

FORM NO. MGT-7

[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]



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

U74899HR1995PTC114816

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACA5313P

(ii) (a) Name of the company

ADIDAS INDIA MARKETING PRI

(b) Registered office address

Plot No. 53, Sector 32, Institutional Area Gurgaon
Sadar Bazar
Gurgaon
Haryana
122001

(c) *e-mail ID of the company

sunali.ahluwalia@adidas.com

(d) *Telephone number with STD code

01141550975

(e) Website

www.adidas.co.in

(iii) Date of Incorporation

22/12/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Subsidiary of Foreign 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	G	Trade	G1	Wholesale Trading	59.74
2	G	Trade	G2	Retail Trading	25.15
3	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	15.11

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	ADIDAS INDIA PRIVATE LIMITE	U19201HR1996PTC114728	Holding	98.62

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	475,000,000	469,517,830	469,517,830	469,517,830
Total amount of equity shares (in Rupees)	4,750,000,000	4,695,178,300	4,695,178,300	4,695,178,300

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares of INR 10/- each				
Number of equity shares	475,000,000	469,517,830	469,517,830	469,517,830
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	4,750,000,000	4,695,178,300	4,695,178,300	4,695,178,300

(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			
Equity shares						
At the beginning of the year	469,517,830	0	469,517,830	4,695,178,300	4,695,178,300	
Increase during the year	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				0	0	
None						
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				0	0	
None						
At the end of the year	469,517,830	0	469517830	4,695,178,3	4,695,178,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
None						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
None						
At the end of the year	0	0	0	0	0	

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		<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) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

25,068,000,000

(ii) Net worth of the Company

14,669,181,340

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)	469,517,830	100	0	
10.	Others None	0	0	0	
	Total	469,517,830	100	0	0

Total number of shareholders (promoters)

3

(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 None	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

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

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	3	3
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	0	0	0	0	0	0
B. Non-Promoter	2	0	2	0	0	0
(i) Non-Independent	2	0	2	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	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	0	2	0	0	0

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

(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)
NEELENDRA SINGH	08491872	Managing Director	0	
SUNALI AHLUWALIA	09287188	Director	0	
NEETU SHARMA	CKDPS1483G	Company Secretar	0	20/04/2023

(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

2

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	30/09/2022	3	3	100
Extraordinary General Meet	24/01/2023	3	3	100

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	17/06/2022	2	2	100
2	24/09/2022	2	2	100
3	30/09/2022	2	2	100
4	05/12/2022	2	2	100
5	10/03/2023	2	2	100

C. COMMITTEE MEETINGS

Number of meetings held

3

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	CSR Committee	17/06/2022	2	2	100
2	CSR Committee	24/09/2022	2	2	100
3	CSR Committee	05/12/2022	2	2	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	
1	NEELENDRA	5	5	100	3	3	100	Yes
2	SUNALI AHLU	5	5	100	3	3	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NEELENDRA SINGH	Managing Director	56,383,400	0	0	0	56,383,400
	Total		56,383,400	0	0	0	56,383,400

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	NEETU SHARMA	Company Secretary	4,051,824	0	0	0	4,051,824
	Total		4,051,824	0	0	0	4,051,824

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNALI AHLJWAL	Director	15,793,861	0	0	0	15,793,861
	Total		15,793,861	0	0	0	15,793,861

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

The Company has complied with all the applicable provisions of the Act except that in the financials for the FY 22-23, the auditor in their report have mentioned that "the backup of books of account and other books and papers maintained in electronic mode has not been maintained on a daily basis on

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

ANUP ASHOK MALASHETTI

Whether associate or fellow

Associate Fellow

Certificate of practice number

20007

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 Digitally signed by NEELEND RA SINGH Date: 2023.11.28 16:58:13 +05'30'

DIN of the director

To be digitally signed by Digitally signed by ANUP ASHOK MALASHETTI Date: 2023.11.28 16:58:13 +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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

a MPL - Form MGT 8 - FY 23.pdf
a MPL - Form MGT 7 - UDIN - FY 23.pdf
a MPL - List of shareholders - FY 23.pdf

<input type="button" value="Modify"/>	<input type="button" value="Check Form"/>	<input type="button" value="Prescrutiny"/>	<input type="button" value="Submit"/>
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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 & Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I/We have examined the registers, records and books and papers of adidas India Private Limited ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the Financial Year ("FY") ended on 31 March 2023. In my/our opinion and to the best of my/our 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 ended 31 March 2023, correctly and adequately.

