

# 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)

U74900TG2015PTC101793

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	DARWINBOX DIGITAL SOLUTIONS PRIVATE LIMITED	DARWINBOX DIGITAL SOLUTIONS PRIVATE LIMITED
Registered office address	Plot No.17, Madhapur Road, Opp Best Western Jubilee Ridge, Kavuri Hills,,NA,Hyderabad,Telangana,India,500033	Plot No.17, Madhapur Road, Opp Best Western Jubilee Ridge, Kavuri Hills,,NA,Hyderabad,Telangana,India,500033
Latitude details	17.4409662	17.4409662
Longitude details	78.3952204	78.3952204

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

RO Pictures\_Darwinbox.pdf

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

AA\*\*\*\*\*5L

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

\*\*\*\*\*iance@darwinbox.in

(d) \*Telephone number with STD code

72\*\*\*\*\*36

(e) Website

www.darwinbox.com

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

20/11/2015

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

(Private company/Public Company/One Person Company)

Private 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

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

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

Yes

No

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

30/09/2025

(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

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## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1
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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	62	Computer programming, consultancy and related activities	100

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

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

8
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S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		202209801K	Comport Private Limited	Subsidiary	52.5
2		201910418M	Darwinbox Asia Pacific Pte. Ltd	Subsidiary	100
3		NIB1271001422873	PT Darwinbox Digital Solutions	Subsidiary	99.9
4		104038264800001	Darwinbox Technologies (DIFC) Ltd	Subsidiary	100
5		EIN - 88-3302733	Darwinbox Technologies, Inc.	Subsidiary	100
6		C 29903055050	Darwinbox Technologies Sdn. Bhd	Subsidiary	100
7		0105565163870	Darwinbox Technologies TH Limited	Subsidiary	99.7
8		61714751300000	Darwinbox Technologies Corp	Subsidiary	99.98

**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	1150000.00	1057792.00	1057792.00	1057792.00
Total amount of equity shares (in rupees)	1150000.00	1057792.00	1057792.00	1057792.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	1150000	1057792	1057792	1057792
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees )	1150000.00	1057792.00	1057792	1057792

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	1835025.00	1760885.00	1760885.00	1760885.00
Total amount of preference shares (in rupees)	32425500.00	31013000.00	31013000.00	31013000.00

Number of classes

8

<b>Class of shares</b>	<b>Authorised Capital</b>	<b>Issued capital</b>	<b>Subscribed Capital</b>	<b>Paid Up capital</b>
Series Seed CCPS				
Number of preference shares	225000	221300	221300	221300
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees )	225000.00	221300.00	221300	221300

<b>Class of shares</b>	<b>Authorised Capital</b>	<b>Issued capital</b>	<b>Subscribed Capital</b>	<b>Paid Up capital</b>
Series A CCPS				
Number of preference shares	504500	504100	504100	504100
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees )	10090000.00	10082000.00	10082000	10082000

<b>Class of shares</b>	<b>Authorised Capital</b>	<b>Issued capital</b>	<b>Subscribed Capital</b>	<b>Paid Up capital</b>
Series B CCPS				
Number of preference shares	530000	524069	524069	524069
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees )	10600000.00	10481380.00	10481380	10481380

<b>Class of shares</b>	<b>Authorised Capital</b>	<b>Issued capital</b>	<b>Subscribed Capital</b>	<b>Paid Up capital</b>
Series D1				
Number of preference shares	105000	103684	103684	103684
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees )	2100000.00	2073680.00	2073680	2073680

<b>Class of shares</b>	<b>Authorised Capital</b>	<b>Issued capital</b>	<b>Subscribed Capital</b>	<b>Paid Up capital</b>
Series D2 CCPS				
Number of preference shares	20000	17978	17978	17978
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees )	400000.00	359560.00	359560	359560

<b>Class of shares</b>	<b>Authorised Capital</b>	<b>Issued capital</b>	<b>Subscribed Capital</b>	<b>Paid Up capital</b>
Series D3 CCPS				
Number of preference shares	170500	134948	134948	134948
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees )	3410000.00	2698960.00	2698960	2698960

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Series C CCPS				
Number of preference shares	250000	225830	225830	225830
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees )	5000000.00	4516600.00	4516600	4516600

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Series D4 CCPS				
Number of preference shares	30025	28976	28976	28976
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees )	600500.00	579520.00	579520	579520

**(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			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	1052092	0	1052092.00	1052092	1052092	
<b>Increase during the year</b>	0.00	5700.00	5700.00	5700.00	5700.00	0
i Public Issues	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
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	5700	5700.00	5700	5700	
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 <input type="text"/>						
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	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 <input type="text"/>			0			
<b>At the end of the year</b>	1052092.00	5700.00	1057792.00	1057792.00	1057792.00	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	1731909	0	1731909.00	30433480	30433480	
<b>Increase during the year</b>	0.00	28976.00	28976.00	579520.00	579520.00	839426606.72
i Issues of shares	0	28976	28976.00	579520	579520	839426606.72
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
<b>Decrease during the year</b>	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 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						
-	0	0	0.00	0	0	
<b>At the end of the year</b>	1731909.00	28976.00	1760885.00	31013000.00	31013000.00	

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		
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:**

