

EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2021
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS-

- i) CIN: U72200HR1999PLC041214
- ii) Registration Date: 7th May, 1999
- iii) Name of the Company: Comviva Technologies Limited
- iv) Category / Sub-Category of the Company: Unlisted Public Company limited by shares (Non-govt. company)
- v) Address of the Registered office and contact details: 5th, 7th and 8th Floor, Capital Cyberscape, Golf Course Extension Road, Sector-59 Gurugram – 122102, Haryana;
e-mail: parminder.bakshi@comviva.com
- vi) Whether listed company ~~Yes~~/ No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, -400083, Maharashtra, India

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:-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Software services	47413	55%
2	Revenue sharing arrangements	47411	8%
3	Annual maintenance contract services	62013	25%
4	Sale of equipment and software licenses	47411	12%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING / SUBSIDIARY /ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	Tech Mahindra Limited Gateway Building, Apollo Bunder, Mumbai-40001, Maharashtra	L64200MH1986PLC041370	Holding Company	99.99%	Section 2(46)
2.	Comviva Technologies Nigeria Limited Plot number- 52, Ahmadu Bello Way, Victoria Island, Lagos	943437	Subsidiary Company	100%	Section 2(87)

3.	Comviva Technologies Singapore Pte. Ltd. 180B, Bencoolen Street, #12-05, The Bencoolen, Singapore 189648	201127764Z	Subsidiary Company	100%	Section 2(87)
4.	Comviva Technologies FZ LLC Premises: 1401 & 1408-1409 Floor: 14, PO Box 500583 Building: Al Shatha Tower Dubai, United Arab Emirates	License Number-20773	Subsidiary Company	100%	Section 2(87)
5.	Comviva Technologies B.V. Maanplein 20, Building 8, 2516 CK The Hague, The Netherlands	63223767	Subsidiary Company	100%	Section 2(87)
6.	Comviva Technologies Madagascar Sarlu A 402 - Antananarivo 101 Analamanga 101, Antananarivo Renivohitra, Madagascar	RCS Antananarivo 2016 B 01082	Subsidiary Company	100%	Section 2(87)
7.	YABX Technologies (Netherlands) B.V. Maanplein 20, Building 8, 2516 CK The Hague, The Netherlands	71797882	Subsidiary Company	100%	Section 2(87)
8.	Comviva Technologies Myanmar Limited MICT Park, Building(19), 6th Floor, Room (704) Hlaing Township Yangon Region, Myanmar.	123767691	Subsidiary Company	100%	Section 2(87)
9.	Comviva Technologies USA INC 6440 Southpoint Pkwy Ste 300 Jacksonville, FL 32216	P19000082541	Subsidiary Company	100%	Section 2(87)
10.	Comviva Technologies Cote D'ivoire	CI-ABJ-2020-B-03387	Subsidiary Company	100%	Section 2(87)

11.	Yabx India Private Limited	U74999HR2020PTC087507	Subsidiary Company	100%	Section 2(87)
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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)-

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the beginning of the year	No. of Shares held at the end of the year			% Change during the year
	Demat	Physical	Total		Demat	Physical	Total	
A. PROMOTER								
(1) Indian								
a) Individual/HUF								
b) Central Govt.								
c) State Govt. (s)								
d) Bodies Corp.								
e) Banks / FI								
f) Any other....								
Sub-total (A) (1):-	21396185	470721	21866906	99.99%	21396185	470721	21866906	99.99%
(2) Foreign								
a) NRIs - Individuals								
b) Other - Individuals								
c) Bodies Corp.								
d) Banks / FI								
e) Any other....								
Sub-total (A) (2):-								
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	21396185	470721	21866906	99.99%	21396185	470721	21866906	99.99%

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) FIIs h) Foreign Venture Capital Funds i) Others (Specify) Sub-total (B)(1):-										
(2) Non-Institutions a) Bodies Corp. i) Indian ii) Overseas 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) Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	-- -- -- --	2094 -- 2094 2094	2094 -- 2094 2094	0.01% -- 0.01% 0.01%	-- -- --	2094 -- 2094 2094	2094 -- 2094 2094	0.01% -- 0.01% 0.01%		
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	21396185	472815	21869000	100%	21396185	472815	21869000	100%	Nil	

ii) Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the beginning of the year	Shareholding at the beginning of the year	Shareholding at the end of the year	Shareholding at the end 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.	Tech Mahindra Limited	21866906	99.99%	--	21866906	99.99%	--	--
	Total	21866906	99.99%	--	21866906	99.99%	--	--

