

# FORM NO. MGT-7

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



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv) 

Type of the Company	Category of the Company	Sub-category of the Company
Public 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

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(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	J	Information and communication	J2	Publishing of computer operating systems, system software, application software,	61
2	J	Information and communication	J6	Computer programming, consultancy and related activities	39

**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	EMUDHRA TECHNOLOGIES LIM	U72200KA2012PLC065153	Subsidiary	51
2	EMUDHRA CONSUMER SERVIC	U72900KA2018PLC115186	Subsidiary	76
3	EMUDHRA (MU) LTD		Subsidiary	100
4	EMUDHRA DMCC		Subsidiary	51
5	EMUDHRA INC		Subsidiary	51
6	EMUDHRA PTE LTD		Subsidiary	51

7	EMUDHRA BV		Subsidiary	51
8	PT EMUDRA TECHNOLOGIES IN		Subsidiary	51

#### 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	123,000,000	70,179,692	70,179,692	70,179,692
Total amount of equity shares (in Rupees)	615,000,000	350,898,460	350,898,460	350,898,460

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	123,000,000	70,179,692	70,179,692	70,179,692
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	615,000,000	350,898,460	350,898,460	350,898,460

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	25,000,000	8,600,000	8,600,000	8,600,000
Total amount of preference shares (in rupees)	250,000,000	86,000,000	86,000,000	86,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>PREFERENCE SHARES</b>				
Number of preference shares	25,000,000	8,600,000	8,600,000	8,600,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	250,000,000	86,000,000	86,000,000	86,000,000

###### (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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	70,179,692	70179692	350,898,460	350,898,460	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	70,179,692	70179692	350,898,460	350,898,460	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	8,600,000	0	8600000	86,000,000	86,000,000	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	8,600,000	0	8600000	86,000,000	86,000,000	

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	22/07/2021
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Date of registration of transfer (Date Month Year)		22/10/2020	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	75,000	Amount per Share/ Debenture/Unit (in Rs.)	5
Ledger Folio of Transferor		0	
Transferor's Name	EMUDHRA EMPLOYEE STOCI		NIL
	Surname	middle name	first name
Ledger Folio of Transferee		0	
Transferee's Name	DIWYA	RADHAKRISHNAN	KRISHNAMURTHY
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debtentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	00	0
Fully convertible debtentures	0	0	0
<b>Total</b>			0

**Details of debtentures**

Class of debtentures	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 debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

**(v) Securities (other than shares and debtentures)**

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**

1,097,575,405

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

962,064,036

**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	27,973,964	39.86	6,653,438	77.37
	(ii) Non-resident Indian (NRI)	10,510,869	14.98	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	18,359,123	26.16	0	0
10.	Others	0	0	0	0
	<b>Total</b>	56,843,956	81	6,653,438	77.37

**Total number of shareholders (promoters)**

5

**(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	7,277,935	10.37	1,946,562	22.63
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0



4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others Trust	6,057,801	8.63	0	0
	<b>Total</b>	13,335,736	19	1,946,562	22.63

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

4

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

9

**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	5	5
Members (other than promoters)	4	4
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>	1	0	1	0	39.86	0
<b>B. Non-Promoter</b>	1	2	1	2	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	2	0	2	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
Total	2	2	2	2	39.86	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)
VENKATRAMAN SRINI	00640646	Director	27,973,964	
NANDLAL LAXMINARA	00147782	Director	0	
MANOJ PUNDALIK KU	00019200	Director	0	
venu MADHAVA	06748204	Whole-time director	0	
SAJI K LOUIZ	BTDPS3277E	CFO	0	
JOHNSON XAVIER	AJVPJ4417G	Company Secretar	0	

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

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

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	22/07/2020	9	9	100
EXTRA ORDINARY GENERAL MEETING	22/10/2020	9	9	100
EXTRA ORDINARY GENERAL MEETING	22/01/2021	9	9	100

## B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/06/2020	4	4	100
2	05/10/2020	4	4	100
3	18/01/2021	4	4	100
4	22/03/2021	4	4	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	AUDIT COMMITTEE	10/06/2020	3	3	100
2	CORPORATE	10/06/2020	5	5	100
3	NOMINATION	05/10/2020	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	
1	VENKATRAM,	4	4	100	3	3	100	Yes

2	NANDLAL LAXMI	4	4	100	3	3	100	Yes
3	MANOJ PUNDLIK	4	4	100	3	3	100	Yes
4	VENU MADHAV	4	4	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	VENU MADHAV	WHOLE-TIME D	4,363,729	0	0	0	4,363,729
	Total		4,363,729	0	0	0	4,363,729

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	SAJI K LOUIZ	CFO	3,947,377	0	0	0	3,947,377
2	JOHNSON XAVIER	COMPANY SEC	1,486,281	0	0	0	1,486,281
	Total		5,433,658	0	0	0	5,433,658

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NANDALAL LAXMI	INDEPENDENT	0	769,884	0	225,000	994,884
2	MANOJ KUNKALIE	INDEPENDENT	0	769,884	0	225,000	994,884
	Total		0	1,539,768	0	450,000	1,989,768

