

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)

L30007KA1991PLC039702

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	MINDTECK (INDIA) LIMITED	MINDTECK (INDIA) LIMITED
Registered office address	A.M.R. Tech Park, Block 1, 3rd Floor, No. 664, 23/24, Hosur Main Road, Bommana,halli,NA,Bangalore,Bangalore,Karnataka,India,560068	A.M.R. Tech Park, Block 1, 3rd Floor, No. 664, 23/24, Hosur Main Road, Bommana,halli,NA,Bangalore,Bangalore,Karnataka,India,560068
Latitude details	12.900124	12.900124
Longitude details	77.631484	77.631484

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

Registered office Photos.pdf

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

AA*****2Q

(c) *e-mail ID of the company

*****a.raja@mindteck.com

(d) *Telephone number with STD code

08*****00

(e) Website

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

25/07/1991

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

(Private company/Public Company/One Person Company)

Public company

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

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

Company limited by shares

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

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

Indian Non-Government company

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

Yes

No

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

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

1

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

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

Yes

No

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

08/08/2025

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

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

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

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

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

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

10

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		OC98004605	Embtech Holdings Limited	Holding	64.36
2		100683427	Mindteck, Inc.	Subsidiary	100
3		49063	Mindteck Middle East Ltd WLL	Subsidiary	100
4		718964	Mindteck Software Malaysia SDN. BHD.	Subsidiary	100
5		199904845D	Mindteck Singapore Pte. Ltd.	Subsidiary	100
6		3051828	Mindteck (UK) Limited	Subsidiary	100

7		494087	Chendle Holdings Limited	Subsidiary	100
8		HRB 82178	Mindteck Germany GmbH	Subsidiary	100
9		CS201604851	Mindteck Solutions Philippines	Subsidiary	99.99
10		1057627-1	Mindteck Canada, Inc.	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	35000000.00	31912221.00	31912221.00	31912221.00
Total amount of equity shares (in rupees)	350000000.00	319122210.00	319122210.00	319122210.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	35000000	31912221	31912221	31912221
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	350000000.00	319122210.00	319122210	319122210

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	500000.00	0.00	0.00	0.00

Total amount of preference shares (in rupees)	50000000.00	0.00	0.00	0.00
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference				
Number of preference shares	500000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	50000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	66494	25280282	25346776.00	253467760	253467760	
Increase during the year	0.00	6572252.00	6572252.00	65722520.00	65722520.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	6369611	6369611.00	63696110	63696110	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	195834	195834.00	1958340	1958340	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
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" value="Physical shares dematerialised"/>		6807		68070	68070	
Decrease during the year	6807.00	0.00	6807.00	68070.00	68070.00	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" value="Physical shares dematerialised"/>	6807	0	6807.00	68070	68070	
At the end of the year	59687.00	31852534.00	31912221.00	319122210.00	319122210.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE110B01017

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

0

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

iv Debentures (Outstanding as at the end of financial year)
(a) Non-convertible debentures

*Number of classes

0

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

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year

Total				

(b) Partly convertible debentures

*Number of classes

0

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

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

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

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

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

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

i *Turnover

1550919770

ii * Net worth of the Company

1769277209

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	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	20539505	64.36	0	0.00
10	Others <input type="text"/>				
	Total	20539505.00	64.36	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	6092866	19.09	0	0.00
	(ii) Non-resident Indian (NRI)	679414	2.13	0	0.00

	(iii) Foreign national (other than NRI)	122978	0.39	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)	2899320	9.09	0	0.00
10	Others	1578138	4.95	0	0.00
	FPI, IEPF & others				
	Total	11372716.00	35.65	0.00	0

Total number of shareholders (other than promoters)

32291

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

32292.00

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

Sl.No	Category	
1	Individual - Female	6508
2	Individual - Male	15389
3	Individual - Transgender	0
4	Other than individuals	10395
	Total	32292.00

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	1	1
Members (other than promoters)	22245	32291
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	1	7	1	6	2.19	16.28
i Non-Independent	1	3	1	2	2.19	16.28
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0

v Others						
Total	1	7	1	6	2.19	16.28

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

9

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)
SATHYA RAJA GOPAL	BBAPG8630C	Company Secretary	3	
SANTOSH KALLI NANDIYATH	AISPR3850P	CFO	12	
YUSUF LANEWALA	01770426	Director	51961	
KEYURI SINGH	09379699	Director	0	
SUBRAMANIAM GUHAN	00131687	Director	0	
MEENAZ DHANANI	06705048	Director	0	
SATISH MENON KUMAR	00114149	Director	0	
SUBHASH BHUSHAN DHAR	03603891	Director	0	
ANAND BALAKRISHNAN .	05311032	Managing Director	7000	26/05/2025

