

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : F63594774

Service Request Date : 28/08/2023

Payment made into : ICICI Bank

Received From :

Name : PARMINDER BAKSHI
Address : 8th Floor, Capital Cyberscape
Sector 59, Golf Course Extension Road
Gurugram, Haryana
IN - 122102

Entity on whose behalf money is paid

CIN: U72200HR1999PLC041214
Name : COMVIVA TECHNOLOGIES LIMITED
Address : 5th, 7th & 8th Floor, Capital Cyberscape,
Sector-59, Golf Course Extension Road
Gurugram, Haryana
India - 122102

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2023	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - ICICI Bank

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

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

U72200HR1999PLC041214

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCB0102A

(ii) (a) Name of the company

COMVIVA TECHNOLOGIES LIM

(b) Registered office address

5th, 7th & 8th Floor, Capital Cyberscape,
Sector-59, Golf Course Extension Road
Gurugram
Gurgaon
Haryana
122102

(c) *e-mail ID of the company

parminder.bakshi@comviva.cc

(d) *Telephone number with STD code

01244819000

(e) Website

www.comviva.com

(iii) Date of Incorporation

07/05/1999

(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

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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 24/07/2023

(b) Due date of AGM 30/09/2023

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 3

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,	71
2	G	Trade	G2	Retail Trading	5
3	J	Information and communication	J6	Computer programming, consultancy and related activities	24

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

*No. of Companies for which information is to be given 15

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TECH MAHINDRA LIMITED	L64200MH1986PLC041370	Holding	99.99
2	YABX India Private Limited	U74999HR2020PTC087507	Subsidiary	99.8
3	Comviva Technologies Myanmar		Subsidiary	100
4	Comviva Technologies COTE D		Subsidiary	100
5	Y A B X Technologies (Netherla		Subsidiary	100

6	Comviva Technologies Nigeria		Subsidiary	100
7	Comviva Technologies FZ-LLC		Subsidiary	100
8	Comviva Technologies B.V.		Subsidiary	100
9	Comviva Technologies (Argentina)		Subsidiary	0.04
10	Comviva Technologies Colombia		Subsidiary	0
11	Comviva Technologies Madagascar		Subsidiary	100
12	Comviva Technologies (Australia)		Subsidiary	0
13	Comviva Technologies do Brasil		Subsidiary	0.04
14	Comviva Technologies USA INC		Subsidiary	100
15	Comviva Technologies America		Subsidiary	100

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	25,500,000	24,343,226	24,343,226	24,343,226
Total amount of equity shares (in Rupees)	255,000,000	243,432,260	243,432,260	243,432,260

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	25,500,000	24,343,226	24,343,226	24,343,226
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	255,000,000	243,432,260	243,432,260	243,432,260

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	8,000,000	0	0	0
Total amount of preference shares (in rupees)	80,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	8,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	80,000,000	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	1,556	21,867,444	21869000	218,690,000	218,690,000	
Increase during the year	0	2,474,883	2474883	24,748,830	24,748,830	2,375,256,900
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	2,474,226	2474226	24,742,260	24,742,260	2,375,256,900
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	
x. Others, specify		657	657	6,570	6,570	
Dematerialization of shares						
Decrease during the year	657	0	657	6,570	6,570	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	
iv. Others, specify	657		657	6,570	6,570	
Dematerialization of shares						
At the end of the year	899	24,342,327	24343226	243,432,260	243,432,260	
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						
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	
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE074E01027

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

Ledger Folio of Transferee	<input type="text"/>
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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"/>
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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"/>
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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
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

8,775,786,258

(ii) Net worth of the Company

11,340,108,406

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	7	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)	24,341,132	99.99	0	
10.	Others	0	0	0	
	Total	24,341,139	99.99	0	0

Total number of shareholders (promoters)

8

(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	2,087	0.01	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	
	Total	2,087	0.01	0	0

Total number of shareholders (other than promoters)