1. Details of shares/Debentures Transfers

Transfer Details (1).xlsm

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

(a) Non-convertible debentures

\*Number of classes

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

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
<b>Total</b>				

**(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)
<b>Total</b>			

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
<b>Total</b>				

**(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)
<b>Total</b>			

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
<b>Total</b>				

**(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
<b>Total</b>	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
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

2848995965

ii \* Net worth of the Company

6552583373.6

**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	818829	77.41	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"/>				
	<b>Total</b>	818829.00	77.41	0.00	0

Total number of shareholders (promoters)

3

**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	10699	1.01	0	0.00
	(ii) Non-resident Indian (NRI)	8030	0.76	30434	1.73
	(iii) Foreign national (other than NRI)	1530	0.14	3019	0.17
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	14523	1.37	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)	66382	6.28	1588432	90.21
10	Others				
	Trust, AIF etc.,	137799	13.03	139000	7.89
	<b>Total</b>	238963.00	22.59	1760885.00	100

Total number of shareholders (other than promoters)

80

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

83.00

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

Sl.No	Category	
1	Individual - Female	10
2	Individual - Male	35
3	Individual - Transgender	0
4	Other than individuals	38
	<b>Total</b>	83.00

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	3	3
Members (other than promoters)	57	80
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
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	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	0	3	0	3	0	29.05
<b>B Non-Promoter</b>	0	1	0	3	0.00	0.00
i Non-Independent	0	1	0	3	0	0
ii Independent	0	0	0	0	0	0
<b>C Nominee Directors representing</b>	0	3	0	1	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	3	0	1	0	
<b>Total</b>	0	7	0	7	0.00	29.05

\*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
JAYANT PRASAD PALETI	07323472	Director	279274	
VENKAT PAVAN ROHIT CHENNAMANENI	07339752	Director	273296	
SATYANARAYANA CHAITANYA PEDDI	07339751	Director	266259	
HARSHJIT SINGH SETHI	08239898	Nominee Director	0	17/12/2025
GOPI KRISHNA VADDI	06454495	Director	0	
CYRUS DINSHAW DRIVER	00680802	Additional Director	0	
AKSHAY TANNA	02967021	Additional Director	0	
RAJESH AGARWAL	ADMPA7699C	CFO	0	

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

4

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)
DEVTOSH KUMAR KHARE	07168514	Nominee Director	12/03/2025	Cessation
SATEESH KUMAR ANDRA	01592796	Nominee Director	08/03/2025	Cessation
AKSHAY TANNA	02967021	Additional Director	12/03/2025	Appointment
CYRUS DINSHAW DRIVER	00680802	Additional Director	08/03/2025	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

4

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	30/09/2024	71	3	30.67
Extra Ordinary General Meeting	07/02/2025	71	4	31.22
Extra Ordinary General Meeting	12/03/2025	74	2	20.21
Extra Ordinary General Meeting	21/03/2025	74	2	19.99

**B BOARD MEETINGS**

\*Number of meetings held

12

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	07/05/2024	7	7	100
2	07/08/2024	7	7	100
3	25/09/2024	7	3	42.86
4	08/11/2024	7	7	100
5	15/01/2025	7	3	42.86
6	07/02/2025	7	6	85.71
7	18/02/2025	7	3	42.86
8	27/02/2025	7	3	42.86
9	08/03/2025	7	3	42.86
10	12/03/2025	7	3	42.86
11	13/03/2025	7	3	42.86
12	29/03/2025	7	3	42.86

### C COMMITTEE MEETINGS

Number of meetings held

0

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

### D ATTENDANCE OF DIRECTORS

S.No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on  (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	
								30/09/2025

1	JAYANT PRASAD PALETI	12	11	91	0	0	0	No
2	VENKAT PAVAN ROHIT CHENNAMANENI	12	12	100	0	0	0	No
3	SATYANARAYANA CHAITANYA PEDDI	12	12	100	0	0	0	No
4	HARSHJIT SINGH SETHI	12	4	33	0	0	0	No
5	GOPI KRISHNA VADDI	12	4	33	0	0	0	No
6	CYRUS DINSHAW DRIVER	3	0	0	0	0	0	No
7	AKSHAY TANNA	2	0	0	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

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	<b>Total</b>		0.00	0.00	0.00	0.00	0.00

B \*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	Rajesh Agarwal	CFO	16329000	0	10258000	0	26587000.00
	<b>Total</b>		16329000.00	0.00	10258000.00	0.00	26587000.00

C \*Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	JAYANT PRASAD PALETI	Director	14473000	0	0	0	14473000.00
2	VENKAT PAVAN ROHIT CHENNAMANENI	Director	14473000	0	0	0	14473000.00

3	SATYANARAYANA CHAITANYA PEDDI	Director	14473000	0	0	0	14473000.00
	<b>Total</b>		43419000.00	0.00	0.00	0.00	43419000.00

**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 

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**XIV Attachments**

(a) List of share holders, debenture holders

Details of Shareholder or  
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Clarification\_MGT-7\_Darwin.pdf  
MGT-7\_UDIN.pdf  
MGT-8 Darwinbox.pdf  
Darwinbox\_List of Shareholders as  
on March 31, 2025.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

DARWINBOX DIGITAL  
SOLUTIONS PRIVATE  
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

Jitender Singh

Date (DD/MM/YYYY)

30/01/2026

Place

Gurugram

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

2\*6\*2

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

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

ADMPA7699C

\*(b) Name of the Designated Person

RAJESH AGARWAL

**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**