

# 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]



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

L72900GJ2007PLC109642

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAKCS9448K

(ii) (a) Name of the company

SUVIDHAA INFOSERVE LIMITEE

(b) Registered office address

Unit No 02, 28th Floor, GIFT-II Building,  
Block No. 56, Road-5C, Zone-5, Gift City  
Gandhinagar  
Gandhinagar  
Gujarat  
382255

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

cs@suvidhaa.com

(d) \*Telephone number with STD code

9223225225

(e) Website

www.suvidhaa.com

(iii) Date of Incorporation

22/06/2007

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 28/09/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*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	K	Financial and insurance Service	K8	Other financial activities	100

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

\*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NSI INFINIUM GLOBAL LIMITED	U64203GJ2002PLC040741	Subsidiary	90

## 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	240,000,000	203,293,690	203,293,690	203,293,690
Total amount of equity shares (in Rupees)	240,000,000	203,293,690	203,293,690	203,293,690

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	240,000,000	203,293,690	203,293,690	203,293,690
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	240,000,000	203,293,690	203,293,690	203,293,690

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,000,000	0	0	0
Total amount of preference shares (in rupees)	10,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	10,000,000	0	0	0
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	10,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	9,615,917	96,185,968	105801885	105,801,885	105,801,885	

<b>Increase during the year</b>	82,127	97,409,678	97491805	97,491,805	97,491,805	0
i. Pubic 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	82,127	97,409,678	97491805	97,491,805	97,491,805	0
Allotment pursuant to the Scheme of Arrangement						
<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>	9,698,044	193,595,646	203293690	203,293,690	203,293,690	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<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>	0	0	0	0	0	

ISIN of the equity shares of the company

INE018401013

**(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			
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

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) \*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

Particulars	Number of units	Nominal value per unit	Total value
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**

1,073,819,501

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

1,407,255,341

**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	80,419,702	39.56	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	80,419,702	39.56	0	0

**Total number of shareholders (promoters)**

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	70,201,469	34.53	0	
	(ii) Non-resident Indian (NRI)	5,401,441	2.66	0	
	(iii) Foreign national (other than NRI)	7,401,726	3.64	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	4	0	0	
6.	Foreign institutional investors	6,625,000	3.26	0	
7.	Mutual funds	0	0	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	32,844,497	16.16	0	
10.	Others Clearing Member and Trust	399,851	0.2	0	
	<b>Total</b>	122,873,988	60.45	0	0

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

37,758

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

37,760

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE H			1,996	0
MAYBANK KIM ENG SE	50 NORTH CANAL ROAD NO 03 01			307,407	0.15
RAISONNEUR CAPITAL	Tower 3, Wing B, Kohinoor City Ma			29,024	0.01
VANGUARD TOTAL W	DEUTSCHE BANK AG DB HOUSE, H			22,292	0.01
CITY OF NEW YORK GF	DEUTSCHE BANK AG DB HOUSE, H			5,649	0
ISHARES INDIA SC MA	CITIBANK N.A. CUSTODY SERVICES			42,648	0.02
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, H			4,519	0
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			5,229	0
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			3,594	0
PASSAGE TO INDIA M	C/O OCORIAN CORPORATE SERVIC			2,298	0
SOCIETE GENERALE	SBI SG GLOBAL SECURITIES SERVIC			262	0
COLLEGE RETIREMENT	DEUTSCHE BANK AG DB HOUSE, H			20,228	0.01
CREDIT SUISSE (SINGA	CITIBANK N.A. CUSTODY SERVICES			11	0
CREDIT SUISSE (SINGA	CITIBANK N.A. CUSTODY SERVICES			1,904	0
ISHARES MSCI EM SM	CITIBANK N.A. CUSTODY SERVICES			6,905	0
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICE S			33	0
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			257	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PUBLIC EMPLOYEES RI	JPMORGAN CHASE BANK N.A. IND			7,283	0
QUEENSLAND INVEST	CITIBANK N.A. CUSTODY SERVICES			8,606	0
BNP PARIBAS ARBITRA	BNP PARIBAS HOUSE 1 NORTH AV			2,319	0
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			5,484	0
PUB EQUITIES EMERGI	JPMORGAN CHASE BANK N.A. IND			7,799	0
PUBLIC EMPLOYEES RI	HSBC SECURITIES SERVICES 11TH F			719	0
WISDOMTREE INDIA IN	CITIBANK N.A. CUSTODY SERVICES			20,300	0.01
OREGON PUBLIC EMPI	DEUTSCHE BANK AG, DB HOUSE H			676	0

**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	1	2
Members (other than promoters)	96	37,758
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	0	1	0	0
<b>B. Non-Promoter</b>	2	0	2	3	1.22	0
(i) Non-Independent	2	0	2	0	1.22	0
(ii) Independent	0	0	0	3	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	3	0	2	4	1.22	0

