

ANNUAL RETURN

As on financial year ended on 31st March 2023

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U63090KA1999PTC025375
2.	Registration Date	24/06/1999
3.	Name of the Company	Atlas Logistics Private Limited
4.	Category/Sub-category of the Company	Indian Non Govt. Company
5.	Address of the Registered office & contact details	No.138, 2 nd Floor, Maruthi Tower, HAL Airport Road, Kodihalli, Bangalore- 560 008
6.	Whether listed Company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the Total Turnover of the Company shall be stated)

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Warehousing & Support Activities for Transportation	52	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associates	% of shares held	Applicable section
1	Atlas Movers Pvt. Ltd.	U63090KA2011PTC058378	Subsidiary	99.99	2(46)
2	Atlas Logistics Lanka Pvt. Ltd.		Joint Venture	40.00	2(6)

* Atlas Movers Private Limited has applied for removal/Striking off the name of the company under section 248(2) of the Companies at its EGM held on 13/03/2023. Accordingly the investment has been written off against the provision for diminution made.

** The Company holds 40% interest in assets and liabilities, expenses and output of the jointly controlled entity, "Atlas Logistics Lanka Private Limited". The Company's share of the assets, liabilities, income, expense and other information for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 has not been furnished as the financial statement of the JV Company is not available.

In the opinion of the management such share of assets, liabilities, income, expenses and other financial information is not material to the company.

Due to erosion of net worth on account of accumulated losses and non-visibility of business plans of the Joint Venture Company, the management was of the opinion that the decline in value of Investment is other than temporary in nature and accordingly it is carrying a provision for diminution in Investment of Rs. 1,74,797/-



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2022]				No. of Shares held at the end of the year [As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0		0	0	0	0
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	0	604100	604100	9.94	0	604100	604100	9.94	0
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	0	604100	604100	9.94	0	604100	604100	9.94	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FII's									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas	0	5470900	5470900	90.06	0	5470900	5470900	90.06	0



b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies – D R									
Sub-total (B)(2):-	0	5470900	5470900	90.06	0	5470900	5470900	90.06	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	5470900	5470900	90.06	0	5470900	5470900	90.06	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	0	6075000	6075000	100.00	0	6075000	6075000	100.00	0

B) Shareholding of Promoter-

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	SBS Holdings Inc, Japan	1701000	28.00	0	1701000	28.00	0	NIL
2	SBS Transpole Logistics Pvt Ltd., India	604100	9.94	0	604100	9.94	0	NIL
3	Global Enterprise Logistics Pte Ltd., Singapore	1215000	20.00	0	1215000	20.00	0	NIL
4	SBS Transpole Logistics Holdings Company Limited, Hong Kong	2554900	42.06	0	2554900	42.06	0	NIL



C) Change in Promoters' Shareholding (please specify, if there is no change): No change

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer/ bonus/ sweat equity etc.):				
	At the end of the year				

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): Not applicable

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	At the end of the year				

E) Shareholding of Directors and Key Managerial Personnel: NIL

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)				
	At the end of the year				



F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,10,286	NIL	NIL	2,10,286
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	1,582	NIL	NIL	1,582
Total (i+ii+iii)	211,868	NIL	NIL	211,868
Change in Indebtedness during the financial year				
* Addition	NIL	NIL	NIL	NIL
* Reduction	211,868	NIL	NIL	211,868
Net Change	211,868	NIL	NIL	211,868
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Tsukasa Hasegawa (Director)	Ganesh Naik (Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	98,07,815	11,85,838	1,09,93,653
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	14,34,217	0	14,34,217
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify (Gratuity)	0	0	0
	Total (A)	1,12,42,032	11,85,838	1,24,27,870
	Ceiling as per the Act	Nil	Nil	Nil

B. Remuneration to other Directors: NIL

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		----	----	
1	Independent Directors	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL



	Others, please specify	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	10,31,176	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	1,08,000	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	0	NIL	NIL
2	Stock Option	NIL	0	NIL	NIL
3	Sweat Equity	NIL	0	NIL	NIL
4	Commission	NIL	0	NIL	NIL
	- as % of profit	NIL	0	NIL	NIL
	others, specify...	NIL	0	NIL	NIL
5	Others, please specify	NIL	0	NIL	NIL
	Total	NIL	11,39,176	NIL	NIL

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: *

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	Section 137(7)	Delay in filing of Financial Statement for the Financial Year 2015-16, 2016-17 & 2017-18	2015-16: Rs. 59,900/- 2016-17: Rs. 43,600/- 2017-18: Rs. 26,400/-	Regional Director, South East Region, MCA, Hyderabad	NA



B. DIRECTORS					
MR. TSUKASA HASEGAWA					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	Section 137(7)	Delay in filing of Financial Statement for the Financial Year 2015-16, 2016-17 & 2017-18	2015-16: Rs. 14,990/- 2016-17: Rs. 13,360/- 2017-18: Rs. 11,640/-	Regional Director, South East Region, MCA, Hyderabad	NA
MR. MASAHIRO FUJISAWA					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	Section 137(7)	Delay in filing of Financial Statement for the Financial Year 2015-16, 2016-17 & 2017-18	2015-16: Rs. 14,990/- 2016-17: Rs. 13,360/- 2017-18: Rs. 11,640/-	Regional Director, South East Region, MCA, Hyderabad	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

*1) The Company in the earlier years has defaulted in filing of financial statement with the Registrar of Companies (ROC) and accordingly created provision for penalties u/s Section 137(7) on best estimate basis for Rs. 9.90 Lakhs. The Company has filed financial statements relating to previous years with ROC along with additional fees and had applied for compounding of offence under The Companies Act 2013. During the financial year 2022-23 company has paid a penalty of Rs. 2.09 Lakhs levied by RD for compounding of the offence. Consequently, the provision has been reversed during the current year.

The Company had defaulted in appointment of key managerial personnel in the earlier years. The company has appointed full time Company secretary and has applied for compounding of offence under The Companies Act 2013. The company carrying a provision of Rs.46.24 Lakhs for penalty leviable under section 203(5) of Companies Act, 2013 in this regard. In the opinion of the management, it does not anticipate any further liability.



For and on behalf of the Board of Directors


Tsukasa Hasegawa
Director
DIN: 03206831


Ganesh Naik
Director
DIN: 07467424

Place: Bangalore
Date: 25.07.2023