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.		Shareholding at the beginning of the year	Shareholding at the beginning of the year	Cumulative Shareholding during 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
1	Tech Mahindra Limited	21866906	99.99%	21866906	99.99%
	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):	THERE WAS NO CHANGE IN THE PROMOTERS' SHAREHOLDING DURING THE YEAR			
	At the End of the year	21866906	99.99%	21866906	99.99%

iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.		Shareholding at the beginning of the year	Shareholding at the beginning of the year	Cumulative Shareholding during the year	Cumulative Shareholding during the year
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<p>Amrita Agarwal</p> <p>At the beginning of the year</p> <p>Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/ sweat equity etc.)</p> <p>At the End of the year (or on the date of separation, if separated during the year)</p>	650	--	650	--
2.	<p>Vikas Wattal</p> <p>At the beginning of the year</p> <p>Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer /bonus/ sweat equity etc.)</p> <p>At the End of the year (or on the date of separation, if separated during the year)</p>	500	--	500	--
3.	<p>Archana Singh</p> <p>At the beginning of the year</p> <p>Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/sweat equity etc.)</p> <p>At the End</p>	463	--	463	--

	of the year (or on the date of separation, if separated during the year)	463	--	463	--
4.	Raja Bhaskar Goru At the beginning of the year Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/ sweat equity etc) At the End of the year (or on the date of separation, if separated during the year)	164 Nil 164	-- Nil --	164 Nil 164	-- Nil --
5.	Ajay Goel At the beginning of the year Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer /bonus/sweat equity etc.) At the End of the year (or on the date of separation, if separated during the year)	75 Nil 75	-- Nil --	75 Nil 75	-- Nil --
6.	Kaushlendra Singh Shekhawat At the beginning of the year Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer /bonus/ sweat equity etc.) At the End of the year (or on the date of separation, if separated during the year)	45 Nil 45	-- Nil --	45 Nil 45	-- Nil --
7.	Ashish Nehra				

	At the beginning of the year	38	--	38	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the End of the year (or on the date of separation, if separated during the year)	38	--	38	--
8.	Davender Rana				
	At the beginning of the year	38	--	38	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer /bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the End of the year (or on the date of separation, if separated during the year)	38	--	38	--
9.	Prashant Pandey				
	At the beginning of the year	38	--	38	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer /bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the End of the year (or on the date of separation, if separated during the year)	38	--	38	--
10.	Pankaj Sharma				
	At the beginning of the year	38	--	38	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/	Nil	Nil	Nil	Nil

	sweat equity etc.) At the End of the year (or on the date of separation, if separated during the year)	38	--	38	--
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v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the beginning of the year	Shareholding at the beginning of the year	Cumulative Shareholding during the year	Cumulative Shareholding during the year
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Manoranjan Mohapatra*				
	At the beginning of the year	1	--	1	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/ sweat equity etc.):				
	At the End of the year	--	-	--	-

*Mr. Manoranjan Mohapatra is secondary shareholder jointly with Tech Mahindra Limited

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	5,44,421	NIL	5,44,421
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	5,44,421	NIL	5,44,421
Change in Indebtedness during the financial year				
· Addition				
· Reduction	NIL	NIL	NIL	NIL
	NIL	5,44,421		5,44,421
Net Change	NIL	5,44,421	NIL	5,44,421
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other Directors:

S. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Sunita Umesh	Rajat Mukherjee	
	1. Independent Directors			
	<ul style="list-style-type: none"> • Fee for attending <ul style="list-style-type: none"> ➤ Board Meetings ➤ Committee meetings <ul style="list-style-type: none"> (i) Audit Committee (ii) Corporate Social Responsibility Committee (iii) Nomination and Remuneration Committee • Commission • Others, please specify 	40,000 20,000 20,000 20,000 --	40,000 20,000 20,000 20,000 --	80,000 40,000 40,000 40,000 --
	Total (1)	1,00,000	1,00,000	2,00,000
	2. Other Non-Executive Directors			
	<ul style="list-style-type: none"> • Fee for attending board /committee meetings • Commission • Others, please specify 	--	--	--

Amt. (in INR)

	Total (2)	--	--	--
	Total (B)=(1+2)	75,000	75,000	150,000
	Total Managerial Remuneration	75,000	75,000	150,000
	Overall Ceiling as per the Act			

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

Amt. (in INR)

S. No.	Particulars of Remuneration	Key Managerial Personnel	Key Managerial Personnel	Key Managerial Personnel
		CEO	Mr. Manoranjan Mohapatra	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--		20,208,854
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--		333,566
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	--		
2.	Stock Option	--		1,120,132
3.	Sweat Equity	--		
4.	Commission - as % of profit - others, specify...	--		
5.	Others, please specify	--		
	Total			21,662,552
		CFO	Mr. Neeraj Jain	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--		7,133,871
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--		32,400
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	--		
2.	Stock Option	--		850,385
3.	Sweat Equity	--		
4.	Commission - as % of profit - others, specify...	--		
5.	Others, please specify	--		
	Total	--		8,016,656
		Company Secretary	Mr. Parminder Bakshi	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1)	--		1,416,995

	of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--		
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	--		
2.	Stock Option	--		
3.	Sweat Equity	--		
4.	Commission - as % of profit - others, specify...	--		
5.	Others, please specify	--		
	Total	--		1,416,995

VII. 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					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					