

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language: ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(*) Corporate Identification Number (CIN) of the company

U74999DL2012PTC229915

Pay File

Global Location Number (GLN) of the company

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

AAQKSE336N

(i) (a) Name of the company

SPICE CONNECT PRIVATE LIMITED

(b) Registered office address

JA-122, 1st Floor (XLF Tower-A, Anand District Center Jind)
a Nagar
New Delhi
South Delhi
Delhi
110017

(c) e-mail ID of the company

spiceconnect@spiceconnect.com

(d) Telephone number with STD code

011-26111121

(e) Website

(ii) 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

(vi) *Financial year From date 01/04/2023 (DDMM/YYYY) To date 31/03/2024 (DDMM/YYYY)

(vii) *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	M	Professional, Scientific and Technical	M3	Management consultancy activities	100

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

*No. of Companies for which information is to be given 20

Pre-BI All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Rajathi Modi Private Limited	U64207DL2001PTC111304	Holding	100
2	S Global Innovation Centre Pvt		Subsidiary	100
3	Gemita Education Pvt. Limited	U72305UP2007PTC033096	Subsidiary	99.87
4	WSFx Global Pay Limited (form	U99999AH1906PLC039660	Subsidiary	62.43
5	Rinaani Exports Private Limited	U51511DL2004PTC127794	Subsidiary	100
6	Spice Money Limited	U72303DL2007PLC104985	Subsidiary	96.83
7	DIGSPICE Technologies Limited	L72900DL1986PLC350969	Subsidiary	72.97
8	E-Arth Travel Solutions Private	U65000DL2020PTC304122	Subsidiary	65.57
9	Vikrant Fintech Private Limited	U72900DL2021PTC289275	Subsidiary	51
10	S Global Services Pvt. Ltd		Subsidiary	100

11	DIGSpice Nepal Pvt Limited	Subsidiary	100
12	Fast Track IT Solutions Ltd	Subsidiary	70
13	PT Spice Digital Indonesia	Subsidiary	100
14	Omnia Pte, Ltd.	Subsidiary	100
15	Spice VAS (Africa) Pte Ltd	Subsidiary	100
16	DIGSpice Nigeria Limited	Subsidiary	100
17	Spice VAS Kenya Limited	Subsidiary	100
18	DIGSpice Uganda Limited	Subsidiary	75
19	DIGSpice Ghana Limited	Subsidiary	70
20	DIGSpice Zambia Limited	Subsidiary	100
21	DIGSpice Tanzania Limited	Subsidiary	100
22	Spice Digital Bangladesh Limit	Subsidiary	100
23	Spice Digital FZCO	Subsidiary	100
24	Sunstone Learning Private Lim	Associate	41.41
25	DIGLife Technologies Limited	Associate	26.22
26	Creative Functionaries Lab Pvt	Associate	26

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

(a) SHARE CAPITAL

(i) Equity share capital

Particulars	Authorized capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,050,000,000	1,050,181,888	1,050,181,888	1,050,181,888
Total amount of equity shares (in Rupees)	10,500,000,000	10,501,818,880	10,501,818,880	10,501,818,880

Number of classes

1

Class of Shares	Authorized capital	Issued capital	Subscribed capital	Paid up capital
-----------------	--------------------	----------------	--------------------	-----------------

Number of equity shares	1,000,000,000	1,050,181,868	1,050,181,868	1,050,181,868
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	10,501,818,680	10,501,818,680	10,501,818,680

(b) Preference share capital

Particulars	Authorized 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	Authorized 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	Authorized 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	1,050,181,868	0	1050181868	10,521,818,680	10,521,818,680	
Increase during the year	0	0	0	0	0	0
i. Public Issue	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. Sweet equity shares allotted	3	0	0	0	3	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	3	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
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						
At the end of the year	1,050,151.3	0	1050161958	10,501,619	10,501,619	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	3	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	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

15% of the equity shares of the company

(b) 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/Debtures 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 transfer/s

☐ 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 - Debtures, 4 - Stock	
Number of Shares/ Debtures/ Units Transferred		Amount per Share/ Debture/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
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

8,000,000

(ii) Net worth of the Company

2,813,485,497.8

VL (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)	1,050,181,802	100	0	
10.	Others	0	0	0	
	Total	1,050,181,802	100	0	0

Total number of shareholders (promoters)

(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	6	6	0	0
--	-------	---	---	---	---

Total number of shareholders (other than promoters)

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

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)	5	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	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) Financing 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

(B) (i) "Details of directors and Key managerial personnel as on the closure of financial year"

Name	DIR/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year, if any)
DILIP KUMAR MODI	00029062	Whole-time director	0	
SUBRAMANIAN MURU	00041261	Whole-time director	0	
SURESH KUMAR JAIN	01306010	Director	0	
PRERNA JAIN	ASKPJ0846K	Company Secretary	0	

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

0

Name	DIR/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

K. 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	28/09/2023	7	2	100

B. BOARD MEETINGS

Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2023	3	3	100
2	04/08/2023	3	2	66.67
3	04/09/2023	3	3	100
4	07/11/2023	3	3	100
5	31/01/2024	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								30/09/2024 (Y/N/A)
1	DILIP KUMAR	5	5	100	0	0	0	Yes
2	SUBRAMANIAN	5	4	80	0	0	0	No
3	SURESH KUMAR	5	5	100	2	2	0	Yes

E. 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 Director	9,998,896			82,097	10,080,993
2	SUBRAMANIAN M	Executive Director	10,362,099			8,159,600	18,541,699
3	SURESH KUMAR J	Executive Director	7,514,748			39,500	7,554,248
	Total		28,285,811			8,311,297	36,573,108

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	Prafulla Jain	Company Secy	854,600			32,400	887,000
	Total		854,600			32,400	887,000

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						

II. 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 80, 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 which time practice certifying the annual return in Form MGT-8.

Name: Jyoti Manchanda & Associates

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number: 10816

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 declares 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 (i) of sub-section (55) 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 with resolution no. dated

(DDMMYYYY) 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 rightly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, sections 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



DN of the director

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 Attachment(s), if any

List of attachments

Attach	List of shareholders.pdf
Attach	Form MGT 8.pdf
Attach	Details of SCS and Associates.pdf
Attach	

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

