

FORM NO. MGT-7

[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]



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

U52390KA2013PTC178615

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAF CG1371A

(ii) (a) Name of the company

GADGETWOOD ESERVICES PRI

(b) Registered office address

Buildings Alyssa, Begonia & Clover, Embassy Tech Village, Outer Ring Road, Devarabeesanahalli Village Bellandur
Bangalore South
Bangalore
Karnataka
560102

(c) *e-mail ID of the company

regulatory@flipkart.com

(d) *Telephone number with STD code

012060012600

(e) Website

www.yaantra.com

(iii) Date of Incorporation

10/04/2013

(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	G	Trade	G2	Retail Trading	95
2	S	Personal and Household service	S2	Repair of computers and personal and household goods	5

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	RE3 TECHNOLOGIES PRIVATE L	U51909UP2019PTC132576	Subsidiary	100
2	F1 INFO SOLUTIONS & SERVICE	U72300KA2012PTC147731	Holding	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	627,500	214,716	214,716	214,716
Total amount of equity shares (in Rupees)	6,275,000	2,147,160	2,147,160	2,147,160

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	627,500	214,716	214,716	214,716
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,275,000	2,147,160	2,147,160	2,147,160

(b) Preference share capital

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

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(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			
Equity shares						
At the beginning of the year	1	214,715	214716	2,147,160	2,147,160	
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	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				0	0	
NA						
Decrease during the year	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	
NA						
At the end of the year	1	214,715	214716	2,147,160	2,147,160	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NA						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
At the end of the year	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		<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		<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
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

4,086,473,216

(ii) Net worth of the Company

-687,691,861

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)	214,716	100	0	
10.	Others NA	0	0	0	
	Total	214,716	100	0	0

Total number of shareholders (promoters)

2

(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	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)	0	0	0	
10.	Others NA	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

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

2

**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	2	2
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	2	0	2	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	2	0	2	0	0

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

4

(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)
VINAY SONI	09828125	Director	0	20/10/2023
BOSCO SANTIAGO NORONHA	07664491	Director	0	12/05/2023
ANKIT SARAF	CGVPS7725M	CFO	0	
JAYANT KUMAR JHA	AIVPJ0828Q	CEO	0	

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

5

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)
Bosco Santiago Noronha	07664491	Additional director	10/05/2022	Appointment
Sudeep Mohan	07295191	Director	16/05/2022	Cessation
Bosco Santiago Noronha	07664491	Director	28/09/2022	Change in Designation
Vinay Soni	09828125	Additional director	21/12/2022	Appointment
Punit Agarwal	08789655	Director	27/12/2022	Cessation

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

3

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	28/09/2022	2	2	100
Extra Ordinary General Meeting	22/11/2022	2	2	100
Extra Ordinary General Meeting	21/03/2023	2	2	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/06/2022	2	2	100
2	27/09/2022	2	2	100
3	29/09/2022	2	2	100
4	21/11/2022	2	2	100
5	17/03/2023	2	2	100

C. COMMITTEE MEETINGS

Number of meetings held

0

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					

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	VINAY SONI	1	1	100	0	0	0	No
2	BOSCO SANT	5	5	100	0	0	0	Not Applicable

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

0

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

2

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

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

Veena Ajay Lala

Whether associate or fellow

Associate Fellow

Certificate of practice number

20123

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. ...

11

dated

25/08/2022

(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

Digitally signed by
S S SANDEEP
Date: 2023.11.18
21:32:24 +05'30'

DIN of the director

09060212

To be digitally signed by

Digitally signed by
VEENA AJAY LALA
Date: 2023.11.18
21:38:04 +05'30'

Company Secretary

Company secretary in practice

Membership number

28005

Certificate of practice number

20123

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders as on 31st March 23_
Clarification letter on Designated Person_C
MGT 8_Gadgetwood_18th Nov 23_Final.p

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 SHAREHOLDERS OF GADGETWOOD ESERVICES PRIVATE LIMITED AS ON 31ST MARCH 2023

