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: U74999DL2012PTC229915 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAQCS8336N

(ii) (a) Name of the company: SPICE CONNECT PRIVATE LIMIT

(b) Registered office address

922, 6th floor, DLF Tower A,
Jasola District Centre
New Delhi
South Delhi
Delhi
110025

(c) *e-mail ID of the company: spiceconnect@spiceglobal.cor

(d) *Telephone number with STD code: 01203355131

(e) Website:

(iii) Date of Incorporation: 12/01/2012

(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

(DD/MM/YYYY)

(vii) *Financial year From date 01/04/2021

(viii) *Whether Annual general meeting (AGM) held

(a) If yes, date of AGM 29/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group		% of turnover of the company
1	M	Professional, Scientific and Technical		100

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		% of shares held
1	SMART GLOBAL CORPORATE H	U64202DL20[illegible]		100
2	S Global Innovation Centre Pvt			100
3	OMNIA EDUCATION PRIVATE L	U7330[illegible]		[illegible]1.87
4	WALL STREET FINANCE LIMITE	L9999[illegible]		62.43
5	KIMAAN EXPORTS PRIVATE LI	U51511DL20[illegible]		100
6	NEW SPICE SALES AND SOLUT	U322[illegible]		100
7	CELLUCOM RETAIL INDIA PRIV	U322[illegible]		100
8	SPICE MONEY LIMITED	U72900DL20[illegible]		96.83
9	Singlestop Evaluation Private			67.4
10	DIGISPICE TECHNOLOGIES LIM	L72[illegible]		[illegible]3.37

11	E-ARTH TRAVEL SOLUTIONS PF	U63000DL2020PTC364122	Subsidiary	66.67
12	Vikasni Fintech Private Limited	U72900DL2021PTC389776	Subsidiary	51
13	HINDUSTAN RETAIL PRIVATE L	U52100UP2009PTC335758	Subsidiary	100
14	S Mobility (HK) Limited		Subsidiary	100
15	S Global Services Pte Ltd		Subsidiary	100
16	DIGISpice Nepal Private Limite		Subsidiary	100
17	Beoworld SDN BDH		Subsidiary	100
18	Fast Track IT Solutions Ltd		Subsidiary	70
19	PT Spice Digital Indonesia		Subsidiary	100
20	Omnia Pte. Ltd		Subsidiary	100
21	S Mobility Pte. Ltd		Subsidiary	100
22	Spice Vas (Africa) Pte Ltd		Subsidiary	80
23	DIGISpice Nigeria Limited		Subsidiary	100
24	Spice VAS Kenya Limited		Subsidiary	100
25	DIGISpice Uganda Limited		Subsidiary	75
26	DIGISpice Ghana Limited		Subsidiary	70
27	DIGISpice Zambia Limited		Subsidiary	100
28	DIGISpice Tanzania Limited		Subsidiary	100
29	Spice VAS RDC		Subsidiary	100
30	Spice Digital (Bangladesh) Ltd		Subsidiary	100
31	Spice Digital FZCO		Subsidiary	100
32	SUNSTONE LEARNING PRIVATE		Associate	41.61
33	DiGiBie Technologies Limited		Associate	27.96
34	CREATIVE FUNCTIONAPPS LAB		Associate	26

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital		
Total number of equity shares	1,050,000,0[illegible]	384	
Total amount of equity shares (in Rupees)	10,500,000,0[illegible]	840	0

Number of classes

Class of Shares			Paid up capital
Number of equity shares	[illegible]		1,047,181,884
Nominal value per share (in rupees)			
Total amount of equity shares (in rupees)		0	[illegible]471,818,840

(b) Preference share capital

Particulars	Authorised capital	
Total number of preference shares	0	0
Total amount of preference shares (in rupees)	0	0

Number of classes

Class of shares		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	
Total amount of unclassified shares	

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

Class of shares				Total paid-up amount	Total premium
Equity shares	Physical				
At the beginning of the year	1,047,181,[illegible]	0	[illegible]	[illegible]71,818	

Increase during the year						
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	0	0	0	0
Decrease during the year						
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	0	0	0	0
At the end of the year	1,047,181,8	0	1047181884	10,471,818	10,471,818	
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						
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
iii. Reduction of share capital	0	0		0	0
iv. Others, specify					
At the end of the year	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)

Class of shares			(ii)
Before split / Consolidation	Number of shares		
	Face value per share		
After split / Consolidation	Number of shares		
	Face value per share		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

[Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

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

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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			

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)

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 [illegible]

(ii) Net worth of the Company [illegible]

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)	1,047,181,878	100	0	
10.	Others	0	0	0	
	Total	1,047,181,878	100	0	0

Total number of shareholders (promoters) 7

(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	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters) [illegible]

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

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	1	1
Members (other than promoters)	6	6
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	0	1	0	0	0
B. Non-Promoter	2	0	2	0	0	0
(i) Non-Independent	2	0	2	0	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	3	0	3	0	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)
DILIP KUMAR MODI	00029062	Whole-time directo	0	
SUBRAMANIAN MURA	00041261	Whole-time directo	0	
SURESH KUMAR JAIN	01306010	Director	0	
RUCHI MEHTA	BBFPS2867C	Company Secretar	0	14/04/2022

(ii) Particulars of change in director(s) and Key managerial personnel during the year 0

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)

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

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

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/11/2021	7	2	100

B. BOARD MEETINGS

*Number of meetings held 4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/06/2021	3	3	100
2	30/08/2021	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
3	03/11/2021	3	3	100
4	10/02/2022	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

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	30/09/2022 (Y/N/NA)
1	DILIP KUMAR	4	4	100	0	0	0	Yes
2	SUBRAMANIA	4	4	100	0	0	0	No
3	SURESH KUI	4	4	100	0	0	0	Yes

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: 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DILIP KUMAR	Executive Direct	10,039,596	0	0	0	10,039,596
2	SUBRAMANIAN M	Executive Direct	19,089,149	0	0	0	19,089,149
3	SURESH KUMAR J	Executive Direct	10,646,594	0	0	0	10,646,594
	Total		39,775,339	0	0	0	39,775,339

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RUCHI MEHTA	Company Secre	2,874,862	0	0	0	2,874,862
	Total		2,874,862	0	0	0	2,874,862

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: JYOTI MANCHANDA

Whether associate or fellow: (●) Associate ( ) Fellow

Certificate of practice number: 15815

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. .. 44 dated 19/09/2022 (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 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

DIN of the director: 01308019

To be digitally signed by

( ) Company Secretary

(●) Company secretary in practice

Membership number: 25152

Certificate of practice number: 15816

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

MGT 8 SPICE CONNECT 31032022.pdf
List of Shareholders.pdf
Declaration for Part III of MGT 7.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