11

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

19

**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	8	8
Members (other than promoters)	11	11
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	0	5	1	5	0	0
(i) Non-Independent	0	3	1	3	0	0
(ii) Independent	0	2	0	2	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	0	5	1	5	0	0

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

8

(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)
MANORANJAN MOHAF	00043930	Whole-time director	0	
MANISHKUMAR MURL	09042978	Director	0	
VIVEK SATISH AGARV	05218475	Director	0	
JAGDISH MITRA	06445179	Director	0	
RAJAT MUKHERJEE	03431635	Director	0	
SUNITA UMESH	06921083	Director	0	
NEERAJ JAIN	AESPJ3049L	CFO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PARMINDER SINGH B.	AUWPB1143R	Company Secretar	0	

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

2

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)
MANORANJAN MOHAF	00043930	Additional director	22/07/2022	Appointed as Additional Director
MANORANJAN MOHAF	00043930	Whole-time directo	22/07/2022	Appointed as Whole-time Director su

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

1

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	21/07/2022	19	11	99.99

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	03/05/2022	5	5	100
2	22/07/2022	6	4	66.67
3	28/10/2022	6	4	66.67
4	25/01/2023	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

8

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

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	03/05/2022	3	3	100
2	Audit Committee	22/07/2022	3	2	66.67
3	Audit Committee	28/10/2022	3	2	66.67
4	Audit Committee	25/01/2023	3	2	66.67
5	Nomination and Remuneration Committee	03/05/2022	3	3	100
6	Nomination and Remuneration Committee	22/07/2022	3	2	66.67
7	CSR Committee	03/05/2022	3	3	100
8	CSR Committee	25/01/2023	3	2	66.67

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	24/07/2023
								(Y/N/NA)
1	MANORANJA	3	3	100	0	0	0	Yes
2	MANISHKUMAR	4	4	100	0	0	0	No
3	VIVEK SATISH	4	1	25	2	1	50	No
4	JAGDISH MITAL	4	3	75	6	5	83.33	Yes
5	RAJAT MUKHERJEE	4	2	50	8	5	62.5	No
6	SUNITA UMEASH	4	4	100	8	8	100	No

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	Manoranjan Mohapatra	Whole-time Director	18,867,925	0	0	1,002,038	19,869,963
	Total		18,867,925	0	0	1,002,038	19,869,963

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Neeraj Jain	Chief Financial Officer	10,445,268	0	0	554,736	11,000,004
2	Parminder Singh Bhatia	Company Secretary	2,162,460	0	0	114,840	2,277,300
3	Manoranjan Mohapatra	CEO	8,352,599	0	0	443,590	8,796,189
	Total		20,960,327	0	0	1,113,166	22,073,493

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

9

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
Comviva Technology Ltd.	AO (ROC Delhi)	27/09/2022	U/s 135 (7) of Companies Act, 2013	Rs. 11,00,244	Order stands superseded by C.O.
Manishkumar Murali	AO (ROC Delhi)	27/09/2022	U/s 135 (7) of Companies Act, 2013	Rs. 55,012.20	Order stands superseded by C.O.
Jagdish Mitra	AO (ROC Delhi)	27/09/2022	U/s 135 (7) of Companies Act, 2013	Rs. 55,012.20	Order stands superseded by C.O.
Vivek Satish Agarwal	AO (ROC Delhi)	27/09/2022	U/s 135 (7) of Companies Act, 2013	Rs. 55,012.20	Order stands superseded by C.O.
Rajat Mukherjee	AO (ROC Delhi)	27/09/2022	U/s 135 (7) of Companies Act, 2013	Rs. 55,012.20	Order stands superseded by C.O.
Sunita Umesh	AO (ROC Delhi)	27/09/2022	U/s 135 (7) of Companies Act, 2013	Rs. 55,012.20	Order stands superseded by C.O.
Manoranjan Mohapatra	AO (ROC Delhi)	27/09/2022	U/s 135 (7) of Companies Act, 2013	Rs. 55,012.20	Exonerated by Denovo Adjudication