**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

S P NAGARAJAN

Whether associate or fellow

Associate  Fellow

Certificate of practice number

4738

**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.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... 18 dated 21/05/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

Digitally signed by  
Venkatraman  
Srinivasan  
Date: 2021.09.18  
14:48:04 +05'30'

DIN of the director

00640646

To be digitally signed by

Digitally signed by  
JOHNSON  
XAVIER  
Date: 2021.09.18  
14:49:35 +05'30'

Company Secretary

Company secretary in practice

Membership number

28304

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

FORM NO MGT 8-EMUDHRA LTD 2020-2  
Shareholding.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**S.P. Nagarajan M.Com., A.C.S., L.L.B.**  
**Company Secretary in Wholetime Practice**

**S-818, Eighth Floor**  
**Manipal Centre-South Block**  
**47, Dickenson Road**  
**Bangalore-560 042**  
**Phone: 41132211, 41136320**  
**Mobile: 98453 84585**  
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**[www.spncs818.com](http://www.spncs818.com)**

**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 have examined the registers, records and books and papers of **eMudhra Limited**, (CIN: U72900KA2008PLC060368) and hereinafter referred to as 'the Company', as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2021 (i.e., April 1, 2020 to March 31, 2021 and hereinafter referred to as the 'year under review'.) In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, 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 provisions of the Act & Rules made thereunder in respect of:

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

- the Company is an unlisted Public Limited Company and has complied with the applicable provisions of the Act & Rules made thereunder to the extent applicable to such unlisted Public Limited companies.

**2. maintenance of registers/records & making entries therein within the time prescribed therefor:**

- 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.

**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 duly filed the forms/ returns with the Registrar of Companies, under the provisions of the Act and the Rules made there-under. In case of delay necessary additional fees were duly paid.
- the Company was not required to file any forms with Regional Director, Tribunal, Court, Central Government or other authorities.

**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 during the financial year 2020-2021 duly met four (4) times respectively on 10<sup>th</sup> June 2020 (in accordance with Ministry of Corporate Affairs (MCA) General Circular No. 11/2020 dated 24<sup>th</sup> March 2020 wherein time gap for conducting board meetings was relaxed to 180 days from present 120 days – for the first two quarters of financial year 2020-2021), 5<sup>th</sup> October 2020, 18<sup>th</sup> January 2021 and 22<sup>nd</sup> March 2021 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder. No circular resolutions were passed during the financial year 2020-2021 under review.
- during the year under review an Audit Committee meeting was held on 10<sup>th</sup> June 2020 in respect of which meeting proper notice was given and the proceedings were properly recorded and signed in accordance with the provisions of the Act and Rules made thereunder.
- during the year under review one Corporate Social Responsibility Committee meeting was held on 10<sup>th</sup> June 2020 in respect of which meeting proper notice was given and the proceedings were properly recorded and signed in accordance with the provisions of the Act and Rules made thereunder.



- during the year under review one meeting of the Nomination and Remuneration Committee was held on 5<sup>th</sup> October 2020 in respect of which meeting proper notices were given and the proceedings were properly recorded and signed in accordance with the provisions of the Act and Rules made thereunder.
- during the year under review one separate meeting of the Independent Directors of the Company was held on 5<sup>th</sup> October 2020 in respect of which meeting proper notices were given and the proceedings were properly recorded and signed in accordance with the provisions of the Act and Rules made thereunder.
- the Twelfth Annual General Meeting for the financial year ended on 31<sup>st</sup> March 2020 was held on 22<sup>nd</sup> July 2020 after giving due notice to the members of the Company and other concerned and the resolutions passed thereat were duly recorded and signed in accordance with the provisions of the Act.
- during the year under review, two Extra-ordinary General Meetings were convened on the following dates, after giving notice to the members of the Company and other concerned and the resolutions passed thereat were duly recorded and signed in accordance with the provisions of the Act:

Dates of the Extra-ordinary General Meeting	Particulars
30 <sup>th</sup> October 2020	Reappointment of Mr. Venumadhava (DIN :06748204) as Whole-Time Director of the Company with effect from 1 <sup>st</sup> April 2020 for a period of three years.
20 <sup>th</sup> January 2021 (at shorter notice pursuant to Section 101(1) of the Companies Act, 2013 and SS-2 on "General Meetings")	Redemption of preference shares and variation of terms of preference shares of the Company

- during the year under review no resolutions were passed by postal ballot.

- 5. closure of Register of Members / Security holders, as the case may be:**
  - the Company did not opt to close its Register of Members and as the Company did not issue any debentures, closure of Register of Debenture holders during the year under review does not arise.
  
- 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:**
  - during the year under review the Company has not advanced any loans to its directors falling within the purview of Section 185 of the Act.
  
- 7. contracts/arrangements with related parties as specified in section 188 of the Act:**
  - as per the explanations and information furnished by the Company, all transactions entered with related parties for the year under review were on arm's length basis and in the ordinary course of business and the related party transactions were conducted in compliance with the provisions of the Act and rules made thereunder.
  