1. Taking on record, the disclosures from the Directors under the provisions of the Act read with all the applicable rules and maintaining all other applicable statutory registers and records is the responsibility of the management of the Company;

2. 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 financials which has been duly approved by the Board and signed by the Statutory Auditor and adopted by the members of the Company;

3. Serial No. XI at e-form MGT 7 - Matters related to certification of compliances and disclosures
The annual return in the e-form MGT 7 is signed by me is based on the test checks carried out by me about the compliances and disclosures and based on the details and explanations obtained from the Company.

4. With respect to serial number XII of the e-form MGT 7 pertaining to details of penalty and punishment imposed on Company/ Directors/ Officers and details of compounding of offences we have relied on the records of the Company and representations of the Company and its officers.

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;

The Company is a Private Limited Company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number U19201HR1996PTC114728 as on date of this report.

2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
The Company has maintained all the registers /records as prescribed under the Act and rules made thereunder and all entries therein have been duly recorded within the time prescribed.

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 were within/beyond the prescribed time and a list of forms filed are provided below:

adidas India Private Limited | UDIN: A051530E002228661

Annual return certificate for the financial year ended March 31, 2023

ANUP MALASHETTI & ASSOCIATES
PRACTICING COMPANY SECRETARY

No.	Filing date & SRN	Event date	Forms filed and particulars of filing
1.	10 October 2022 SRN: F28415578	30 September 2022	Form ADT 1 Reporting the appointment of Price Waterhouse & Co., Chartered Accountants LLP as statutory auditor of the Company for a period of five years
2.	28 October 2022 SRN: F34742197	30 September 2022	Form AOC 4 XBRL Filing of audited standalone and consolidated financial statements for the FY ended 31 March 2022, and reports of auditors and Board of Directors for the said period in XBRL
3.	10 November 2022 SRN: F42191692	30 September 2022	Form MGT 7 Filing of annual return for the FY ended 31 March 2022, with certificate of annual return issued by Anup Malashetti & Associates, Practicing Company Secretary
4.	17 February 2023 SRN: AA1289550	24 January 2023	Form MGT 14 Registration of resolution passed at the Extraordinary General Meeting for shifting the registered office from National Capital Territory of Delhi, a Union Territory to the state of Haryana and alteration of the Memorandum of Association of the Company
5.	30 March 2023 SRN: AA1749561	24 January 2023	Form GNL 2 Filing of Petition along with the enclosures with the Registrar for shifting the registered office from National Capital Territory of Delhi, a Union Territory to the state of Haryana
6.	31 March 2023 SRN: AA1773290	24 January 2023	Form INC 23 Filing of application with Regional Director, Northern Region, New Delhi seeking approval for alteration of situation clause in Memorandum of Association of the Company
7.	31 March 2023 SRN: AA1760024	24 January 2023	Form MGT 14 Revised form filed for registration of resolution passed at the Extraordinary General Meeting for shifting of registered office from National Capital Territory of Delhi, a Union Territory to the state of Haryana and alteration of Memorandum of Association

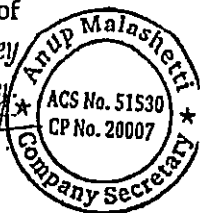
4. Calling/ convening/ holding meetings of the Board of Directors and its committees, if any and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, if any, 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 dates of the Board meeting, Shareholder's meeting and circular resolution passed for the reporting period are provided below:



