

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

SRN: AB6535602/ BharatKoshOrderId :1-20770197198
SRN Date: 05/09/2025 13:58:37

Service Request Date:
05/09/2025

RECEIVED FROM:

Name: PARMINDER SINGH BAKSHI

Address: Comviva Tchnologies Limited, Capital Cyberscape Sector 59, Gurgaon, Gurgaon, Haryana, 122011

ENTITY ON WHOSE BEHALF MONEY IS PAID

LLPIN/CIN/DIN: U72200HR1999PLC041214

Name: COMVIVA TECHNOLOGIES LIMITED

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

FULL PARTICULARS OF REMITTANCE

Service Type: eFiling

Service Description	Type of Fee	Amount (Rs.)
Fee for MGT-7	Normal	600
	Additional	0
	Total	600

Mode of Payment: Online

Received Payment Rupees: Six Hundred Rupees Only.

Note: The defects or incompleteness in any respect in this application as noticed shall be placed on the Ministry's website(www.mca.gov.in). In case the application is marked as RSUB, please resubmit the application within the due date. Please track the status of your transaction at all times till it is finally disposed off. (please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)

Form No. MGT-7



Form language

English Hindi

Annual Return (other than OPCs and Small Companies)

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

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U72200HR1999PLC041214

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	COMVIVA TECHNOLOGIES LIMITED	COMVIVA TECHNOLOGIES LIMITED
Registered office address	5th, 7th & 8th Floor, Capital Cyberscape, Sector-59, Golf Course Extension Road,NA,Gurugram,Gurgaon,Haryana,India,122102	5th, 7th & 8th Floor, Capital Cyberscape, Sector-59, Golf Course Extension Road,NA,Gurugram,Gurgaon,Haryana,India,122102
Latitude details	28.401277	28.401277
Longitude details	77.102869	77.102869

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

IMG-20250717-WA0031.jpg

(b) *Permanent Account Number (PAN) of the company

AA*****2A

(c) *e-mail ID of the company

*****nder.bakshi@comviva.com

(d) *Telephone number with STD code

01*****00

(e) Website

www.comviva.com

iv *Date of Incorporation (DD/MM/YYYY)

07/05/1999

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

10/07/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	63	Information service activities	72.05
2	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	47	Retail trade, except of motor vehicles and motorcycles	2.14
3	J	Information and communication	62	Computer programming, consultancy and related activities	25.81

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

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

14

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L64200MH1986PLC041370		TECH MAHINDRA LIMITED	Holding	99.99
2	U74999HR2020PTC087507		YABX INDIA PRIVATE LIMITED	Subsidiary	100
3		123767691	Comviva Technologies Myanmar Limited	Subsidiary	100
4		943437	Comviva Technologies Nigeria Limited	Subsidiary	100

5		20773	Comviva Technologies FZ-LLC	Subsidiary	100
6		63223767	Comviva Technologies B.V.	Subsidiary	100
7		30646279174	Comviva Technologies (Argentina) S.A. (formerly, ATS Advanced Technology Solutions S.A.)	Subsidiary	100
8		02699703	Comviva Technologies Colombia S.A.S	Subsidiary	100
9		621 157 060	Comviva Technologies (Australia) Pty Ltd.	Subsidiary	100
10		2016B01082	Comviva Technologies Madagascar Sarlu	Subsidiary	100
11		71797882	YABX Technologies (Netherlands) B.V.	Subsidiary	100
12		032023M02350	Comviva Technologies Cote D'Ivoire	Subsidiary	100
13		6367113	Comviva Technologies Americas Inc	Subsidiary	100
14		CS154030924	Yabx Technologies Ghana Ltd.	Subsidiary	70

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	25500000.00	24343188.00	24343188.00	24343188.00
Total amount of equity shares (in rupees)	255000000.00	243431880.00	243431880.00	243431880.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
1				
Number of equity shares	25500000	24343188	24343188	24343188
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	255000000.00	243431880.00	243431880	243431880

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	8000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	80000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
1				
Number of preference shares	8000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	80000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	861	24342327	24343188.00	243431880	243431880	
Increase during the year	0.00	164.00	164.00	1640.00	1640.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Demat conversion	0	164	164.00	1640	1640	
Decrease during the year	164.00	0.00	164.00	1640.00	1640.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Demat Conversion	164		164.00	1640	1640	
At the end of the year	697.00	24342491.00	24343188.00	243431880.00	243431880.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NA"/>		0	0.00		0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	0

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
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

Number of transfers

Attachments:

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

10825864241

ii * Net worth of the Company

12556570643

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	7	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	24341132	99.99	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	24341139.00	99.99	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2049	0.01	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	2049.00	0.01	0.00	0