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

7

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
TANUJ PARESH RAJD	09066867	Director	0	
PRASHANT PRAHALAI	03179115	Director	2,210,622	
NARESH BANARSILAL	09071085	Managing Director	273,357	
RITESH BHARAT CHO	09070982	Director	0	
JYOTI DHEERAJ MALH	02780029	Director	0	
SHAIL PRADIPKUMAR	06432640	Director	0	
JITENDRA GUPTA	AQFPG8908C	Company Secretar	10	10/04/2021

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

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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)
Sanjay Goel	00191575	Additional director	23/09/2020	Appointment
Vinayak Jadhav	02312072	Additional director	23/09/2020	Appointment
Richa Mehta	08976531	Additional director	04/12/2020	Appointment
Paresh Rajde	00016263	Managing Director	18/01/2021	Cessation
Richa Mehta	08976531	Additional director	15/02/2021	Cessation
Sanjay Goel	00191575	Additional director	15/02/2021	Cessation
Vinayak Jadhav	02312072	Additional director	15/02/2021	Cessation
Tanuj Rajde	09066867	Additional director	17/02/2021	Appointment
Naresh Sharma	09071085	Additional director	17/02/2021	Appointment
Ritesh Chothani	09070982	Additional director	17/02/2021	Appointment
Jyoti Malhotra	02780029	Additional director	17/02/2021	Appointment
Shail Shah	06432640	Additional director	17/02/2021	Appointment
Naresh Sharma	09071085	Managing Director	17/02/2021	Change in Designation
Nilesh Gor	07768798	Director	18/02/2021	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

4

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	30/09/2020	97	12	78.99
NCLT Convened Meeting	02/11/2020	97	16	79.05
NCLT Convened Meeting	02/11/2020	3,821	23	0.09
Extra-Ordinary General Meeting	12/12/2020	97	12	78.98

## B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/07/2020	3	3	100
2	29/07/2020	3	3	100
3	23/09/2020	3	3	100
4	04/12/2020	5	5	100
5	12/01/2021	6	6	100
6	17/02/2021	2	2	100
7	30/03/2021	6	6	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	12/01/2021	3	3	100
2	Audit Committee	30/03/2021	3	3	100
3	Internal Compliance	22/03/2021	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	28/09/2021
								(Y/N/NA)
1	TANUJ PAREKH	1	1	100	0	0	0	Yes
2	PRASHANT P. SHARMA	7	7	100	2	2	100	Yes
3	NARESH BANERJEE	1	1	100	0	0	0	Yes
4	RITESH BHARGAVA	1	1	100	1	1	100	Yes

5	JYOTI DHEEF	1	1	100	0	0	0	Yes
6	SHAIL PRADI	1	1	100	1	1	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Paresh Rajde	Managing Direct	10	0	0	0	10
2	Naresh Sharma	Managing Direct	55,581	0	0	0	55,581
	Total		55,591	0	0	0	55,591

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	Jitendra Gupta	Company Secre	504,918	0	0	0	504,918
	Total		504,918	0	0	0	504,918

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	Nilesh Gor	Director	889,367	0	0	0	889,367
2	Prashant Thakar	Director	7,474,569	0	0	0	7,474,569
	Total		8,363,936	0	0	0	8,363,936

#### 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

Jitendra Leeya

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

14503

**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. ...

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dated

29/06/2021

(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:

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

NARESH  
BANARSILA  
L SHARMA

DIN of the director

09071085

To be digitally signed by

PRACHI  
VIJAY JAIN

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

64716

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

List of Shareholder as on 31032021\_F.pdf  
Form MGT - 8 Suvidhaa.pdf  
Suvidhaa Infoserve Ltd\_MGT7\_FII\_FPI\_Fi

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



**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 **SUVIDHAA INFOSERVE LIMITED [CIN: L72900GJ2007PLC109642]** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under on test check basis for the financial year ended on **31<sup>st</sup> March, 2021**. 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 in electronic form in online system in view of the prevailing situation of COVID-19 in the country, 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 there under in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed thereof;
  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 limit except some forms which were filed beyond the prescribed time with additional fees;
  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, 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. company was not required to close its Register of Members / Security holders, during the financial year under review;
  6. advances/loans given to companies referred in section 185 of the Act , however, the company has not advanced any loans to its directors and/or persons or firms referred in section 185 of the Act; and loans granted to companies referred in section 185 of the Act more specifically mentioned in Related party transactions mentioned in audited balance sheet of the company;
  7. contracts/arrangements with related parties as specified in section 188 of the Act more specifically mentioned in Related party transactions mentioned in audited balance sheet of the company were entered in the register maintained for the purpose;
  8. the Company had allotted 9,74,91,805 Equity Shares pursuant to Composite Scheme of Arrangement as approved by the Hon'ble National Company Law Tribunal (NCLT) on 04<sup>th</sup> December, 2020. Moreover, transfer or transmissions of shares were done by the R & T Agents appointed by the company in due course. There were no instances of buy back of securities/ redemption of preference shares or debentures/ reduction of share capital during the financial year under review;