Sr. No.	Name of Shareholder	Registered office Address	DP ID/ Client ID or Folio number	Type of Share	Number of Shares held	Face Value per share (amount in Rs)	% of total shares
1.	F1 Info Solutions and Services Private Limited	Buildings Alyssa, Begonia & Clover, Embassy Tech Village, Outer Ring Road, Devarabeesanahalli Village, Bangalore-560103, Karnataka, India.	DP ID - IN300142 Client ID - 10783565	Equity Share	2,14,715	10/-	100
2.	* Instakart Services Private Limited	Buildings Alyssa, Begonia & Clover, Embassy Tech Village, Outer Ring Road, Devarabeesanahalli Village, Bangalore, Karnataka, 560103, India.	8	Equity Share	1	10/-	-
TOTAL					2,14,716	-	100

* F1 Info Solutions and Services Private Limited, holds the Beneficial interest in the 1 (One) equity share held by Instakart Services Private Limited.

- There are NO Debenture holders during financial year 2022-23 and as on 31st March 2023.

For Gadgetwood Eservices Private Limited

SS
Digitally signed
by S S SANDEEP
Date: 2023.11.15
16:46:46 +05'30'

Sandeep Sambhu Srithod
Director

DIN: 09060212

Address: #SA26 Sowparnika, Chandrakantha
Phase 1, Chambenahalli, Dommasandra,
Anekal, Bengaluru – 562125, Karnataka.

Date: 15th November 2023

Place: Bengaluru

Gadgetwood Eservices Private Limited

Registered office Address: Buildings Alyssa, Begonia & Clover, Embassy Tech Village, Outer Ring Road, Devarabeesanahalli Village, Bellandur, Bangalore South Bangalore-560103.

CIN No.: U52390KA2013PTC178615

Email: regulatory@flipkart.com/ Phone: +91 8037786001

Clarification letter

**Registrar of Companies- Bengaluru
E' Wing, 2nd Floor, Kendriya Sadana, Kormangala,
Bengaluru-560034, Karnataka.**

Dear Sir/Madam,

Sub: Clarification on the Designated Person - Form MGT-7

Ref: Notification issued by the Ministry of Corporate Affairs dated October 27, 2023.

In line with the notification dated October 27, 2023, we would like to inform that currently form MGT 7 is not compatible to share the details of “**designated persons**” however to comply with the regulations, we would like to clarify that the Directors of the Company shall be deemed to be the designated persons.

Kindly take the above information on record.

For Gadgetwood Eservices Private Limited

S S
SANDEEP Digitally signed by
S S SANDEEP
Date: 2023.11.17
12:44:10 +05'30'

Sandeep Sambhu Srithod

Director

DIN: 09060212

**Address: #SA26 Sowparnika,
Chandrakantha Phase 1,
Chambenahalli, Dommasandra, Anekal,
Bengaluru – 562125, Karnataka.**

Date: 17th November 2023

Place: Bengaluru

Gadgetwood Eservices Private Limited

Registered office Address: Buildings Alyssa, Begonia & Clover, Embassy Tech Village, Outer Ring Road, Devarabeesanahalli Village, Bellandur, Bangalore South Bangalore-560103.

CIN No.: U52390KA2013PTC178615

Email: regulatory@flipkart.com/ Phone: +91 8037786001

VAL & ASSOCIATES

Practicing Company Secretaries

Office Address: Office No. 124, Wework, 5th Spectrum, Mindspace, Chincholi Bunder Road, Malad, Rajan Pada, Mindspace, Malad West, Mumbai, Maharashtra 400064