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)
KEYURI SINGH	09379699	Director	09/08/2024	Change in designation
JAGDISH DAYAL MALKANI	00326173	Director	13/08/2024	Cessation
MAGADI SAMPATHKUMAR SHARMA RAMACHANDRA	ALBPR5865L	CFO	23/08/2024	Cessation
SANTOSH KALLI NANDIYATH	AISPR3850P	CFO	24/08/2024	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/08/2024	28658	52	74.27

B BOARD MEETINGS

*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2024	8	8	100
2	08/08/2024	8	8	100
3	12/11/2024	7	7	100
4	05/02/2025	7	7	100

C COMMITTEE MEETINGS

Number of meetings held

10

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	17/05/2024	6	6	100
2	Audit Committee	08/08/2024	6	6	100

3	Audit Committee	12/11/2024	5	5	100
4	Audit Committee	05/02/2025	5	5	100
5	Nomination & Remuneration Committee	17/05/2024	6	6	100
6	Nomination & Remuneration Committee	08/08/2024	6	6	100
7	Nomination & Remuneration Committee	12/11/2024	5	5	100
8	Nomination & Remuneration Committee	05/02/2025	5	5	100
9	Stakeholders Relationship Committee	05/02/2025	4	4	100
10	CSR Committee	12/11/2024	3	3	100

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	
								08/08/2025 (Y/N/NA)
1	ANAND BALAKRISHNAN	4	4	100	1	1	100	Not applicable
2	YUSUF LANEWALA	4	4	100	10	10	100	Yes
3	SUBRAMANIAM GUHAN	4	4	100	9	9	100	Yes
4	MEENAZ DHANANI	4	4	100	1	1	100	Yes
5	SATISH MENON KUMAR	4	4	100	9	9	100	Yes
6	SUBHASH BHUSHAN DHAR	4	4	100	9	9	100	Yes
7	KEYURI SINGH	4	4	100	8	8	100	Yes

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

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ANAND BALAKRISHNAN	Managing Director	43677153	0	123334	0	43800487.00
	Total		43677153.00	0.00	123334.00	0.00	43800487.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SATHYA RAJA GOPAL	Company Secretary	3548052	0	62500	0	3610552.00
2	SANTOSH KALLI NANDIYATH	CFO	4181446	0	50000	0	4231446.00
	Total		7729498.00	0.00	112500.00	0.00	7841998.00

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

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	YUSUF LANEWALA	Director	0	415000	0	1200000	1615000.00
2	KEYURI SINGH	Director	0	415000	0	1200000	1615000.00
3	SUBRAMANIAM GUHAN	Director	0	415000	0	1200000	1615000.00
4	JAGDISH DAYAL MALKANI	Director	0	415000	0	600000	1015000.00
5	SATISH MENON KUMAR	Director	0	415000	0	1200000	1615000.00
6	SUBHASH BHUSHAN DHAR	Director	0	415000	0	1200000	1615000.00
	Total		0.00	2490000.00	0.00	6600000. 00	9090000.00

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

32292

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

MGT-8 2025 Mindtech.pdf
Remuneration of Directors and
Key Managerial Personnel.pdf
Clarification Letter.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 MINDTECK (INDIA)
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

GOPALAKRISHNARAJ H H

Date (DD/MM/YYYY)

23/09/2025

Place

BANGALORE

Whether associate or fellow:

Associate Fellow

Certificate of practice number

4*5*

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

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

50874

*(b) Name of the Designated Person

SATHYA RAJA GOPAL

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))

Director

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

0*7*0*2*

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

5*8*4

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)

AB7243908

eForm filing date (DD/MM/YYYY)

24/09/2025

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



Mindteck (India) Limited

(CIN: L30007KA1991PLC039702)

Regd. Office: AMR Tech Park, Block 1, 3rd Floor
#664, 23/24, Hosur Main Road
Bommanahalli, Bengaluru - 560068. India

Tel: +91 80 4154 8000/4154 8300

Fax: +91 80 41125813

www.mindteck.com

To whomsoever it may concern

In the point B of VI in the Form MGT-7, under the heading Breakup of total number of shareholders (Promoters + Other than promoters), since the gender of some of the shareholders are not disclosed, we have combined their count along with "Other than individuals".

Further, in the attachment, 'Details of shareholder or debenture holder', for the shareholders, whose PAN is not updated, we have provided DP ID/Client ID as the 'Other Registration Number'.

Kindly consider the above clarification and take on record.