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9. there was no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year under review;
10. During the year under review Company has not declared any dividend. The company was not required to transfer any unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund during the year under review;
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 as applicable;
12. During the year under review, Mr. Sanjay Goel (DIN: 00191575) and Mr. Vinayak Jadhav (DIN: 02312072) were appointed as an Additional (Independent) Director and Mr. Prashant Thakar, was appointed as Chief Financial Officer of company at the Board meeting held on 23rd September, 2020. Ms. Richa Mehta (DIN: 08976531) was appointed as an Additional (Independent) Director at the Board meeting held on 4th December, 2020. Mr. Paresh Rajde (DIN: 00016263) Chairman and Managing Director of the Company ceased to be Director of the Company, due to death on 18th January, 2021. Mr. Tanuj Rajde (DIN: 09066867) was appointed as Additional (Non-Executive) Director of the Company and was designated as a Chairman of the Company, Mr. Shail Shah (DIN: 06432640), Mr. Ritesh Chothani (DIN: 09070982) and Ms. Jyoti Malhotra (DIN: 02780029) were appointed as an Additional (Independent) Director at the Board meeting held on 17th February, 2021. Mr. Naresh Sharma (DIN: 09071085) was appointed as Additional (Executive) Director and Managing Director, of the Company w.e.f. 17th February, 2021. Mr. Sanjay Goel (DIN: 00191575), Mr. Vinayak Jadhav (DIN: 02312072) and Ms. Richa Mehta (DIN: 08976531) has resigned from the post of the Additional (Independent) Directors of the Company w.e.f. 15<sup>th</sup> February, 2021 and Mr. Nilesh Gor (DIN: 07768798), Director of the Company has also resigned from the post of Director of the Company w.e.f. 18th February, 2021. Further, Mr. Jitendra Gupta, Company Secretary and Compliance Officer of the Company resigned during the year and Ms. Prachi Jain was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 10th April, 2021;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. there was no instance for which 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 during the financial year under review, except approval in the form of the Order dated 27th November, 2020 passed by NCLT Ahmedabad for approval of the Composite Scheme of Arrangement amongst Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules made there under, further, as proposed in the Composite Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT), Equity shares of the Company got listed on the BSE Limited and National Stock Exchange of India Limited on 31<sup>st</sup> March, 2021. The company obtained Listing and Trading approvals from both the Stock Exchanges;
15. there were no instances of acceptance/ renewal/ repayment of deposits from public falling within the purview of public deposits as per the Act except an amount received as loan from shareholders of the company shown under the head other financial liabilities (Current) in audited balance sheet of the company during the financial year under review;



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16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable and the company had passed necessary shareholders resolution giving authority for borrowings in excess of the limits;
17. In relation to loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, the company had passed necessary shareholders resolution under section 186 of the Act;
18. During the year under review, Company had adopted new set of Memorandum of Association and Articles of Association, as per the requirement of the Companies, Act, 2013 by passing necessary resolution at Extra Ordinary General Meeting held on 12<sup>th</sup> December, 2020. Further Company had Increased Authorised Share Capital from Rs. 15,00,00,000/- divided into 14,00,00,000 Equity Shares of face value of Rs. 1/- each and 1,00,00,000 Preference Shares of Rs. 1/- each to Rs. 25,00,00,000/- divided into 24,00,00,000 Equity Shares of Rs. 1/- each and 1,00,00,000 Preference Shares of Rs. 1/- each pursuant to the Order of the Hon'ble National Company Law Tribunal, Ahmedabad Bench and had altered its Main Object Clause in Memorandum of Association pursuant to Composite Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) on December 04, 2020;

I further state that during the process of verification, which was done on test check basis, I have adopted practices and processes as were appropriate to obtain reasonable assurance about the compliance with the applicable provisions of the Companies Act, 2013 and my opinion is based on the method adopted for verification. However, maintenance of secretarial records and compliance with the applicable provisions of the Companies Act, 2013 and rules made there under is the responsibility of the management of the company as per the Companies Act, 2013.

Place: Ahmedabad

Date: 27/12/2021



Signature :

*Jitendra Leeya*  
Jitendra Leeya  
Practising Company Secretary  
ACS/FCS No.: A31232  
C P No.: 14503  
UDIN: A031232C001935002