veena.bajaj@valassociates.in

Mobile No. 9594939128

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 **GADGETWOOD ESERVICES PRIVATE LIMITED** (the Company) (**CIN: U52390KA2013PTC178615**) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March 2023**. In 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 there under in respect of:
 1. The Company is **Private Limited Company, Limited by Shares** pursuant to provisions of Section 2(68) of the Companies Act,2013;
 2. The Company has maintained the required registers/records as per the provision the Act and rules made thereunder and as and when required the entries therein have been duly recorded within the time prescribed;
 3. Filing of forms and returns with the Registrar of Companies. During the year the Company has shifted its registered office from the State of Uttar Pradesh to the State of Karnataka. Hence, the Company filed an application before the Regional Director, Northern Region. The Company obtained Certificate of Registration of Regional Director order for change of State with Corporate Identity Number: U52390KA2013PTC178615 dated 14th September, 2023. The current registered address is Buildings Alyssa, Begonia & Clover, Embassy Tech Village, Outer Ring Road, Devarabeesanahalli Village, Bellandur, Bangalore South, Bangalore - 560103, Karnataka, India;
 4. Calling, convening and holding the meetings of Board of Directors and the Meeting 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 have been properly recorded in minute books/registers maintained for the purpose and the same have been signed. The Company has not passed any resolution through postal ballot;
 5. The Company was not required to close its Register of Members during the period, hence provisions thereto not applicable;
 6. The Company has not given any advances/loans to its Directors and/or persons or firms or Companies as per Section 185 of the Companies Act, 2013;



VAL & ASSOCIATES

Practicing Company Secretaries

Office Address: Office No. 124, Wework, 5th Spectrum, Mindspace, Chincholi Bunder Road, Malad, Rajan Pada, Mindspace, Malad West, Mumbai, Maharashtra 400064

veena.bajaj@valassociates.in

Mobile No. 9594939128

7. The Company has entered into transactions with the related parties as per section 188 of the Act at arm's length price as per financials of the Company as on 31st March, 2023 which are in compliance with the Companies Act, 2013 and the rules made thereunder;
8. There were no instance of 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 of the company during the year;
9. The Company was not required to keep in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company has not declared dividend and the Company was not required to transfer any amount of unpaid during the period under review and unclaimed dividend and other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. The Company has complied with provision of signing of Audited Financial Statement as per the provisions of section 134 of the Act and report of Directors' as per sub section (3), (4) and (5) of the Section 134 of the Act;
12. In respect of constitution/appointment/disclosures of Directors, Key managerial personnel and the remuneration paid to them – During the period in review there have been resignation and appointment of directors of the Companies in compliances with the provisions of the Companies Act, 2013;
13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act – During the period in review the existing statutory auditors namely M/s Walker Chandio & Co. LLP, Chartered Accountants (FRN 001076N/N500013) had resigned from the office effective 9th March, 2023 causing casual vacancy in the office of Statutory Auditors. Further, M/s S. R. Batliboi & Associates, LLP (FRN 101049W/E300004) were appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s Walker Chandio & Co. LLP;
14. The Company was not required to obtain approvals from the Central Government, Tribunal, Regional Director, Registrar or Court or such other authorities under the various provisions of the Act, except for shifting of registered office of the Company from the State of Uttar Pradesh to the State of Karnataka;
15. Acceptance/Renewal/Repayment of Deposits - Not applicable as there were no such instances during the year under review;
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 as there were no such instances during the year under review;



VAL & ASSOCIATES

Practicing Company Secretaries

Office Address: Office No. 124, Wework, 5th Spectrum, Mindspace, Chincholi Bunder Road, Malad, Rajan Pada, Mindspace, Malad West, Mumbai, Maharashtra 400064

veena.bajaj@valassociates.in

Mobile No. 9594939128

17. The Company has not made any investment in or given any loans or provided any guarantees or provided any securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; However, during the period in review the Company did give loan to its subsidiary company namely RE3 Technologies Private Limited;

18. During the period in review, the Company had altered the Memorandum of Association and the Articles of Association to incorporate the change in registered office of the Company from the State of Uttar Pradesh to the State of Karnataka with due compliances of obtaining shareholders' approval at the Extra ordinary general meeting dated 22nd November, 2022 of the Company and in compliances with the provisions of Companies Act, 2013.



Name: Veena Ajay Lala
Practicing Company Secretary

CP No. 20123

ACS NO. 28005

UDIN: A028005E001913845

Date: 18th NOVEMBER, 2023

Place: Mumbai



18th November 2023