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**)

• English Hindi Form language Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company **Pre-fill** U72200KA2006PTC038899 Global Location Number (GLN) of the company * Permanent Account Number (PAN) of the company AAJCS8352F (ii) (a) Name of the company EVRY INDIA PRIVATE LIMITED (b) Registered office address 5th Floor, E-Block, SEZ Tower - E, Global Village, Mylasandra - Pattanagere Village, RVCE Post Bengaluru Bangalore Karnataka -----(c) *e-mail ID of the company DLEVRYINDIA@tietoevry.com (d) *Telephone number with STD code 08067387000 (e) Website https://www.tietoevry.com (iii) Date of Incorporation 03/04/2006 Type of the Company Category of the Company Sub-category of the Company (iv) **Private Company** Company limited by shares Subsidiary of Foreign Company (v) Whether company is having share capital

 (\bullet)

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No \bigcirc

(vii) *Financial year From date	01/04/2022	(DD/MM/YYYY) To date	31/03/2023	(DD/MM/YYYY)
(viii) *Whether Annual general n	neeting (AGM) held	• Yes	No	
(a) If yes, date of AGM (b) Due date of AGM	11/09/2023 30/09/2023			
(c) Whether any extension	for AGM granted	 ⊖ Yes	No	
II. PRINCIPAL BUSINESS	ACTIVITIES OF T	HE COMPANY		

*Number of business activities 1

ſ		Main Activity group code	Description of Main Activity group	Business Activity Code		% 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 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tieto Sweden AB		Holding	82.09

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	3,550,000	3,350,000	3,350,000	3,350,000
Total amount of equity shares (in Rupees)	35,500,000	33,500,000	33,500,000	33,500,000
Rupees)				

Number of classes

	Authoricod	capital	Subscribed capital	Paid up capital
Number of equity shares	3,550,000	3,350,000	3,350,000	3,350,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	35,500,000	33,500,000	33,500,000	33,500,000

(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

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)				

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	3,350,000	0	3350000	33,500,000	33,500,000	
Increase during the year	0	0	0	0	0	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	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						
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	3,350,000	0	3350000	33,500,000	33,500,000	
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	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	

ISIN of the equity shares of the company

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

Class o	f shares	(i)	(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	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) *

\square	Nil [Details being provided in a CD/Digital Media]	⊖ Yes	🔿 No	O 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 transfe	Type of transfer 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock					
Number of Shares/ D Units Transferred	Debentures/		Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Trans	sferor		·			
Transferor's Name						
	Surname		middle name	first name		
Ledger Folio of Trans	sferee					

Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)					
Type of transfer			quity, 2	2- Preference Shares,3 -	Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred				Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Trans	Ledger Folio of Transferor				
Transferor's Name					
	Surr	name	middle name		first name
Ledger Folio of Transferee					
Transferee's Name	ee's Name				
	Surr	name		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	-	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
Decunites	Gecunites		value	each onic	
Total					
]]	

0

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

(i) Turnover

2,502,040,532

(ii) Net worth of the Company

1,930,368,063

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	ity	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)	3,350,000	100	0	
10.	Others	0	0	0	
	Total	3,350,000	100	0	0

2

Total number of shareholders (promoters)

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equi	ity	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 nun	nber of shareholders (other than prom	oters) 0			
	ber of shareholders (Promoters+Publi 1 promoters)	c / 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)	0	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	0	0	0	0	0	0
B. Non-Promoter	1	1	1	2	0	0
(i) Non-Independent	1	1	1	2	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	1	1	1	2	0	0

(B) (i) *Details of directors and Key manageria	l 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)
RAJNISH MOHAN	07405092	Managing Director	0	
LIV PALMA LIEN GUSE	09559477	Director	0	
HARRI JUHANI SALON	09618275	Director	0	
SHYAM SUNDAR PAT	AIVPP0215B	CFO	0	

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

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)
LIV PALMA LIEN GUSE	09559477	Additional director	01/05/2022	Appointment
HARRI JUHANI SALON	09618275	Additional director	13/06/2022	Appointment
LIV PALMA LIEN GUSE	09559477	Director	27/09/2022	Change in designation
HARRI JUHANI SALON	09618275	Director	27/09/2022	Change in designation
RAJNISH MOHAN	07405092	CEO	02/09/2022	Appointment
SHYAM SUNDAR PAT	AIVPP0215B	CFO	02/09/2022	Appointment
ARI JUKKA ANTERO J.	09122206	Director	12/05/2022	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 Attendance Total Number of Type of meeting Date of meeting Members entitled to attend meeting Number of members % of total attended shareholding Annual General Meeting 27/09/2022 2 2 100

B. BOARD MEETINGS

*Number of meetings held

5

4

S. No.	Date of meeting	Total Number of directors associated as on the date			
	of meeting		Number of directors attended	% of attendance	
1	22/06/2022	3	3	100	
2	02/09/2022	3	2	66.67	
3	27/09/2022	3	3	100	
4	15/12/2022	3	3	100	
5	27/03/2023	3	3	100	

