

Form No. MGT-7

Form language

 English Hindi**Annual Return (other than OPCs and Small Companies)**

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

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U35990TN2021GOI145504

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ARMOURED VEHICLES NIGAM LIMITED	ARMOURED VEHICLES NIGAM LIMITED
Registered office address	C/o Armoured Vehicles Headquarters, HVF Road, Bhaktavatsalapuram, Avadi,,NA,Chennai,Chennai,Tamil Nadu,India,600054	C/o Armoured Vehicles Headquarters, HVF Road, Bhaktavatsalapuram, Avadi,,NA,Chennai,Chennai,Tamil Nadu,India,600054
Latitude details	13.1147	13.1147
Longitude details	80.10981	80.10981

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

AVNL Registered Office.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****6C

(c) *e-mail ID of the company

*****nl.co.in

(d) *Telephone number with STD code

04*****19

(e) Website

www.avnl.co.in

iv *Date of Incorporation (DD/MM/YYYY)

14/08/2021

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Union Government Company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

28/08/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	32	Other manufacturing	100

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

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

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U72100TN2024NPL170245		LENS (LABORATORY FOR ELECTRO OPTICAL NAVIGATIONAL SYSTEMS) FOUNDATION	Associate	35

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	14000000000.00	13427663245.00	13427663245.00	13427663245.00
Total amount of equity shares (in rupees)	140000000000.00	134276632450.00	134276632450.00	134276632450.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY SHARES				
Number of equity shares	14000000000	13427663245	13427663245	13427663245
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	140000000000.00	134276632450.00	134276632450	134276632450

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	13110291400	0	13110291400.00	131102914000	131102914000	
Increase during the year	317371845.00	0.00	317371845.00	3173718450.00	3173718450.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	173860000	0	173860000.00	1738600000	1738600000	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	143511845	0	143511845.00	1435118450	1435118450	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text"/>						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	13427663245.00	0.00	13427663245.00	134276632450.00	134276632450.00	
(ii) Preference shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

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

Class of shares		<input type="text"/>
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

Number of transfers

2

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

49842927821.92

ii * Net worth of the Company

147063714987.33

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	13427663245	100.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>				
	Total	13427663245.00	100	0.00	0

Total number of shareholders (promoters)

B 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	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>				
	Total	0.00	0	0.00	0

Total number of shareholders (other than promoters)

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

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	0
3	Individual - Transgender	0
4	Other than individuals	7
	Total	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	7	7
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
A Promoter	3	0	4	0	0	0
B Non-Promoter	0	0	0	0	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	0	0	0	0	0
C Nominee Directors representing	0	1	0	1	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	1	0	1	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	1	4	1	0.00	0.00

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SANJAY DWIVEDI	09282314	Managing Director	0	
CHANDRASEKHAR RAMACHANDRAN	09315439	Director	0	30/04/2025
BISWARANJAN PATTANAİK	09282313	Director	0	31/08/2025
SATYABRATA MUKHERJEE	09282280	Director	0	
GARIMA BHAGAT	10881164	Nominee Director	0	

GOPALASAMY SRINIVASAN	AEQPR4894H	CFO	0	
GARIMA KHARE	AXLPK6813F	Company Secretary	0	

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

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SATYABRATA MUKHERJEE	09282280	Director	30/09/2024	Appointment
SHALABH TYAGI	10042888	Nominee Director	20/01/2025	Cessation
GARIMA BHAGAT	10881164	Nominee Director	20/01/2025	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

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	23/09/2024	7	6	99.99

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/06/2024	4	4	100
2	23/07/2024	4	4	100

3	27/08/2024	4	3	75
4	16/09/2024	4	4	100
5	30/09/2024	5	5	100
6	04/12/2024	5	5	100
7	27/02/2025	5	4	80

C COMMITTEE MEETINGS

Number of meetings held

1

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	CSR Committee Meeting	24/01/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 28/08/2025 (Y/N/NA)
		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	
1	SANJAY DWIVEDI	7	7	100	0	0	0	Yes
2	CHANDRASEKHAR RAMACHANDRAN	7	7	100	1	1	100	Not applicable
3	BISWARANJAN PATTANAIK	7	7	100	1	1	100	Yes
4	SATYABRATA MUKHERJEE	3	3	100	1	1	100	Yes
5	GARIMA BHAGAT	1	0	0	0	0	0	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	Shri Sanjay Dwivedi	Managing Director	4108266	0	0	0	4108266.00
2	Shri C. Ramachandran	Whole-time director	4925718	0	0	0	4925718.00
3	Shri Biswaranjan Pattanaik	Whole-time director	4105512	0	0	0	4105512.00
4	Shri Satyabrata Mukherjee	Whole-time director	2324638	0	0	0	2324638.00
	Total		15464134.00	0.00	0.00	0.00	15464134.00