ANUP MALASHETTI & ASSOCIATES
PRACTICING COMPANY SECRETARY

No.	Type of meeting	Date of meeting / circular resolution
1.	Board Meeting	17 June 2022
2.	BoD - Circular resolution	22 August 2022
3.	Board Meeting	24 September 2022
4.	Board Meeting	30 September 2022
5.	Annual General Meeting	30 September 2022
6.	Board Meeting	05 December 2022
7.	BoD - Circular resolution	23 January 2023
8.	Extraordinary General Meeting	24 January 2023
9.	Board Meeting	10 March 2023

5. The Company has not closed its Register of Members / Security holders, as the case may be, during the FY under review;
6. As per the information and explanation given to me, the Company has not given any advances/ loans to its directors and/ or persons or firms or companies referred in section 185 of the Act, during the FY under review;
7. As per the information and explanation given to me, the Company has not entered into any transaction with the related parties as specified in section 188 of the Act during the FY under review;
8. As per the information and explanation given to me, the Company has not issued, allotted, transferred, transmitted, or bought back any securities nor it has redeemed or converted any debentures or preference issued, if any, or altered or reduced its share capital and hence it has not issued any certificates, including duplicate certificate to its existing shareholder;
9. As per the information and explanation given to me, there were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares, during the FY under review;
10. As per the information and explanation given to me, the Company has not declared/ paid any dividend; nor was needed to transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act, during the FY under review;
11. As per the information and explanation given to me, the Company has complied with provisions of the Act & rules made thereunder in respect of signing of audited financial statement, Boards report and annexures thereto, as per the provisions of section 134 of the Act including sub-sections (3), (4) and (5), during the FY under review;
12. As per the information and explanation given to me, the constitution, ~~appointment/ re-appointments/ retirement/ filling up casual vacancies/~~ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them are in compliance of the provisions of the Act *except that the Company has not filled casual vacancy of a whole-time Company Secretary (Key Managerial Personnel) in accordance with section 203 of the Act and the applicable rules made thereunder.*



ANUP MALASHETTI & ASSOCIATES
PRACTICING COMPANY SECRETARY

The composition of the Board of Directors and ~~key managerial personnel~~ as on close of the reporting FY under review is as tabulated below:

No.	Name of the Directors	DIN	Designation
1.	Mr. Neelendra Singh	08491872	Director
2.	Ms. Sunali Ahluwalia	09287188	Director

13. As per the information and explanation given to me, the appointment/ ~~reappointment/filling-up casual vacancies~~ of auditors is as per the provisions of section 139 of the Act for the FY under review;
14. As per the information and explanation given to me, 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 during the FY under review except for the forms filed with the Registrar and Regional Director, New Delhi as mentioned under point B (3);
15. As per the information and explanation given to me, the Company has not accepted/ renewed/ repaid deposits during the FY under review;
16. As per the information and explanation given to me, during the FY under review, the Company has not borrowed any amount from its directors, members, public financial institutions, banks and others and there was no creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. As per the information and explanation given to me, the Company has not advanced loans and investments or guarantee given or provided securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the reporting FY under review; and
18. As per the information and explanation given to me, during the FY under review, the Company has not altered/ amended its provisions of the Articles of Association. However, the shareholders in their duly convened Extraordinary General Meeting of the Company held on 24 January 2023 approved altering the situation clause in the Memorandum of Association consequent to the decision to shift the registered office from the National Capital Territory of Delhi, a Union Territory to the State of Haryana by passing a special resolution and the Company undertook necessary reporting with the authorities and compliances under the Act and obtained the approval of Regional Director, Northern Region, New Delhi for shifting the registered office to the State of Haryana vide order with the Company application no. AA1773290/13(4)/RD (NR)/2023/3243 dated 20 July 2023.

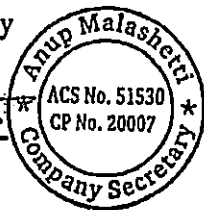
For Anup Malashetti & Associates
Practicing Company Secretary


Anup Ashok Malashetti

ACS: 51530 | CP No.: 20007

Peer Review No.: 4439/2023

UDIN: A051530E002228661



Date: 24 November 2023

Place: Bengaluru

adidas India Private Limited | UDIN: A051530E002228661

Annual return certificate for the financial year ended March 31, 2023