

# 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

U74900TG2015PTC101793

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAFCD5265L

(ii) (a) Name of the company

DARWINBOX DIGITAL SOLUTIC

(b) Registered office address

Plot No.17, Madhapur Road, Opp Best  
Western Jubilee Ridge, Kavuri Hills,  
Hyderabad  
Telangana  
500033

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

vcfo@darwinbox.io

(d) \*Telephone number with STD code

+917674971708

(e) Website

(iii) Date of Incorporation

11/20/15

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

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	J6	Computer programming, consultancy and related activities	100

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Darwinbox Asia Pacific Pte. Ltd		Subsidiary	100
2	PT Darwinbox Digital Solution		Subsidiary	99.9
3	Darwinbox Technologies (DIFC		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	1150000	1037568	1037568	1037568
Total amount of equity shares (in Rupees)	1150000	1037568	1037568	1037568

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1150000	1037568	1037568	1037568
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1150000	1037568	1037568	1037568

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1834500	1714417	1714417	1714417
Total amount of preference shares (in rupees)	32415000	30083640	30083640	30083640

Number of classes

7

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Seed Compulsorily Convertible Preference Shares				
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	221300	221300	221300
Class of shares				
Series A Compulsorily Convertible Preference Share				
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	10082000	10082000	10082000
Class of shares				
Series B Compulsorily Convertible Preference Share				
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	10481380	10481380	10481380

Class of shares Series C Compulsorily Convertible Preference Share	Authorised capital	Issued capital	Subscribed capital	Paid up capital
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	4516600	4516600	4516600
Class of shares Series D1 Compulsorily Convertible Preference Sha	Authorised capital	Issued capital	Subscribed capital	Paid up capital
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	2073680	2073680	2073680
Class of shares Series D2 Compulsorily Convertible Preference Sha	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	100000	17978	17978	17978
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees)	2000000	359560	359560	359560
Class of shares Series D3 Compulsorily Convertible Preference Sha	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	120000	117456	117456	117456
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees)	2400000	2349120	2349120	2349120

**(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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	1028300	0	1028300	1028300	1028300	
<b>Increase during the year</b>	9268	0	9268	9268	9268	0
i. Pubic Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	

iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	9268	0	9268	9268	9268	0
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
			0.00			
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
	NIL		0.00			
<b>At the end of the year</b>	1037568	0	1037568	1037568	1037568	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	1417368	0	1417368	24142660	24142660	
<b>Increase during the year</b>	297049	0	297049	5940980	5940980	6279686786
i. Issues of shares	297049	0	297049	5940980	5940980	6279686786
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
	NIL		0.00			
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
	NIL		0.00			

At the end of the year	1714417	0	1714417	30083640	30083640	
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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		(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"/>		
Date of registration of transfer (Date Month Year)		<input type="text"/>		
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"/>	
Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <span style="border: 1px solid black; display: inline-block; width: 150px; height: 20px; vertical-align: middle;"></span>			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			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**

950513018

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

8046818816

**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	852768	82.19	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	<b>Total</b>	852768	82.19	0	0

**Total number of shareholders (promoters)**

3

**(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	8219	0.79	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	2317	0.22	7650	0.45
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	56121	5.41	1362996	79.5
10.	Others            Trust, funds	118143	11.39	343771	20.05

	<b>Total</b>	184800	17.81	1714417	100
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**Total number of shareholders (other than promoters)**

37

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

40

**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	3	3
Members (other than promoters)	12	37
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	3	0	3	0	30.66
<b>B. Non-Promoter</b>	0	1	0	1	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	3	0	3	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	3	0	3	0	0
<b>Total</b>	0	7	0	7	0	30.66

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

7

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Jayant Prasad Paleti	07323472	Director	289057	
Venkat Pavan Rohit Ch	07339752	Director	279917	
Satyanarayana Chaitan	07339751	Director	274920	
Devtosh Kumar Khare	07168514	Nominee director	0	
Sateesh Kumar Andra	01592796	Nominee director	0	
Harshjit Singh Sethi	08239898	Nominee director	0	
Gopi Krishna Vaddi	06454495	Director	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)
Aneesh Reddy Boddu	02214511	Director	20/12/2021	Cessation
Gopi Krishna Vaddi	06454495	Director	09/02/2022	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

9

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/11/2021	28	3	34.04
Extra Ordinary General Mee	26/04/2021	15	3	35.56
Extra Ordinary General Mee	16/09/2021	25	3	34.45
Extra Ordinary General Mee	11/01/2022	31	3	34.03
Extra Ordinary General Mee	24/01/2022	32	3	33.94
Extra Ordinary General Mee	31/01/2022	32	3	33.94
Extra Ordinary General Mee	09/02/2022	35	3	32.79
Extra Ordinary General Mee	24/02/2022	36	3	32.59
Extra Ordinary General Mee	19/03/2022	40	3	32.27

## B. BOARD MEETINGS

\*Number of meetings held

23

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2021	7	7	100
2	27/04/2021	7	7	100
3	03/05/2021	7	7	100
4	29/05/2021	7	7	100
5	09/07/2021	7	7	100
6	30/07/2021	7	7	100
7	11/09/2021	7	7	100
8	04/10/2021	7	7	100
9	26/10/2021	7	7	100
10	30/10/2021	7	7	100
11	26/11/2021	7	7	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
12	17/12/2021	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

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	ESOP Compete	05/12/2021	2	2	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Jayant Prasad	23	23	100	1	1	100	Yes
2	Venkat Pavan	23	23	100	1	1	100	Yes
3	Satyanarayan	23	23	100	0	0	0	Yes
4	Devtosh Kumar	23	23	100	0	0	0	No
5	Sateesh Kumar	23	23	100	0	0	0	No
6	Harshjit Singh	23	23	100	0	0	0	No
7	Gopi Krishna V	7	7	100	0	0	0	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

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

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	Jayant Prasad Pale	Director	6000000	0	0	0	0
2	Venkat Pavan Rohit	Director	6000000	0	0	0	0
3	Satyanarayana Cha	Director	6000000	0	0	0	0
	Total		18000000	0	0	0	18000000

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

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Shivam Tyagi

Whether associate or fellow

Associate  Fellow

Certificate of practice number

18738

**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.

(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 the 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 a 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.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

Jayant Prasad Paleti Digitally signed by Jayant Prasad Paleti

DIN of the director

07323472

**To be digitally signed by**

SHIVAM TYAGI Digitally signed by SHIVAM TYAGI Date: 2023.04.19 10:59:31 +05'30'

Company Secretary

Company secretary in practice

Membership number

50636

Certificate of practice number

18738

**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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Approval letter for extention of AGM_.pdf
Transfer Details.pdf
List of Directors.pdf
List of Shareholders 31 March 2022.pdf
List of Meetings of Board of Directors.pdf
MFT-7_Udin.pdf
MGT-8_SIGNED.pdf

<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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**