- 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:**
  - during the year under review, the Company has not issued or effected allotment or transfer or transmission of shares.
  
  - during the year under review the Company has not effected buy back of securities (equity shares)/ redemption of debentures/ alteration or reduction of share capital/ conversion of shares or securities and has not issued any security certificates with regard to the aforementioned instances.
  
  - the shareholders at Extra-ordinary General Meeting dated 20<sup>th</sup> January 2021 approved the extension of redemption date of fully paid preference shares of 75,00,000 held by M/s. 3i Infotech Limited till 31<sup>st</sup> January 2021 and fully paid preference shares 86,00,000 held by Mr. V Srinivasan, Ms. Mythili, Mr. Kaushik Srinivasan and Mr. Arvind Srinivasan till 15<sup>th</sup> December 2022 with continuation of cumulative dividend at the rate of 3%.

- during the year under review, the Company has redeemed 75,00,000 preference shares issued to M/s 3i Infotech Limited at the rate Rs.10 per share, out of profits of the Company.

**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 rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year.

**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:**

- the members at the Twelfth Annual General Meeting held on 22<sup>nd</sup> July 2020 approved the payment of dividend at the rate of 3% on Class A Preference Shares of the Company for the financial year ended 31<sup>st</sup> March 2020.
- the Company has not declared any interim equity dividend for the year ended 31<sup>st</sup> March 2021.
- the Board of Directors at its meeting held on 18<sup>th</sup> January 2021 approved the payment of preference dividend at the rate of 3% on Class A Preference Share Capital of the Company held by M/s. 3i Infotech Limited for the period from 1<sup>st</sup> April 2020 to 31<sup>st</sup> January 2021.
- the Company was not required to transfer any amount to Investor Education and Protection Fund as there is no unpaid dividend / unclaimed dividend/other amounts.

**11. signing of audited financial statements 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 audited financial statements were signed as per the provisions of section 134 of the Act and report of directors is in accordance with sub - sections (3), (4) and (5) thereof.

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**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 is duly constituted.
- the Directors have disclosed their interest in other bodies corporate/firms/companies to the Board of Directors pursuant to the provisions of the Act and rules made there-under.
- the members at the Extra-ordinary General Meeting held on 30<sup>th</sup> October 2020 approved the reappointment Mr. Venu Madhava as Wholetime Director of the Company with effect from 1<sup>st</sup> April 2020 for a period of three years.
- the Board of Directors at its meeting held on 5<sup>th</sup> October 2020 approved the revision of remuneration payable to Mr. Kaushik Srinivasan, Sr. Vice President and Mr. Saji K Louiz, Chief Financial Officer with effect from 1<sup>st</sup> October 2020.
- as per the explanations and information furnished by the Company, during the year under review the remuneration (including any increase of remuneration) paid to Directors/Key Managerial Personnel was within the prescribed limits as stipulated under the Act and rules made thereunder.

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

- the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting has been dispensed with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. M/s. Manohar Chowdhry & Associates, Chartered Accountants, (Firm Reg. No.: 001997S) continued to hold office as Statutory Auditors during the year under review.
- there were no instances of any filling up casual vacancies of auditors during the year under review.

**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 approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the year under review.

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

- during the year, the Company has not accepted from the public any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Instances of renewal/repayment of deposits do not arise.

**16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable:**

- the Board of Directors at its meeting held on 5<sup>th</sup> October 2020 approved the availing of unsecured loan from Promoter/Director of the Company up to Rs.10 crores in one or more tranches.
- the Company has secured loans. During the year under review the Company has filed the required eforms for creation and modification as detailed hereunder:

S. No.	Charge ID	Charge Holder Name	Date of creation	Date of modification	Date of satisfaction	Charge Amount (Rs.)
1.	100386258	KOTAK MAHINDRA BANK LIMITED	13/10/2020	-	-	55800000
2.	100266600	KOTAK MAHINDRA BANK LIMITED	18/05/2019	11/11/2020	-	405800000

- during the year under review the Company has not filed any eforms for satisfaction of charges.

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**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:**

- as per the explanations and information furnished by the Company, during the year under review the Company has made investments in its subsidiaries as detailed under Note 15 and Note 34 to the financial statements as at 31<sup>st</sup> March 2021.
- during the year under review the Company has not carried out any transactions falling under the provisions of section 186 of the Act with regard to loans or guarantees given or providing of securities to other bodies corporate or persons.

**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 of Association and Articles of Association during the year under review.

<p><b>Place: Bangalore</b></p>	<p><b>Signature</b> SUBRAMANIAM  : PARASURAMAN  NAGARAJAN <small>Digitally signed by SUBRAMANIAM PARASURAMAN NAGARAJAN Date: 2021.05.21 13:48:27 +05'30'</small></p> <p><b>Name of the Company Secretary : S.P.NAGARAJAN</b></p>
<p><b>Date: 21<sup>st</sup> May 2021</b></p>	<p><b>ACS Number : 10028</b></p> <p><b>CP Number : 4738</b></p> <p><b>UDIN : A010028C000355681</b></p>
<p><b>Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400</b></p>	