Total number of shareholders (other than promoters)

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

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	2
2	Individual - Male	15
3	Individual - Transgender	0
4	Other than individuals	1
	Total	18.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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)	10	10
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	1	5	1	3	0.00	0.00
i Non-Independent	1	3	1	3	0	0
ii Independent	0	2	0	0	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	1	5	1	3	0.00	0.00

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

6

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ATUL SONEJA	08184021	Director	0	
MANORANJAN MOHAPATRA .	00043930	Director	0	31/05/2025
RAMUTAR GOEL	AFFPG4981A	CFO	0	
PARMINDER SINGH BAKSHI	AUWPB1143R	Company Secretary	0	
RAJESH BHIMSEN CHANDIRAMANI	10612201	Whole-time director	0	
RICHARD GERARD LOBO	10579226	Director	0	

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

12

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RAJESH BHIMSEN CHANDIRAMANI	10612201	Whole-time director	01/06/2024	Appointment
MANORANJAN MOHAPATRA .	00043930	Director	01/06/2024	Change in designation
SUNITA UMESH	06921083	Director	30/03/2025	Cessation
RAJESH BHIMSEN CHANDIRAMANI	10612201	Additional Director	01/06/2024	Appointment
MANORANJAN MOHAPATRA .	00043930	CEO	22/04/2024	Cessation
ATUL SONEJA	08184021	Director	09/07/2024	Change in designation
JAGDISH MITRA	06445179	Director	19/04/2024	Cessation
VIVEK SATISH AGARWAL	05218475	Director	30/04/2024	Cessation
RAJAT MUKHERJEE	03431635	Director	30/03/2025	Cessation
RICHARD GERARD LOBO	10579226	Additional Director	04/04/2024	Appointment
RICHARD GERARD LOBO	10579226	Director	09/07/2024	Change in designation
RAJESH BHIMSEN CHANDIRAMANI	10612201	CEO	01/06/2024	Appointment

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

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/07/2024	18	7	99.99
Extra Ordinary General Meeting	12/02/2025	18	11	99.99

B BOARD MEETINGS

*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2024	6	6	100
2	19/07/2024	6	5	83.33
3	15/10/2024	6	6	100
4	13/01/2025	6	5	83.33

C COMMITTEE MEETINGS

Number of meetings held

8

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/04/2024	3	3	100
2	Audit Committee	19/07/2024	3	2	66.67
3	Audit Committee	15/10/2024	3	3	100
4	Audit Committee	13/01/2025	3	2	66.67
5	Nomination and Remuneration Committee	22/04/2024	3	3	100
6	Nomination and Remuneration Committee	19/07/2024	3	2	66.67
7	Corporate Social Responsibility Committee	22/04/2024	3	3	100
8	Corporate Social Responsibility Committee	15/10/2024	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 10/07/2025 (Y/N/NA)
		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	ATUL SONEJA	4	4	100	6	6	100	No
2	RAJESH BHIMSEN CHANDIRAMANI	3	3	100	0	0	0	Yes
3	RICHARD GERARD LOBO	4	4	100	2	2	100	No
4	MANORANJAN MOHAPATRA .	4	4	100	0	0	0	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *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	Manoranjan Mohapatra	Whole-time director	4777692	0	0	0	4777692.00
2	Rajesh Bhimsen Chandiramani	Whole-time director	25717940	0	0	0	25717940.00
	Total		30495632.00	0.00	0.00	0.00	30495632.00

B *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	Ramutar Goel	CFO	10420043	0	0	0	10420043.00
2	Parminder Singh Bakshi	Company Secretary	2795696	0	0	0	2795696.00
	Total		13215739.00	0.00	0.00	0.00	13215739.00

C *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
	Total		0.00	0.00	0.00	0.00	0.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

18

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Clarification_list of
subsidiaries.pdf
MGT-8 - 2025 comviva.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

COMVIVA TECHNOLOGIES
LIMITED as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 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;
- 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;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 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;
- 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

- 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;
- 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 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 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;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 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 ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Jatin Gupta

Date (DD/MM/YYYY)

03/09/2025

Place

Delhi

Whether associate or fellow:

Associate Fellow

Certificate of practice number

5*3*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

AUWPB1143R

*(b) Name of the Designated Person

PARMINDER SINGH BAKSHI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

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

**JATIN GUPTA & ASSOCIATES
COMPANY SECRETARIES**

Office: 109, First Floor, Rishabh Ipex Mall, I P Extension,
Pat Par Ganj, Delhi 110 092 – (Opp. MAX Hospital)
Ph- +91-11-45104789 E-Mail: jatinfcs@gmail.com

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 **March 31, 2025**. 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;

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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;
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 informed that the transactions were entered on arm's length basis, 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 was required to be done by the Company during this period. 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 already obtained same. The ISIN of its equity shares is INE074E01027.
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 year 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 provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

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12. The Company has complied with provisions of the Act & Rules made there under in respect of constitution of Directors, disclosures of Directors interest, eligibility and remuneration paid to them.