B *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	Shri Gopaldasamy Srinivasan	CFO	3818037	0	0	0	3818037.00
2	Smt. Garima Khare	Company Secretary	1320000	0	0	0	1320000.00
	Total		5138037.00	0.00	0.00	0.00	5138037.00

C *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
	Total		0.00	0.00	0.00	0.00	0.00

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 THEREOFA *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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

XIV Attachments

(a) List of share holders, debenture holders

(b) Optional Attachment(s), if any

XV 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.

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 applicable 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 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 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.

I/ We have examined the registers, records and books and papers of

ARMOURED VEHICLES NIGAM LIMITED

 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY)

31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

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

- 1 its status under the Act;
- 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/beyond the prescribed time;
- 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;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in 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;
- 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
- 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;
- 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;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 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;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 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 ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

S SANDEEP

Date (DD/MM/YYYY)

22/12/2025

Place

CHENNAI

Whether associate or fellow:

Associate Fellow

Certificate of practice number

5*8*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

33471

*(b) Name of the Designated Person

GARIMA KHARE

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*

(DD/MM/YYYY) to sign this form and declare that all the requirements of 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.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*2*2*1*

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

3*4*1

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0237256

eForm filing date (DD/MM/YYYY)

22/12/2025

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



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

I, S Sandeep, Practicing Company Secretary, have examined the registers, records and books and papers of **ARMOURED VEHICLES NIGAM LIMITED** ("the Company") as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended 31st March 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished by the Company, and its officers, I 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 the provisions of the Act & Rules made there under in respect of:

1. Its status under the Act;
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 or other authorities within / beyond the prescribed time;
4. Calling/ convening/ holding meetings of the Board of Directors, its Committees and the meeting 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. Issue or allotment or transfer of securities and issue of security certificates in these instances;
6. Signing of audited financial statements as per the provisions of Section 134 of the Act and report of Directors as per sub-sections (3),(4)and (5) thereof;
7. Constitution/ Appointments// re-appointments/ retirements/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them subject to the following observations:
 - a. As per Section 149(4) of the Companies Act 2013 read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Guidelines issued by the Department of Public Enterprises for Corporate Governance, the composition of the Board shall comprise of Independent Directors in proportion to the Functional Directors in the Board





S.SANDEEP & ASSOCIATES

- b. It has been observed that the Company did not have any Independent Directors on the Board during the year under review. The Company was required to appoint a Woman Director as per the provisions of Section 149(1) of the Companies Act, 2013, and the Company has complied with the same vide Circular Resolution dated 20.01.2025 based on the nomination of Woman Director by the Ministry of Defence, Government of India vide its O.M. dated 10.12.2024. However, the composition of the Board of Directors of the Company is still not in conformity as stipulated under the Companies Act, 2013 and DPE Guidelines on Corporate Governance during the year under review.
- b. Due to absence of Independent Directors, the Company has not adhered to the following compliances:
- Constitution of the Audit Committee, Nomination and Remuneration Committee, as required under the provisions of the Companies Act, 2013 and DPE Guidelines on Corporate Governance.
 - As per section 135, the Corporate Social Responsibility [CSR] Committee shall be constituted with three or more directors out of which at least one director shall be an Independent Director. The Company has constituted CSR Committee with three directors without Independent Director. The business transacted in the Committee meeting has been subsequently ratified by the Board in its Meeting.
 - The Company could not comply with clause VII of Schedule IV of the Companies Act, 2013 regarding holding of a separate meeting of Independent Directors without the attendance of non-independent directors and members of the management for the financial year 2024-25.

It was explained by the Management that appointment of Independent Director (including Woman Director till 19.01.2025) falls under the purview of the Government of India through Administrative Department i.e. Ministry of Defence and the Company has no role in such appointments. Further, the Company has taken initiatives by making multiple requests to the Ministry of Defence (MoD) for filling the vacant posts of Independent Directors in the Company, within the stipulated time, referring penal provisions under the Companies Act, 2013.