C. COMMITTEE MEETINGS

Nu	mber of meeting	gs held		2		
	S. No.	Type of meeting	Data of monting	Total Number of Members as		Attendance
			Date of meeting	on the date of the meeting	Number of members attended	% of attendance
	1	CSR Committe	27/09/2022	3	3	100
	2	CSR Committe	27/03/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

			Board Meetings		Committee Meetings			Whether attended AGM	
S. No.	of the director	he director Meetings which director was		% of		Meetings	% of attendance	held on	
		entitled to attend	attended	entitled to attend		to attended		11/09/2023 (Y/N/NA)	
1	RAJNISH MO	5	5	100	2	2	100	No	
2	LIV PALMA LI	5	5	100	2	2	100	No	
3	HARRI JUHAI	5	4	80	2	2	100	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



S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJNISH MOHAN	Managing Direct	17,756,998	0	0	1,982,691	0
	Total		17,756,998	0	0	1,982,691	0
Number of CEO, CFO and Company secretary whose remuneration details to be entered							
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHYAM SUNDAR F	Chief Financial (8,726,903	0	0	740,905	0
	Total		8,726,903	0	0	740,905	0
umber o	f other directors whose	remuneration deta	ils 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	Yes	\bigcirc	No
	provisions of the Companies Act, 2013 during the year	103	\bigcirc	NO

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS \square	Nil
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Name of the company/ directors/		Date of Order	ISACTION LINNAR WHICH		Details of appeal (if any) including present status		
officers							
(B) DETAILS OF COMPOUNDING OF OFFENCES 🔀 Nil							

 	section under which	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	C DWARAKANATH	
Whether associate or fellow	○ Associate ● Fellow	
Certificate of practice number	4847	

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	8	dated	28/07/2023	

(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

LIV PALMA Distribution of the second second

DIN of the director

09559477

To be digitally signed by

CHENNUR DWARAKA NATH	Yes, a second se

○ Company Secretary

• Company secretary in practice

Membership number

7723

Certificate of practice number

Attachments

List of attachments

 List of share holders, debenture holders Approval letter for extension of AGM; 	AttachList of shareholders_31-03-2023.pdAttachEVRY_MGT_7_Certification.pdf		
 Copy of MGT-8; Optional Attachement(s), if any 	Attach Attach		
	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



Form No. MGT-8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **EVRY India Private Limited** (CIN: U72200KA2006PTC038899) (the "Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on March 31, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I 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 thereunder in respect of:
 - 1. its status under the Act;
 - 2. maintenance of registers / records & making entries therein within the time prescribed therefore;
 - 3. filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time except one instance where it has been filed with a delay, along with additional fees;
 - 4. calling / convening / holding meetings of Board of Directors or its committees 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;- Not applicable

^{#31, 3}rd Floor, Rear Block, Opp.Karanji Anjaneya Temple, W.A.T.Street, Basavanagudi, Bengaluru– 560 004 Ph: 080-41203012; Mobile: 9448362485; e- mail – dwarakanath.c@gmail.com

- 6. advances / loans to its directors and / or persons or firms or companies referred in Section 185 of the Act;- *Not applicable*
- 7. contracts / arrangements with related parties as specified in Section 188 of the Act;- *Not applicable*
- 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; - Not applicable
- 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;- *Not applicable*
- 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;- Not applicable
- 11. signing of audited financial statement, for the financial year ended March 31, 2023 is as per the provisions of Section 134 of the Act and report of directors is as per sub sections (3), (4) and (5) thereof;
- constitution / appointment / re-appointment / 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; *Not applicable*
- 15. acceptance / renewal / repayment of deposits; Not applicable
- borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable; - *Not 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;- *Not applicable*

18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; - *Not applicable*

CHENNUR KANAKAPURA MAIN ROAD PARAMOUN THALAGHATTAPURA, I=BANGALORE, o DWARAKAN 11, H.C@GMAIL.COM, cn=CHENNUR ATH DWARAKANATH Date: 2023.11.02 14:49:13 +05'30'

Place: Bengaluru Date: 2nd November, 2023 C. Dwarakanath Company Secretary in Practice CP No: 4847 FCS: 7723 UDIN: F007723E001578481 Peer Review Certificate No.: 647/2020

EVRY INDIA PRIVATE LIMITED

[INCORPORATED UNDER THE COMPANIES ACT, 1956]

(CIN: U72200KA2006PTC038899)

Regd. Office: 5th Floor, E-Block, SEZ Tower - E, Global Village, Mylasandra - Pattanagere Village, RVCE Post, Bengaluru - 560059 E-mail: <u>DLEVRYINDIA@tietoevry.com</u>; Website: <u>https://www.tietoevry.com</u> <u>Tel: 080 - 6738 7000</u>

LIST OF SHAREHOLDERS

(Financial Year 2022-2023)

The Shareholding pattern of EVRY India Private Limited as on 31^{st} March 2023 is as follows:

SL No.	Name of the Share Holder	Number of Equity Shares held	Nominal Amount per Share (In INR)	Value of Shares held (In INR)
1	Tieto Sweden AB	2,750,000	10	2,75,00,000
2	TietoEVRY Norway AS	600,000	10	60,00,000
	Total	3,350,000	10	3,35,00,000