The following outlines the appointments and resignations within the Board of Directors and KMPs during the Financial Year 2024-25.

Inductions

1. The Board of Directors appointed Mr. Richard Gerard Lobo (DIN: 10579226) as Additional Non-Executive Director of the Company with effect from the date of obtainment of his Director Identification Number (DIN) which eventually came on April 04, 2024. The shareholders at 25th Annual General Meeting held on July 09, 2024, regularized the appointment of Mr. Richard Gerard Lobo (DIN: 10579226) as Director liable to retire by rotation.
2. The Board in its meeting held on April 22, 2024, appointed Mr. Rajesh Bhimsen Chandiramani (DIN: 10612201) as Additional Director (category-Executive & Whole-time director) and Chief Executive Officer with effect from June 1, 2024. The shareholders at 25th Annual General Meeting held on July 09, 2024, regularized the appointment of Mr. Rajesh Bhimsen Chandiramani (DIN: 10612201) as Director liable to retire by rotation and designated him as Whole-time Director of the Company with effect from June 01, 2024 .
3. Pursuant to the resignation of Mr. Manoranjan Mohapatra from the employment of the Company, the Board of Directors vide circular resolution dated May 31, 2024, appointed Mr. Manoranjan Mohapatra (DIN: 00043930) as advisor to the Board in professional capacity and he continued as Non-Executive Director with effect from June 01, 2024. Further, he has also resigned from the post of Non-Executive Director w.e.f May 31, 2025, marking an end to all the positions held by Mr. Manoranjan Mohapatra.

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4. The shareholders at 25th Annual General Meeting held on July 09, 2024, re-appointed Mr. Manoranjan Mohapatra (DIN: 00043930), as Non-Executive Director who was liable to retire by rotation and offered himself for re-appointment in accordance with the provisions of Section 152(6)(c) of the Companies Act, 2013.
5. The shareholders at 25th Annual General Meeting held on July 09, 2024, regularized the appointment of Mr. Atul Soneja (DIN: 08184021) as Director liable to retire by rotation.
6. The Board of Directors through its circular resolution dated March 28, 2025, appointed Mr. Ajay Natvarbhai Mehta (DIN: 07102804) as Additional Independent Non-Executive Director of the Company with effect from April 01, 2025. Requisite candidature under Section 160 of the Companies Act, 2013 is subject matter of consideration and approval of Members in ensuing Annual General Meeting.
7. The Board of Directors through its circular resolution dated March 28, 2025, appointed Ms. Chandra Lakshminarayan Iyer (DIN: 08111743) as Additional Independent and Woman Non-Executive Director of the Company with effect from April 01, 2025. Requisite candidature under Section 160 of the Companies Act, 2013 is subject matter of consideration and approval of Members in ensuing Annual General Meeting.

Resignations and Retirement

1. Mr. Jagdish Mitra (DIN: 06445179), Non-Executive Director, resigned from the Board with effect from April 19, 2024.
2. Mr. Vivek Satish Agarwal (DIN: 05218475), Non-Executive Director, resigned with effect from April 30, 2024.
3. Mr. Manoranjan Mohapatra (DIN: 00043930), resigned as Chief Executive Officer and Whole-time Director with effect from April 22, 2024 and May 31, 2024 respectively.

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4. The second term of 5 years of Ms. Sunita Umesh (DIN: 06921083) and Mr. Rajat Mukherjee (DIN: 03431635) as Independent Directors of the Company concluded on March 30, 2025.

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

Mr. Atul Soneja (DIN: 08184021), Director is to retire by rotation in 26th AGM of the Company for Financial Year 2024-25.

13. The Statutory Auditors tenure came to an end in 25th AGM for Financial Year 2022-23 held on July 24, 2023 and were appointed for a fresh tenure of 5 years and are continuing as such, hence the term of Statutory Auditors is valid. 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, except what is mentioned in present report. The Company obtained shareholders' approval at the Extra-Ordinary General Meeting held on February 12, 2025, for effecting reduction of subscribed, issued and paid-up share capital by cancelling 2,049 equity shares of Rs. 10/- each held by non-promoter individual shareholders (excluding Tech Mahindra Limited and its seven nominee shareholders), with a view to make Company a wholly owned subsidiary. The application seeking sanction of the proposed capital reduction was filed with the Hon'ble National Company Law Tribunal, Chandigarh Bench, on March 11, 2025, and we are informed that same is listed on August 25, 2025.;
15. The Company has not accepted any deposits and accordingly, provisions for acceptance/renewal/repayment of deposits are not applicable;