Neeraj Jain	AO (ROC Delhi)	27/09/2022	U/s 135 (7) of Comp	Rs. 55,012.20	Exonerated by Denovo Adjudic
Parminder Singh E	AO (ROC Delhi)	27/09/2022	U/s 135 (7) of Comp	Rs. 55,012.20	Exonerated by Denovo Adjudic

(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

Jatin Gupta

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5236

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. ... 07 dated 21/08/2018

(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

Manoranjan Mohapatra
Digitally signed by Manoranjan Mohapatra
Date: 2023.08.28 13:10:10 +05'30'

DIN of the director

00043930

To be digitally signed by

PARMINDE
R SINGH
BAKSHI

Digitally signed by:
PARMINDE SINGH
BAKSHI
Date: 2023.08.28
13:11:06 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

25383

 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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Shareholding Pattern 31 03 2023.pdf
MGT-8 - 2023 comviva.pdf
Details of Share transfer_2022-23.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

SHAREHOLDING PATTERN OF COMVIVA TECHNOLOGIES LIMITED AS ON MARCH 31, 2023

SHAREHOLDING STRUCTURE	NO. OF SHARES	SHAREHOLDING (%)
Promoter Shareholdings	2,43,41,139	99.9914%
Minority Shareholdings	2,087	0.0086%
Total Shares	2,43,43,226	100%

PROMOTER SHAREHOLDINGS	NO. OF SHARES	SHAREHOLDING (%)
Tech Mahindra Limited	2,43,41,132	99.9914%
Mr. Jagdish Mitra and Ms. Urmi Basu	1	0.0000%
Mr. Neeraj Jain	1	0.0000%
Mr. Amit Sanyal	1	0.0000%
Mr. Ramutar Goel	1	0.0000%
Mr. Manas Ranjan Bal	1	0.0000%
Mr. Kunal Purohit	1	0.0000%
Mr. Rajat Dayal	1	0.0000%
Total Shares	2,43,41,139	99.9914%

MINORITY SHAREHOLDINGS	NO. OF SHARES	SHAREHOLDING (%)
Mr. Vikas Wattal	500	0.0021%
Ms. Amrita Agarwal	650	0.0026%
Ms. Archana Singh	463	0.0018%
Mr. Raja Bhaskar Goru	164	0.0006%
Mr. Ajay Goel	75	0.0003%
Mr. Kaushalender Singh Shekhawat	45	0.0002%
Mr. Ashish Nehra	38	0.0002%
Mr. Davender Rana	38	0.0002%
Mr. Prashant Pandey	38	0.0002%
Mr. Pankaj Sharma	38	0.0002%
Mr. C S Gopa Kumar	38	0.0002%
Total Shares	2,087	0.0086%

For Comviva Technologies Limited

PARMINDER
SINGH BAKSHI

Parminder Bakshi
Company Secretary
M. No. A25383

JATIN GUPTA & ASSOCIATES
COMPANY SECRETARIES

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Patparganj, Delhi 110 092 – (Opp. MAX Hospital)
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Form No.MGT-8

**[Pursuant to Section 92(2) of The Companies Act, 2013 and Rule 11(2) of The Companies
(Management and Administration) Rules, 2014]**

We have examined the registers, records, books and papers of Comviva Technologies Limited (CIN: U72200HR1999PLC041214) (hereinafter called 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 **31st March, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we 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; Public Company; Limited by Shares- subsidiary of Tech Mahindra Limited
 - 2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
 - 3. Filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within time.
 - 4. Calling/convening/holding meetings of Board of Directors or its Committees, and the meetings of members of the Company on dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose;
 - 5. During the period under review, the Company was not required to close its Register of Members;
 - 6. The Company has not given advances/loans to its directors and/or persons or firms or companies as per section 185 of the Act, in accordance with compliance with applicable provisions;
 - 7. As per the information and explanations obtained from the Company and its officers, the Company has entered into contracts/arrangements with related parties. We are