8. Appointment of the Statutory Auditor as per the provisions of Section 139 of the Act.

C. During the aforesaid financial year:

1. The Company did not close its register of members / security holders;
2. The Company has not advanced any loans to its directors or persons or firms or companies referred in Section 185 of the Act;
3. The Company has not given any loan, made investment, guarantee as envisaged under sub-section (1) of Section 186 of the Act;





S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

4. The Company has not entered into contracts / arrangements with related parties as specified in Section 188 of the Act;
5. There was no transmission/ buy back of securities / redemption of preference shares or debentures / alteration or reduction of capital/ conversion of shares and securities.
6. There was no transaction necessitating the Company to keep 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;
7. The Company has not declared/ paid any dividend. There was no unpaid / unclaimed dividend / other amounts as applicable to be transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
8. The Company was not required to obtain any approvals from the Registrar, Regional Director, Central Government, Tribunal, Court and other authorities under the provisions of the Act.
9. The Company was not required to make any appointment to fill up casual vacancies of auditors as per the provisions of Section 139 of the Act;
10. The Company has not invited or accepted/renewed any deposits nor it was required to repay any deposits;
11. The Company has not altered the provisions of the Memorandum of Association and Articles of Association of the Company.
12. The Company has not taken any borrowings from its directors, members, public financial institutions, banks and others and has not created/modified/satisfied any charge in that respect;

Place: Chennai
Date: 20.11.2025

S Sandeep
Practicing Company Secretary



FCS: 5853
COP: 5987

UDIN: F005853G001974292

PR No: 6526/2025



GPS MAP
CAMERA



Chennai, Tamil Nadu, India

Kovilpadagai Main Road, Avadi, Chennai, Tamil Nadu,
India, 600054

Lat 13.129039° Long 80.103814°

08/10/2025 Wednesday, 13:08

13.0 km/h

77%

24 °C

9° N

50 UT

39.80 m

Tag: GPS Map Camera



egal

பெருநிறுவன அலுவலகம்

ஆர்மர்ட் வெஹிகிள்ஸ் நிகம் லிமிடெட் (அவனி)
இந்திய அரசு நிறுவனம்
பாதுகாப்பு அமைச்சகம்
CIN-U35990TN2021GOI145504
பதிவு செய்யப்பட்ட முகவரி-எச்.வி.எஃப் சாலை
பக்தவத்சலபுரம், ஆவடி
சென்னை-600054, தமிழ்நாடு, இந்தியா

निगम कार्यालय

आर्मर्ड व्हीकल्स निगम लिमिटेड (अवनि)
भारत सरकार का उद्यम
रक्षा मंत्रालय
CIN-U35990TN2021GOI145504
पंजीकृत पता - भा.वा.नि. रोड,
भक्तवत्सलपुरम, आवडी, चेन्नै - 600054
तमिलनाडु, भारत

GPS MAP
CAMERA



Chennai, Tamil Nadu, India

Kovilpadagai Main Road, Avadi, Chennai, Tamil Nadu,
India, 600054

Lat 13.129021° Long 80.104174°

08/10/2025 Wednesday, 12:59



13.0 km/h

77%



24 °C

9° N



50.0T



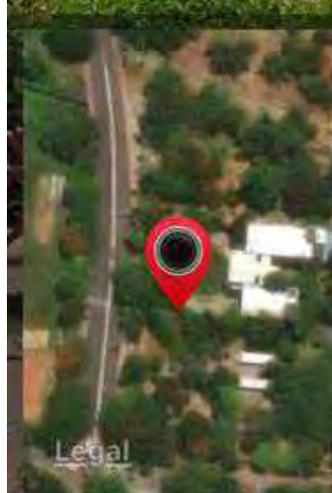
24.27 m

Legal

Tag: GPS Map Camera



 **GPS MAP**
CAMERA



Chennai, Tamil Nadu, India

Kovilpadagai Main Road, Avadi, Chennai, Tamil Nadu, India, 600054

Lat 13.129039° Long 80.103814°

08/10/2025 Wednesday, 13:06

 13.0 km/h

 77%

 50 uT

 24 °C

 100° E

 39.80 m

Tag: GPS Map Camera