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: U72200KA2015PTC079218 **Pre-fill**

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAFCT2747K

(ii) (a) Name of the company: THOUCENTRIC TECHNOLOGY P

(b) Registered office address

The HIVE, VR Bengaluru, Unit No. 03, 4th Floor, No.11-B, S
y No-40/9, Devasandra Industri al Area, NA
KR Puram Hobli
Bangalore
Karnataka
560048

(c) *e-mail ID of the company: AR******************IC.COM

(d) *Telephone number with STD code: 98******65

(e) Website: https://thoucentric.com/

(iii) Date of Incorporation: 11/03/2015

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Private Company	Company limited by shares	Subsidiary of Foreign 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 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*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	J8	Other information & communication service activities	100

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

*No. of Companies for which information is to be given 7 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	M/s Thoucentric Inc. United Sta		Subsidiary	100
2	M/s Thoucentric Limited, Unite		Subsidiary	100
3	M/s Thoucentric Pty. Ltd. Austr		Subsidiary	100
4	M/s Thoucentric Pte. Ltd, Singa		Subsidiary	100
5	THOUCENTRIC LABS PRIVATE L	U72900KA2020PTC140946	Subsidiary	99.77
6	Xoriant Corporation		Holding	100
7	M/s Thoucentric B.V. Netherlan		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	1,450,000	1,340,033	1,340,033	1,340,033
Total amount of equity shares (in Rupees)	14,500,000	13,400,330	13,400,330	13,400,330

Number of classes 1

Class of Shares Equity Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,450,000	1,340,033	1,340,033	1,340,033
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	14,500,000	13,400,330	13,400,330	13,400,330

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	1,188,517	0	1188517	11,885,170	11,885,170	

Increase during the year	151,516	0	151516	1,515,160	1,515,160	178,534,060
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	151,516	0	151516	1,515,160	1,515,160	178,534,060
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 NIL				0	0	
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 NIL				0	0	
At the end of the year	1,340,033	0	1340033	13,400,330	13,400,330	
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 NIL				0	0	
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 NIL				0	0	
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			
Date of registration of transfer (Date Month Year)	10/08/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	285,876	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor	02		
Transferor's Name	Kotnis	Yuvraj	Neelakshi
	Surname	middle name	first name
Ledger Folio of Transferee	28		
Transferee's Name			Xoriant Corporation
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/08/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	103,750	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	3		
Transferor's Name	Jadhav	Kashinath	Pradeep
	Surname	middle name	first name
Ledger Folio of Transferee	28		
Transferee's Name			Xoriant Corporation
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/08/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	41,250	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor	06		
Transferor's Name	Kumar L		Bharat
	Surname	middle name	first name
Ledger Folio of Transferee	28		
Transferee's Name			Xoriant Corporation
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/08/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	35,000	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	07		
Transferor's Name	Garg	Kumar	Manish
	Surname	middle name	first name
Ledger Folio of Transferee	28		
Transferee's Name			Xoriant Corporation
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/08/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	40,000	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor	8		
Transferor's Name	Rathinam	Babu	Ashok
	Surname	middle name	first name
Ledger Folio of Transferee	28		
Transferee's Name			Xoriant Corporation
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/08/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	35,000	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	9		
Transferor's Name	Sampathirao		Sridhar
	Surname	middle name	first name
Ledger Folio of Transferee	28		
Transferee's Name			Xoriant Corporation
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/08/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	9,900	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor	11		
Transferor's Name	Kumar		Prince
	Surname	middle name	first name
Ledger Folio of Transferee	28		
Transferee's Name			Xoriant Corporation
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/08/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	20,000	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	12		
Transferor's Name	M S		Ajaykumar
	Surname	middle name	first name
Ledger Folio of Transferee	28		
Transferee's Name			Xoriant Corporation
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	10/08/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	17,500	Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor	15		
Transferor's Name	Roy	Shankar	Siddhartha
	Surname	middle name	first name
Ledger Folio of Transferee	28		
Transferee's Name			Xoriant Corporation
	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 1,314,541,000

(ii) Net worth of the Company 399,819,000

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)	1,340,033	100	0	
10.	Others NIL	0	0	0	
	Total	1,340,033	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 NIL	0	0	0	
	Total	0	0	0	0

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)	16	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**	2	0	0	0	0	0
B. Non-Promoter	3	0	0	2	0	0
(i) Non-Independent	3	0	0	2	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	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	0	0	2	0	0
Total	5	0	0	4	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)
ARCHI BAGCHI	03561456	Director	0	
NEELAKSHI KOTNIS	03561457	Director	0	
ABHIJIT ASHOK DEOK	10478786	Nominee director	0	
NITHIN VELLORE JAG	07740111	Nominee director	0	06/05/2024

(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)
Manish Kumar Garg	09293519	Director	10/08/2023	Cessation
Pradeep Kashinath J	09247715	Director	10/08/2023	Cessation
Sridhar Sampathirao	09248657	Director	27/11/2023	Cessation
Abhijit Ashok Deoku	10478786	Nominee director	19/02/2024	Appointment
Nithin Vellore Jagan	07740111	Nominee director	15/11/2023	Appointment

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

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

Number of meetings held 4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	29/09/2023	2	2	100
EXTRAORDINARY GENER	10/08/2023	2	2	100
EXTRAORDINARY GENER	15/11/2023	2	2	100
EXTRAORDINARY GENER	19/02/2024	2	2	100

B. BOARD MEETINGS

*Number of meetings held 14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/06/2023	5	3	60
2	23/06/2023	5	5	100
3	13/07/2023	5	5	100
4	02/08/2023	5	5	100
5	10/08/2023	3	3	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	01/09/2023	3	2	66.67
7	06/09/2023	3	2	66.67
8	08/09/2023	3	2	66.67
9	29/09/2023	3	2	66.67
10	20/10/2023	3	2	66.67
11	09/11/2023	3	2	66.67
12	19/12/2023	3	2	66.67

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 30/09/2024 (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	
1	ARCHI BAGC	14	13	92.86	0	0	0	No
2	NEELAKSHI K	14	13	92.86	0	0	0	No
3	ABHIJIT ASHO	1	0	0	0	0	0	No
4	NITHIN VELLO	3	0	0	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 5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Archi Bagchi	Director	144,000	0	0	0	144,000
2	Neelakshi Kotnis	Director	144,000	0	0	0	144,000
3	Pradeep Jadhav	Director	6,653,000	0	0	0	6,653,000
4	Sridhar Sampathirao	Director	5,472,000	0	0	0	5,472,000
5	Manish Kumar Garg	Director	6,596,000	0	0	0	6,596,000
	Total		19,009,000	0	0	0	19,009,000

Number of CEO, CFO and Company secretary 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 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: J Bhavana Chakragiri

Whether associate or fellow: ◉ Associate ◯ Fellow

Certificate of practice number: 12372

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. .. 10 dated 30/09/2024 (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 compiled 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: NEELAKSHI KOTNIS Digitally signed by NEELAKSHI KOTNIS Date: 2024.11.28 19:23:00 +05'30'

DIN of the director: 0*5*1*5*

To be digitally signed by

◯ Company Secretary

◉ Company secretary in practice

Membership number 2*1*9

Certificate of practice number 1*3*2

Attachments

List of attachments

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

MGT-8.pdf

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