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informed that the transactions were entered on arm's length price, hence provisions of Section 188 of the Companies Act, 2013 are not applicable:

8. The Company has not made alteration in authorised share capital during the year under review further no transmission of shares has been done by the Company during this period. The Company has completed Rights Issue for Rs. 240,70,00,000 (Rupees Two Hundred Forty Crores and Seventy Lakhs) thru fresh Equity Share shares i.e. 24,81,443 (Twenty Four Lakhs Eighty One Thousand Four Hundred and Forty Three) Equity Shares having face value of Rs. 10/- (Ten) per share at a price of Rs. 970 (Rupees Nine Hundred and Seventy) per share (including premium of Rs. 960 (Rupees Nine Hundred and Sixty) per share and had allotted 24,74,226 (Twenty-Four Lakhs Seventy Four Thousand Two Hundred and Twenty Six) equity shares to Tech Mahindra Limited on 1st December, 2022 by way of resolution by Circulation. The Company didn't receive any request as to transfer/rematerialisation/consolidation etc. The Company being a public Limited Company was required to obtain Demat connectivity and has obtained same. The ISIN number is INE074E01027. Further, on January 4, 2023, seven nominee shares of Tech Mahindra Limited which were earlier jointly held by individuals have been transferred to seven individual nominee shareholders, wherein the beneficial interest in those shares vests in Tech Mahindra Limited, besides this there was no instance as to transfer of equity shares.
9. There were no transactions necessitating the Company to keep in abeyance right to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with provisions of the Act during the period under report;
10. The Company was not required to transfer any amount which has remained unpaid, application money due for refund, matured deposits, matured debentures and interest accrued thereon for a period beyond the prescribed time to Investor Education and Protection Fund in accordance with Section 125 of The Companies Act, 2013, since it has no such amount in its books ;
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;
12. The Company has complied with provisions of the Act & Rules made there under in respect of constitution and disclosures of Directors and remuneration paid to them.

Mr. Manoranjan Mohapatra, Chief Executive Officer (CEO), was appointed as Additional Director (Category - Whole-time Executive Director) on July 22, 2022, in addition to his position being CEO until next general meeting.

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Furthermore pursuant to the provisions of Sections 152, 196, 197, 198 and 203, Schedule V or any other provisions of the Companies Act, 2013, Mr. Manoranjan Mohapatra was also appointed as Whole-time Director by the resolution of the Board for the period effective from July 22, 2022 till May 31, 2023 and approval of members on the same stands obtained in 24th AGM held on July 24, 2023.

Mr. Vivek Satish Agarwal, being eligible, offered himself for re-appointment, was re-appointed as Director liable to retire by rotation at 23rd AGM held on July 21, 2022.

The composition of the Board of Directors of Company is adequate considering provisions of Companies Act, 2013 and the Company is in compliance with conditions of various committees and its constitution.

13. The tenure of Statutory Auditors M/s BSR & CO LLP, Chartered Accountants bearing registration number 101248W/W-100022 came to an end on July 21, 2022 i.e. conclusion of 23rd AGM and Board, subject to recommendations of Audit Committee, took approval of members in 23rd AGM for re-appointment as Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Third Annual General Meeting of the Company till the conclusion of Twenty Eighth Annual General Meeting. The requisite filings in this regard was made and said tenure was valid as on date of present certificate. There were no instances of casual and or any other vacancies during the Year under review.
14. No approvals were required to be taken from the Central Government, Tribunal, ~~Regional Director, Registrar,~~ Court or such other authorities under the Act. The Company defaulted in complying with provisions of Section 135 for which Adjudication mechanism was enunciated on suo-moto basis, which eventually requires approval of Registrar of Companies. After receipt of order/approval for Adjudication from RoC, Delhi and Haryana, the Company alongwith its officers in default opted for appeal thereagainst. The Directorate referred case back to RoC for fresh consideration and RoC had passed de-novo order against which also Company and its officers in default opted for Appeal, which is yet to be decided finally, hence there is nothing beyond this to be stated on this count;
15. The Company has not accepted any deposits and accordingly, provisions for acceptance/renewal/repayment of deposits are not applicable;
16. There were nil Borrowings by the Company from directors, members, Public financial institutions, and others during the FY under report hence nothing was required to be stated / done for same. The Company on account of RBI circular/compliance requirements shifted the existing credit facility of INR 50 million with BNP Paribas

