

# 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

U72200KA2006PTC041339

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAKCS5320A

(ii) (a) Name of the company

SAANKHYA LABS PRIVATE LIM

(b) Registered office address

3rd Level, Mezaninne Floor, No.3, Infantry Road,  
Vasanth Nagar, Embassy icon Building  
Bengaluru  
Bangalore  
Karnataka  
560001

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

vishwa@saankhyalabs.com

(d) \*Telephone number with STD code

08061171000

(e) Website

(iii) Date of Incorporation

29/12/2006

(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

## 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	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TEJAS NETWORKS LIMITED	L72900KA2000PLC026980	Holding	64.4
2	Saankhya Labs Inc		Subsidiary	100
3	SAANKHYA STRATEGIC ELECTRONICS	U72900KA2020PTC136822	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	10,728,000	9,707,821	9,707,821	9,707,821
Total amount of equity shares (in Rupees)	107,280,000	97,078,210	97,078,210	97,078,210

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	10,728,000	9,707,821	9,707,821	9,707,821
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	107,280,000	97,078,210	97,078,210	97,078,210

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,685,700	0	0	0
Total amount of preference shares (in rupees)	368,570,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	3,685,700	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	368,570,000	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	0	9,707,821	9707821	97,078,210	97,078,210	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
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	0
x. Others, specify <div></div>						
<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 <div></div>						
<b>At the end of the year</b>	0	9,707,821	9707821	97,078,210	97,078,210	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
<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 <div></div>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(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			
Date of registration of transfer (Date Month Year)			
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	<input type="text"/>		

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
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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

**(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**

1,042,807,784

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

855,462,182

**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	0	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)	6,251,496	64.4	0	
10.	Others	0	0	0	
	<b>Total</b>	6,251,496	64.4	0	0

**Total number of shareholders (promoters)**

1

**(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	1,236,498	12.74	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)	1,213,707	12.5	0	
10.	Others ESOP Trust	1,006,120	10.36	0	



	<b>Total</b>	3,456,325	35.6	0	0
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**Total number of shareholders (other than promoters)**

13

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

14

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

<b>Details</b>	<b>At the beginning of the year</b>	<b>At the end of the year</b>
Promoters	1	1
Members (other than promoters)	13	13
Debenture holders	0	0






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

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



<b>Category</b>	<b>Number of directors at the beginning of the year</b>		<b>Number of directors at the end of the year</b>		<b>Percentage of shares held by directors as at the end of year</b>	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	3	2	2	5.66	0
(i) Non-Independent	2	1	2	1	5.66	0
(ii) Independent	0	2	0	1	0	0
<b>C. Nominee Directors representing</b>	0	3	0	2	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	2	0	0
<b>Total</b>	2	6	2	4	5.66	0

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 share(s) held	Date of cessation (after closure of financial year : If any)
KAYARGADDE VISHV 	00751260	Director	216,425	
PARAG NAIK BALWA 	01055996	Managing Director	333,020	
ARNOB ROY	03176672	Nominee director	0	
MARK ANDREW AITK 	08000616	Director	0	
GANAPATHY SUBRA 	07006215	Nominee director	0	
RAMAMURTHI BHASH 	01914155	Director	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 3

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)
SANJAY NAYAK	01049871	Nominee director	20/06/2023	Nomination Withdrawal
CHANDRASHEKHA 	00059856	Director	25/03/2024	Resignation
ANUSHA HARISHC 	ATQPA9318Q	Company Secretary	18/04/2023	Resignation

**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	28/07/2023	14	7	84.48

**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

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/04/2023	8	8	100
2	19/07/2023	7	7	100
3	18/10/2023	7	7	100
4	17/01/2024	7	7	100

#### C. COMMITTEE MEETINGS

Number of meetings held

6

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	18/04/2023	3	3	100
2	Audit Committee	19/07/2023	2	2	100
3	Audit Committee	18/10/2023	3	3	100
4	Audit Committee	17/01/2024	3	3	100
5	Nomination and Remuneration Committee	18/04/2023	3	3	100
6	Corporate Social Responsibility Committee	18/04/2023	3	3	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	
								(Y/N/NA)
1	KAYARGADDI	4	4	100	1	1	100	
2	PARAG NAIK	4	4	100	0	0	0	
3	ARNOB ROY	4	4	100	4	4	100	
4	MARK ANDREWS	4	4	100	0	0	0	
5	GANAPATHY	4	4	100	0	0	0	
6	RAMAMURTHY	4	4	100	6	6	100	

**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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Parag Naik	Managing Director	7,502,640	0	0	38,632,500	0
2	Vishwakumara Kaya	Executive Director	7,502,640	0	0	142,745,215	0
	Total		15,005,280	0	0	181,377,715	0

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	Anusha	Company Secretary	348,399	0	0	0	0
	Total		348,399	0	0	0	0

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHANDRASHEKHAR	Director	0	0	0	200,000	0
2	RAMAMURTHI BHASKAR	Director	0	0	0	200,000	0
3	SANJAY NAYAK	Nominee Director	0	0	0	20,000	0
4	ARNOB ROY	Nominee Director	0	0	0	80,000	0
	Total		0	0	0	500,000	0

**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

The Company has made compliance and disclosures in respect of applicable provisions of Companies Act, 2013 during the year, except for few instances where the Company had filed an e-forms beyond due date with additional fee.