For **Mindteck India Limited**



Sathya Raja G.

AVP, Legal and Company Secretary

Form No. MGT-8

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

Certificate by a Company Secretary in Practice

We have examined the registers, records and books and papers of Mindteck (India) Limited (the Company) holding CIN: L30007KA1991PLC039702, having its registered office at AMR Tech Park, Block 1, 3rd Floor, No. 664, 23/24, Hosur Road, Bommanahalli, Bengaluru - 560068, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31/03/2025.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made 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 and wherever applicable with additional fees;
 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;
 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; - *there was no such instance.*
 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; - *there was no such instance except (i) issue and allotment of shares under ESOP Scheme, transfer and transmission of shares and (ii) Issuance of Bonus Shares.*
 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; - *there was no such instance.*

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; - *there was no such instance.*
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; - *there was no such instance.*
15. acceptance/ renewal/ repayment of deposits; - *there was no such instance.*
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 guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; - *there was no such instance.*
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; - *The Memorandum of Association was altered consequent to increase in Authorised Share Capital and there was no change in Articles of Association.*

For Gopalakrishnaraj H H & Associates

Company Secretaries

GOPALAKRISHNAR
AJ HARIAPPANA
HARIAPPABHAT

Digitally signed by
GOPALAKRISHNARAJ
HARIAPPANA HARIAPPABHAT
Date: 2025.09.24 16:52:04
+05'30'

Gopalakrishnaraj H H

Proprietor

FCS: 5654; CP: 4152

Firm No: S2010KR129900

PR: 7113/2025

UDIN: F005654G001328415

Place: Bengaluru

Date: 24/09/2025



Latitude: 12.900124
Longitude: 77.631484
Elevation: 883.98±11.23 m
Accuracy: 14.25 m
Time: 23-09-2025 15:12:47

Mindteck

ಮೈಂಡ್‌ಟೆಕ್ (ಇಂಡಿಯಾ) ಲಿಮಿಟೆಡ್
Mindteck (India) Limited

(CIN: L30007KA1991PLC039702)
(GST: 29AAACH1072Q2Z7)

Registered Office:

AMR Tech Park, Block-1, 3rd Floor,
#664, 23/24, Hosur Main Road
Bommanahalli, Bengaluru - 560068

Latitude: 12.900048
Longitude: 77.631074
Elevation: 901.82±17.03 m
Accuracy: 19.91 m
Time: 23-09-2025 15:09:22

NoteCam @ iOS

In the point X of Form MGT-7, the Stock Options are added to the total amount treating the stock options as an amount, ideally it should not be added to the total amount as the stock options are the options given to the Director and KMP which is not the amount to be mentioned in the total amount.

Hence, the details of remuneration, excluding stock options in the total amount is shown as under:

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered- 1

(ONE)

(Amount in Rs.)

Sl. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat Equity	Others	Total Amount
1	ANAND BALAKRISHNAN	MANAGING DIRECTOR AND CEO	4,36,77,153	0	1,23,334 options	0	4,36,77,153
	TOTAL		4,36,77,153	0	1,23,334 options	0	4,36,77,153

Number of CEO, CFO and Company Secretary whose remuneration details to be entered-2 (TWO) (Amount in Rs.)

Sl. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat Equity	Others	Total Amount
1	SATHYA RAJA GOPAL	COMPANY SECRETARY	35,48,052	0	62,500	0	35,48,052
2	SANTOSH KALLI NANDIYATH	CFO	41,81,446	0	50,000	0	41,81,446
	TOTAL		77,29,498	0	NIL	0	77,29,498

Number of other directors whose remuneration details to be entered - 6 (SIX)

(Amount in Rs.)

Sl. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat Equity	Others	Total Amount
1	Yusuf Lanewala	Non-Executive Director	0	415,000	0	1,200,000	1,615,000
2	Keyuri Singh	Non-Executive Director	0	415,000	0	1,200,000	1,615,000
3	Guhan Subramaniam	Independent Director	0	415,000	0	1,200,000	1,615,000
4	Jagdish Dayal Malkani	Independent Director	0	415,000	0	600,000	1,015,000
5	Satish Menon	Independent Director	0	415,000	0	1,200,000	1,615,000
6	Subhash Bhushan Dhar	Independent Director	0	415,000	0	1,200,000	1,615,000
	TOTAL		0	2,490,000	0	6,600,000	9,090,000

*Remuneration to Mr. Meenaz Dhanani is paid by the wholly-owned subsidiary Mindteck, Inc., USA.

For Mindteck India Limited

Sathya Raja G.

AVP, Legal and Company Secretary