Jatin
Gupta Digitally signed
by Jatin Gupta
Date:
2025.07.12
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**JATIN GUPTA & ASSOCIATES
COMPANY SECRETARIES**

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16. There was nil borrowing by the Company from directors, members, Public financial institutions, and others during the financial year under review except borrowings in the nature of overdraft limits which were within the overall limits of borrowings approved by Board and members under Section 179 & 180 of the Act, hence nothing was required to be stated / done for same. During the period under review the Company filed form CHG-4 on December 18, 2025 for charge satisfied on December 16, 2024 with Canara Bank vide charge ID 90038118.
17. The Company has made investments in Comviva Technologies Cote D'Ivoire and given Loan for working capital to Yabx India Private Limited as per the provisions of Section 186. Requisite approvals were sought from the competent authority being Board of Directors 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.

For Jatin Gupta & Associates
Company Secretaries

Jatin Digitally signed
by Jatin Gupta
Date:
Gupta 2025.07.12
12:06:22 +05'30'

CS Jatin Gupta

CP No.: 5236

FCS No.: 5651

UDIN: F005651G000764651

Place: Delhi

Date: 12th July, 2025

Peer Review Certificate no. 6856/2025 dated June 18, 2025

Date of registration of transfer (Date Month Year)	Type of transfer	Class of shares transferred	Number of Shares/Debentures/Units Transferred	Amount per Share/Debenture/Unit (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name (Surname, middle name, first name)
01/08/2024	Equity share	Equity share	1	10	NA	Jagdish Mitra & Urmi Mitra	NA	Parminder Singh Bakshi

To,
The Registrar of Companies
4th Floor, IFCI Tower, 61, Nehru Place,
New Delhi – 110019

Subject: Submission of Complete Registration Numbers of Holding and Subsidiary Companies

Respected Sir/Madam,

This is with reference to the subject cited above. We hereby confirm that the Annual General Meeting (AGM) of the Company was duly convened on **10th July 2025**, and accordingly, we are in the process of filing **Form MGT-7** on the MCA portal.

During the preparation of the said form, we observed a technical limitation with respect to the excel sheet that is required to be uploaded, specifically in the column for **‘Other Registration Number.’** The portal restricts entries to a maximum of **16 characters**, whereas certain foreign subsidiaries of the Company have registration numbers exceeding this limit.

In order to proceed with the filing, we were constrained to mention truncated/incomplete registration numbers in some cases. However, we hereby request your good office to kindly consider the below-mentioned details as the **final and complete registration numbers** of all **14 subsidiaries** and the **holding company**.

Details of subsidiaries and holding company to be enclosed herewith as annexure 1.

We request you to kindly take the above on record.

For and on Behalf of
Comviva Technologies Limited

PARMINDER
SINGH BAKSHI

Digitally signed by
PARMINDER SINGH BAKSHI
Date: 2025.09.05 13:19:54
+05'30'

Parminder Singh Bakshi
Company Secretary
ICSI Membership No. F13601

Office Address: 8th Floor, Capital Cyberscape,
Sector-59, Golf Course Extension Road, Gurugram,
Haryana-122102, India

Date: September 05, 2025

Annexure-1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/ Associate/Joint Venture	% of shares held
1	L64200MH1986 PLC041370		TECH MAHINDRA LIMITED	Holding	99.99
2	U74999HR2020 PTC087507		YABX INDIA PRIVATE LIMITED	Subsidiary	100
3		123767691	Comviva Technologies Myanmar Limited	Subsidiary	100
4		943437	Comviva Technologies Nigeria Limited	Subsidiary	100
5		20773	Comviva Technologies FZ-LLC	Subsidiary	100
6		63223767	Comviva Technologies B.V.	Subsidiary	100
7		30-64627917-4	Comviva Technologies (Argentina) S.A. (formerly, ATS Advanced Technology Solutions S.A.)	Subsidiary	100
8		02699703	Comviva Technologies Colombia S.A.S	Subsidiary	100
9		621 157 060	Comviva Technologies (Australia) Pty Ltd.	Subsidiary	100
10		2016 B 01082	Comviva Technologies Madagascar Sarlu	Subsidiary	100
11		71797882	YABX Technologies (Netherlands) B.V.	Subsidiary	100
12		CI-ABJ-03- 2023-M-02350	Comviva Technologies Cote D'Ivoire	Subsidiary	100
13		6367113	Comviva Technologies Americas Inc	Subsidiary	100
14		CS154030924	Yabx Technologies Ghana Ltd.	Subsidiary	70.00