there-under and all entries therein have been duly recorded as stated below:

1	Register of Application and allotment of shares
2	Register of Members
3	Register of Share certificates
4	Register of Directors, Managers and Secretary
5	Register of Directors share holdings
6	Register of Investments
7	Register of Related Party Transactions

**3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within / beyond the prescribed time:**

The Company has filed the forms and returns as stated below with the **Registrar of Companies, Karnataka, Bangalore** through the portal provided by the Ministry of Corporate Affairs, [www.mca.gov.in](http://www.mca.gov.in) within the prescribed/stipulated time and the rules made there under. However, the Company was not required to file any return or form with the National Company Law Tribunal, Regional Director, Central Government or other authorities. As the e-form for annual return MGT 7 does not provide space for giving information as to forms and returns filed during the financial year, a separate Annexure is prepared and attached to this certificate as **Annexure - A**

- 4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed:**

The Board of Directors duly met 6 (Six) times respectively on June 9, 2020, September 1, 2020, September 30, 2020, October 30, 2020, December 28, 2020 and March 3, 2021 as stated in Annual Return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

The CSR Committee had met 2 (twice) during the year under review respectively on June 8, 2020 and March 2, 2021 as stated in Annual Return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

The 13th Annual General Meeting of members of company was held on December 30, 2020 before due date as stated in the annual return in respect of which meeting, proper notice was given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

- 5. Closure of Register of Members / Security holders, as the case may be:**

The Company has not closed its register of members /security holders during the financial year.

- 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:**

The Company has not given any loans or corporate guarantees to any Directors or companies in which directors are interested as mentioned in section 185 of the Companies Act, 2013. Hence question of its compliance does not arise.

- 7. Contracts/arrangements with related parties as specified in section 188 of the Act:**

Attention is invited to the form AOC- 2 attached to Directors' Report that lists out transactions between related parties that the Company claims to have been undertaken in the ordinary course of business on arms-length basis which are exempted from any requirement of approval at the board meetings or through a

special resolution in shareholders' meetings as provided in third proviso to section 188(1) of the Companies Act, 2013. The Board of Directors approved the transactions in their duly held meeting. The company had complied with the applicable provisions 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:**

The Company has neither issued nor allotted any shares or other securities and there were no instances of transfer and transmission of any securities during the financial year. Similarly, there was no occasion for the Company to buy back any shares or securities. The company has not altered or reduced share capital/or converted shares/or securities or redeemed any redeemable preference share/debentures during the financial year, in so far as the company has no preference shares/debentures.

**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:**

There were no transactions necessitating the company to keep in abeyance the right to dividend, right shares and bonus shares, pending registration of transfer of shares.

**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:**

- i. The Company was not required to deposit any amount in a separate account as no dividend was declared during the year.
- ii. The Company was not required to post any dividend warrants, as no dividend was declared during the financial year.

There was no occasion for the Company to transfer any amount of unpaid/unclaimed dividend/ other amounts as applicable to Investor Education and Protection Fund in accordance with section 125 of the Act.

**11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof:**

The financial statements of the Company for financial year 2019-20 were duly signed as per the provisions of section 134(1) of the Companies Act 2013 and report of directors for said year was in compliance with as per sub-section (3)(4) and (5) of Section 134 of thereof.

**12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:**

The Board of Directors of the Company is duly constituted. During the year under review, Ms. Jacqueline Hourigan Rice who was appointed as additional director of the company with effect from 19<sup>th</sup> November 2019 has been regularized and appointed by the Shareholders at their meeting held on December 30, 2020.

During the financial year under review, the constitution/ appointment/ re-appointment/ retirement of Directors and Key Managerial Personnel were made in compliance with the provisions of the Act.

All directors have disclosed their nature of interest/ concern in Form MBP-1 and the same have been recorded at the Board meeting and minutes of the meeting and the remuneration was paid accordance to regulations of the company.

**13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act:**

M/s S.R. Batliboi & Associates LLP., Chartered Accountants (Firm Registration Number: 101049W), a firm was appointed as statutory auditors on five-year tenure in 11<sup>th</sup> AGM held on 17<sup>th</sup> August 2018. During the period under review the said auditors have resigned vide their resignation letter dated December 21, 2020. The Shareholders of the Company at their Annual General Meeting held on December 30, 2020 have appointed M/s. B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248 W/W-100022) as statutory auditors of the Company for a period of five years, from the conclusion of 13th Annual General Meeting till the conclusion of 18th Annual General Meeting to be held for Financial Year 2024-25.

**14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act:**

The Company was not required to obtain any approval from the Central Government/ Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

**15. Acceptance/renewal/ repayment of deposits:**

During the year under review the Company has not invited or accepted or renewed any deposits falling within the purview of sections 73, 74, 75 and 76 of the Act read with Companies (Acceptance of Deposits) Rules 2014.

**16. Borrowings from its Directors, members, public financial institutions, Banks and others and creation/modification/ satisfaction of charges in that respect wherever applicable.**

The Company did not borrow from its directors, during the year under review. There were no borrowings from banks, public financial institutions, other companies and other entities made during the year under review.

There was no instance of creation/ modification/ satisfaction charge during the year under review.

**17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.**

The Company has not given any loans or advances or made any investments during the financial year, further the company has not given any guarantees to persons falling within the meaning of section 186 of the Act.

**18. Alteration of the provisions of the memorandum and/or articles of association of the Company.**

The Company has not altered the provisions of the memorandum and/ or Articles of Association of the Company during the financial year.

For THIRUPAL GORIGE & ASSOCIATES LLP  
Practicing Company Secretaries

Place: Bengaluru  
Date: 06.12.2021

Thirupal Gorige  
Designed Partner  
FCS No: 6680; C.P No: 6424  
UDIN: F006680C001677426

**ANNEXURE - A**

**Forms and Returns as filed by Herman Miller Furniture (India) Private Limited during the financial year ended on 31<sup>st</sup> March 2021:**

Sl. No	Form name	Event Date	SRN number	Date of filing	Purpose of filing	Filed within time- Yes/No
1.	AOC-4 XBRL	30.12.2020	R93911550	01.02.2021	Financial Statements for the year ending 31 <sup>st</sup> March 2020.	Yes
2.	ADT-1	21.12.2020	R83226613	07.01.2021	Appointment of auditor in AGM	Yes
3.	DIR-12	30.12.2020	R89699938	27.01.2021	Appointment of Director in AGM	Yes
4.	DPT-3	31.03.2020	R47825708	29.07.2020	Return of Deposit	Yes
5.	MGT-7	30.12.2020	R94254299	02.02.2021	Annual Return for the year ending 31 <sup>st</sup> March 2020.	Yes
6.	MSME-1	30.09.2020	R86424298	20.01.2021	For furnishing half yearly return with the registrar in respect of outstanding payments to Micro or Small Enterprise.	Yes
7.	MSME-1	31.03.2020	R47828041	29.07.2020	For furnishing half yearly return with the registrar in respect of outstanding payments to Micro or Small Enterprise.	Yes

For THIRUPAL GORIGE & ASSOCIATES LLP  
Practicing Company Secretaries

Place: Bengaluru  
Date: \_\_\_\_\_, 2021

Thirupal Gorige  
Designed Partner  
FCS No: 6680; C.P No: 6424  
UDIN: F006680C001677426