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

6

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
Saankhya Labs Private Limited	Registrar of Companies	07/07/2023	Section 117 read with Section 135 of Companies Act, 2013	60200	
Mr. Parag Naik Balwantrao	Registrar of Companies	07/07/2023	Section 117 read with Section 135 of Companies Act, 2013	60200	
Ms. Anusha, Company Secretary	Registrar of Companies	07/07/2023	Section 117 read with Section 135 of Companies Act, 2013	60200	
Saankhya Labs Private Limited	Regional Director - Mumbai	01/02/2024	Section 135 of Companies Act, 2013	1249537.6	Appeal was filed with Regional Director, Mumbai
Mr. Parag Naik Balwantrao	Regional Director - Mumbai	01/02/2024	Section 135 of Companies Act, 2013	31216.4	Appeal was filed with Regional Director, Mumbai
Ms. Anusha, Company Secretary	Regional Director - Mumbai	01/02/2024	Section 135 of Companies Act, 2013	62477.2	Appeal was filed with Regional Director, Mumbai

(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

CHENNUR DWARAKANATH

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4847

**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

DIN of the director

**To be digitally signed by**

☐ Company Secretary

☐ Company secretary in practice

Membership number

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 Attachment(s), if any

Attach

Attach

Attach

Attach

**List of attachments**

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**

**LIST OF BENEFICIARY OWNERS OF DEMATERIALISED SHARES - AS ON 31.03.2024**

Name of the Company: **Saankhya Labs Pvt. Ltd.**

ISIN No: INE0JHQ01012

Depository: NSDL & CDSL

RTA: Goldvistas Investor Services Pvt. Ltd.

<b>Sr. No</b>	<b>DP &amp; BO ID</b>	<b>Name of the Beneficial Owner</b>	<b>Dematerialised Shares</b>	<b>Depository</b>
1	IN300011-10242661	VENKANAGOUDA K PATIL	16,500	NSDL
2	IN300142-10536798	HEMANT MALLAPUR	243,962	NSDL
3	IN302902-41369824	SUNIL H R	52,230	NSDL
4	IN303028-23778595	ANINDYA SAHA	175,260	NSDL
5	IN303028-25232206	PARAG BALWANT NAIK	333,020	NSDL
6	IN303028-25331594	KAYARGADDE VISHWAKUMARA	216,425	NSDL
7	IN303028-26830222	ABDUL AZIZ	69,915	NSDL
8	IN303028-50843192	SUBRAHMANYA K S	33,995	NSDL
9	IN303028-51542566	SHRINIVAS SUBRAMANIA BHAT	12,318	NSDL
10	IN303028-53032657	VIVEK DAMODAR KIMBAHUNE	73,275	NSDL
11	IN303028-76203478	TEJAS NETWORKS LIMITED	6,251,496	NSDL
12	IN303028-78541876	SUSMIT KUMAR DATTA	9,598	NSDL
13	IN303077-10800344	SAANKHYA LABS PVT LTD ESOP TRUST	1,006,120	NSDL
14	IN303077-10802952	ONE MEDIA 3 0 LLC	1,213,707	NSDL
<b>TOTAL NUMBER OF DEMATERIALISED SHARES</b>			<b>9,707,821</b>	

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **SAANKHYA LABS PRIVATE LIMITED) (CIN: U72200KA2006PTC041339)** (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 31<sup>st</sup> March 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I 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;
  - 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
  - 3. filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, ~~the Tribunal, Court or other authorities~~ within the prescribed time except for few forms filed beyond due date with additional fee;
  - 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, 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 during the year - **Not Applicable**;
  - 6. advances / loans to its directors and/or persons or firms or companies referred in Section 185 of the Act - **Not Applicable**;



7. contracts / arrangements with related parties as specified in Section 188 of the Act, to the extent applicable, at arm's length basis;
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 – ***Not Applicable;***
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 – ***Not applicable;***
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 - ***Not Applicable;***
11. signing of audited financial statement, for the financial year ended 31<sup>st</sup> March 2024, is 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-appointment/ ~~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 – ***Not Applicable;***
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, as applicable ;
15. acceptance/ renewal/ repayment of deposits – ***Not Applicable;***
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable – ***Not 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, to the extent applicable;
18. alteration of the provisions of the Memorandum and / or Articles of Association of the Company - ***Not Applicable;***

I hereby report that:

"The Remuneration paid to Mr. Parag Naik, Managing Director & Chief Executive Officer and Mr. Vishwakumara Kayargadde, Executive Director & Chief Operating Officer of the Company for the year ended 31st March 2024 is within the limits provided under the Companies Act 2013 excepting that the cost associated with 4,10,520 Restricted Stock Units (RSUs) and 4,10,519 RSUs respectively, which were granted by holding company namely Tejas Networks Limited, should also be considered as part of the remuneration, for which approval of the shareholders of the Company was not obtained. The Company, therefore proposes to secure the approval of the shareholders of the Company at the upcoming general meeting.

The RSUs were granted based on the Shareholders Agreement executed between the Company and its shareholders with Tejas Networks Limited on March 30, 2022."

Place: Bengaluru

Date:

C. Dwarakanath  
Company Secretary in Practice  
CP No: 4847; FCS: 7723  
UDIN: \_\_\_\_\_