

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]



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

U72200TN1999PTC042263

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACI6333F

(ii) (a) Name of the company

INDIUM SOFTWARE (INDIA) PR

(b) Registered office address

GANESHCHAMBERS,NO.64,OLDNO.143,TEYNAMPET NA
CHENNAI
Tamil Nadu
600018
India

(c) *e-mail ID of the company

accounts.helpdesk@indiumsoft

(d) *Telephone number with STD code

04466069330

(e) Website

www.indiumsoft.com

(iii) Date of Incorporation

12/04/1999

(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

(f) Specify the reasons for not holding the same

THE AGM WILL BE HELD ON WEDNESDAY, 14TH AUGUST 2024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SUNDRI B.V.		Holding	75.91
2	INDIUM SOFTWARE INC		Subsidiary	100
3	INDIUM SOFTWARE PTE LTD		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	23,270,000	16,153,932	16,153,932	16,153,932
Total amount of equity shares (in Rupees)	23,270,000	16,153,932	16,153,932	16,153,932

Number of classes

2

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS A EQUITY SHARES WITH VOTING RIGHT				
Number of equity shares	22,900,000	16,153,932	16,153,932	16,153,932
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	22,900,000	16,153,932	16,153,932	16,153,932
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS B EQUITY SHARES WITH DIFFERENTIAL				
Number of equity shares	370,000	0	0	0
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	370,000	0	0	0

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	210,000	0	0	0
Total amount of preference shares (in rupees)	2,100,000	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	210,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2,100,000	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	14,215,782	14215782	14,215,782	14,215,782	

Increase during the year	0	1,938,150	1938150	1,938,150	1,938,150	0
i. Pubic 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	1,938,150	1938150	1,938,150	1,938,150	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify NA				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 NA				0	0	
At the end of the year	0	16,153,932	16153932	16,153,932	16,153,932	
Preference shares						
At the beginning of the year	0	193,815	193815	1,938,150	1,938,150	
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 NA				0	0	
Decrease during the year	0	0	0	1,938,150	1,938,150	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				1,938,150	1,938,150	
Conversion of preference shares to CLASS A Equity Shares						
At the end of the year	0	193,815	193815	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		15/09/2023	
Date of registration of transfer (Date Month Year)		18/12/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	5

Ledger Folio of Transferor		INS0000024	
Transferor's Name	KAKANI SARATH	CHANDRA	REDDY
	Surname	middle name	first name
Ledger Folio of Transferee		INS0000021	
Transferee's Name	IRIS	REALTY	LLP
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		18/12/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	5
Ledger Folio of Transferor		INS0000022	
Transferor's Name	AJIT	ABRAHAM	ISSAC
	Surname	middle name	first name
Ledger Folio of Transferee		INS0000021	
Transferee's Name	IRIS	REALTY	LLP
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		18/12/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	5

Ledger Folio of Transferor		INS0000023	
Transferor's Name	KRISHNA	MURTHY	NARENDRANATH
	Surname	middle name	first name
Ledger Folio of Transferee		INS0000021	
Transferee's Name	IRIS	REALTY	LLP
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		18/12/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	5
Ledger Folio of Transferor		INS0000025	
Transferor's Name	TIRUVALLUR	ECHAMBADI	GOVINDARAJAN
	Surname	middle name	first name
Ledger Folio of Transferee		INS0000021	
Transferee's Name	IRIS	REALTY	LLP
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		12/01/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	8,994,121	Amount per Share/ Debenture/Unit (in Rs.)	951

Ledger Folio of Transferor		INS0000021	
Transferor's Name	IRIS	REALTY	LLP
	Surname	middle name	first name
Ledger Folio of Transferee		INS0000027	
Transferee's Name			SUNDRI B.V.
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		12/01/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1,657,903	Amount per Share/ Debenture/Unit (in Rs.)	951
Ledger Folio of Transferor		INS0000005	
Transferor's Name	SUKUMAR		RAMCHANDER
	Surname	middle name	first name
Ledger Folio of Transferee		INS0000027	
Transferee's Name			SUNDRI B.V.
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		12/01/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	817,593	Amount per Share/ Debenture/Unit (in Rs.)	951

Ledger Folio of Transferor		INS0000004	
Transferor's Name	BALAJI		VIJAYSHANKAR
	Surname	middle name	first name
Ledger Folio of Transferee		INS0000027	
Transferee's Name			SUNDRI B.V.
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		12/01/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	792,981	Amount per Share/ Debenture/Unit (in Rs.)	951
Ledger Folio of Transferor		INS0000026	
Transferor's Name	CATALINCS	PARTNERS	LLP
	Surname	middle name	first name
Ledger Folio of Transferee		INS0000027	
Transferee's Name	SUNDRI B.V.		
	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

Particulars	Number of units	Nominal value per unit	Total value
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

3,940,883,206

(ii) Net worth of the Company

1,103,601,932

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)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(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	2,746,165	17	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)	13,407,767	83	0	
10.	Others	0	0	0	
	Total	16,153,932	100	0	0

Total number of shareholders (other than promoters)

4

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

4

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	0
Members (other than promoters)	6	4
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	1	1	0	0	0	0
B. Non-Promoter	0	2	1	3	13.94	3.06
(i) Non-Independent	0	2	1	3	13.94	3.06
(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	1	3	1	3	13.94	3.06

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)
RAMCHANDER SUKU	00266298	Whole-time director	2,251,580	
VIJAYSHANKAR BALA	01680470	Director	494,585	
HARI GOPALAKRISHN	03289463	Director	0	
VIJAI MUKUND KUMA	09591674	Director	0	

(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	Nature of change (Appointment/ Change in designation/ Cessation)
HARI GOPALAKRIS	03289463	Director	12/01/2024	APPOINTMENT
VIJAI MUKUND KUM	09591674	Director	12/01/2024	APPOINTMENT
SARATH CHANDRA	00035425	Director	12/01/2024	CESSATION
PANKAJ VAISH	00367424	Director	12/01/2024	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

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	15/09/2023	7	5	99.99
EXTRA ORDINARY GENE	25/10/2023	7	6	100
EXTRA ORDINARY GENE	08/01/2024	4	4	100
EXTRA ORDINARY GENE	12/01/2024	4	4	100

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/06/2023	4	4	100
2	28/09/2023	4	4	100
3	18/12/2023	4	4	100
4	20/12/2023	4	4	100
5	21/12/2023	4	4	100
6	06/01/2024	4	4	100
7	12/01/2024	4	4	100
8	11/03/2024	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

1

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	CSR COMMITTEE	27/06/2023	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	RAMCHANDER	8	8	100	1	1	100	
2	VIJAYSHANKAR	8	8	100	1	1	100	
3	HARI GOPAL	1	1	100	0	0	0	
4	VIJAI MUKUND	1	1	100	0	0	0	

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S. RAMCHANDER	WHOLE-TIME DIRECTOR	5,592,000	0	0	3,408,000	9,000,000
	Total		5,592,000	0	0	3,408,000	9,000,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	B. VIJAYSHANKAR	DIRECTOR	0	0	0	4,787,000	4,787,000
2	PANKAJ VAISH	DIRECTOR	0	0	0	2,850,000	2,850,000
	Total		0	0	0	7,637,000	7,637,000

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

K MADHUSOOTHANAN

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6974

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. ..

XX

dated

16/05/2024

(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 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

01680470

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 Attachement(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