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Bank to Standard Chartered Bank and HDFC Bank as additional non-fund credit facility. Also there were transactions with regard to enhancement in the non-fund based credit limits with Standard Chartered Bank from INR 350 million to INR 500 million (INR 50 million Fund Based and INR 500 million Non- Fund Based) and with ICICI Bank, from INR 50 million to INR 250 million (INR 400 million Fund Based and INR 250 million Non- Fund Based) along with replacement of fund based limit of INR 50 million with IDBI bank to ICICI Bank (INR 100 million Non-Fund Based and INR 280 million Non-Fund Based Loan Equivalent Risk) in compliance with applicable provisions and sought approvals of Board for the purpose.

17. The Company has made investments and given guarantees or provided securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act. The Company invested amount up to EUR 10 million in Comviva Technologies B.V.. And amount up to USD 30 million in Comviva Technologies Americas Inc. and amount up to Euro 6 million in Yabx Technologies (Netherlands) B.V.. The Company also issued guarantee for an amount of USD 4 million in Comviva Technologies USA Inc. Yabx Technologies (Netherlands) B.V. ("Yabx BV") (a wholly owned subsidiary of the company) to avail the Bank Guarantee facilities from HSBC Bank (Mauritius) Limited ("Bank") for an amount up to USD 4 million for taking credit risk on loan portfolio and sought approvals of Board for the purpose.
18. The Company has not effected any alteration in its Memorandum and Articles of Association, hence nothing was required to be stated on this count.

Place: Delhi
Date: 24.08.2023

For Jatin Gupta & Associates
Company Secretaries

JATIN
GUPTA

Digitally signed
by JATIN GUPTA
Date: 2023.08.24
17:05:11 +05'30'

CS Jatin Gupta
CP No.: 5236
FCS No.: 5651
UDIN: F005651E000857634

Details of Share transfer from 01.04.2022 - 31.03.2023

Transfer date	Type	No. of Equity Shares	Amount per Equity Shares	Transferor Folio No. / DP-ID Client-ID	Transferor Name	Transferee Folio No. / DP-ID Client-ID	Transferee Name
04-Jan-23	Equity	1	10	IN301330-41148801	Atul Madan	IN303028-42572516	Kunal Purohit
04-Jan-23	Equity	1	10	'IN301330-41148836	Manoranjana Mohapatra	IN303028-52681936	Amit Sanyal
04-Jan-23	Equity	1	10	'IN301330-41148852	Ambar Sur	IN302269-14633487	Ramutar Goel
04-Jan-23	Equity	1	10	'IN301330-41148885	Shweta Rai	12081600-80405601	Rajat Dayal
04-Jan-23	Equity	1	10	'IN301330-41148924	Sandyp Bhattacharya	12081600-25586118	Neeraj Jain
04-Jan-23	Equity	1	10	'IN301330-41156246	Gopalakrishnan Sriram	IN304295-11797729	Manas Ranjan Bal
04-Jan-23	Equity	1	10	'IN301330-41185716	Vikas Saxena	IN302679-33265346	Jagdish Mitra

For and on Behalf of
Comviva Technologies Limited

PARMINDER
SINGH BAKSHI

Digitally signed by PARMINDER SINGH BAKSHI
DN: cn=BAKSHI, email=comviva, o=Comviva Technologies Limited, ou=Comviva Technologies Limited, c=IN
c=IN, o=Comviva Technologies Limited, ou=Comviva Technologies Limited, cn=PARMINDER SINGH BAKSHI
Date: 2023.03.31 16:22:34 +05'30'

Parminster Singh Bakshi
Company Secretary
M. No. - A25383