

# 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

U74999HR2004PTC102278

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAICS2274B

(ii) (a) Name of the company

PAYWORLD DIGITAL SERVICES

(b) Registered office address

Nimai Tower, 412-415  
6th Floor, Udyog Vihar, Phase-IV  
Gurgaon  
Gurgaon  
Haryana  
122015

(c) \*e-mail ID of the company

CONTACT@PAYWORLDINDIA.C

(d) \*Telephone number with STD code

01244590550

(e) Website

(iii) Date of Incorporation

26/05/2004

(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

## 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	N	Support service to Organizations	N7	Other support services to organizations	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	SMART PAYMENT SOLUTIONS	U74140HR2008PTC102275	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	13,000,000	12,110,000	12,110,000	12,110,000
Total amount of equity shares (in Rupees)	130,000,000	121,100,000	121,100,000	121,100,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	13,000,000	12,110,000	12,110,000	12,110,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	130,000,000	121,100,000	121,100,000	121,100,000

**(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

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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	12,110,000	0	12110000	121,100,000	121,100,000	
<b>Increase during the year</b>	0	0	0	0	0	0
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 <div></div>						
<b>Decrease during the year</b>	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 <div></div>						
<b>At the end of the year</b>	12,110,000	0	12110000	121,100,000	121,100,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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 <div></div>						
<b>Decrease during the year</b>	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 <div></div>						
<b>At the end of the year</b>	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)			
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	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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	00	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			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**

621,633,956

**(ii) Net worth of the Company**

-33,333,410

**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)	12,110,000	100	0	
10.	Others	0	0	0	
	<b>Total</b>	12,110,000	100	0	0

**Total number of shareholders (promoters)**

3

**(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	



	<b>Total</b>	0	0	0	0
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**Total number of shareholders (other than promoters)**

0

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

3

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

<b>Details</b>	<b>At the beginning of the year</b>	<b>At the end of the year</b>
Promoters	5	6
Members (other than promoters)	0	0
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

<b>Category</b>	<b>Number of directors at the beginning of the year</b>		<b>Number of directors at the end of the year</b>		<b>Percentage of shares held by directors as at the end of year</b>	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	1	3	0	0	0
<b>B. Non-Promoter</b>	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	<b>2</b>	<b>1</b>	<b>3</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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)
PRAVEEN KUMAR DH/	00369305	Director	0	
LALITH KUMAR BAFNA	01541914	Director	0	
AMIT TYAGI	10054814	Additional director	0	
CHHAVI MITTAL	AUXPC6591K	Company Secretary	0	

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

6

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)
PRASAN CHAND JAIN	00050081	Director	13/04/2022	CESSATION
KAMLESH VIJAY	00739488	Director	13/04/2022	CESSATION
MITUL RAMESH DAMA	02861788	Director	13/04/2022	CESSATION
AMIT TYAGI	10054814	Additional director	23/03/2023	APPOINTMENT
PRAVEEN KUMAR DH/	00369305	Director	12/04/2022	APPOINTMENT
LALITH KUMAR BAFNA	01541914	Director	12/04/2022	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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA ORDINARY GENERAL MEETING	12/04/2022	3	3	100
EXTRA ORDINARY GENERAL MEETING	13/05/2022	3	3	100
ANNUAL GENERAL MEETING	30/09/2022	3	3	100

**B. BOARD MEETINGS**

\*Number of meetings held

20

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2022	3	3	100
2	09/04/2022	3	3	100
3	13/04/2022	5	5	100
4	20/04/2022	2	2	100
5	28/04/2022	2	2	100
6	09/05/2022	2	2	100
7	16/06/2022	2	2	100
8	15/07/2022	2	2	100
9	15/09/2022	2	2	100
10	26/09/2022	2	2	100
11	27/09/2022	2	2	100
12	29/09/2022	2	2	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	30/09/2023
								(Y/N/NA)
1	PRAVEEN KU	18	18	100	0	0	0	No
2	LALITH KUMA	18	18	100	0	0	0	Yes

3	AMIT TYAGI	2	2	100	0	0	0	Yes
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#### 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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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	CHHAVI MITTAL	COMPANY SEC	1,035,056	0	0	0	1,035,056
	Total		1,035,056	0	0	0	1,035,056

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AMIT TYAGI	ADDITIONAL DI	11,144,087	0	0	0	11,144,087
2	PRAVEEN KUMAR	DIRECTOR	6,906,432	0	0	0	6,906,432
3	LALITH KUMAR BA	DIRECTOR	1,808,500	0	0	0	1,808,500
	Total		19,859,019	0	0	0	19,859,019

#### 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
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(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

Whether associate or fellow ☒ Associate ☐ Fellow

Certificate of practice number

**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. ...  dated

(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:

- 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.
- 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

PRAVEEN  
KUMAR  
DHABHAJ  
Digitally signed by  
PRAVEEN KUMAR  
DHABHAJ  
Date: 2023.11.28  
16:48:43 +05'30'

DIN of the director

To be digitally signed by

CHHAVI  
MITTAL  
Digitally signed by  
CHHAVI MITTAL  
Date: 2023.11.28  
16:49:18 +05'30'

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number 32315

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

List of shareholder.pdf

MGT-8.pdf

Date of meetings.pdf

Shorter Notice consent.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



**List of Shareholders of**  
**Payworld Digital Services Private Limited (Formerly Known as Sugul & Damani Utility**  
**Services Private Limited)**  
**As on 31<sup>st</sup> March, 2023**

S.No.	Name of Shareholder	Address of Shareholder	Amount per share	Number of shares held	Total Value of shares (in Rs.)	Percentage
1.	Skill Lotto Solutions Private Limited	Shop No.7, Ground Floor, Rayala Towers, Phase-II, No. 781-785, Anna Salai, Chennai- 600002, Tamil Nadu	10/-	10,63,715	1,06,37,150	8.78%
2.	Prasan Chand Jain (Nominee of Skill Lotto Solutions Private Limited)	SNEH-40/9, East Patel Nagar, New Delhi-110008	10/-	1	10	0.000009%
3.	Summit Fiscal management LLP	Shop No. 6, Ground Floor, Rayala Towers, Phase II, No. 781-785, Anna Salai, Chennai-600002	10/-	1,10,46,284	11,04,62,840	91.22%
<b>TOTAL</b>				<b>1,21,10,000</b>	<b>12,11,00,000</b>	<b>100%</b>

**For Payworld Digital Services Private Limited**

**Amit Tyagi**  
(Director)  
DIN No. 10054814  
Add:- 301, TOWER 8,  
Heritage City, MG Road,  
Sikanderpur, Ghosi (68),  
Gurgaon- 122002



**Date:- 28/11/2023**



**PAYWORLD DIGITAL SERVICES PRIVATE LIMITED**

(Formerly known as "Sugul & Damani Utility Services Private Limited")

CIN No. U74999HR2004PTC102278

Registered Office: Nimai Tower - 412 - 415, 6th Floor, Udyog Vihar, Phase-IV, Sector-18, Gurugram, Haryana-122015

Phone: 0124-4590555 | E-mail: [contact@payworldindia.com](mailto:contact@payworldindia.com) | Web: [www.payworldindia.com](http://www.payworldindia.com)





# N. MITTAL & ASSOCIATES

Company Secretaries

303, 1st Floor, Ganpati Arcade, Gurudwara Road, Gurugram, HR 122001.

E-mail: n.mittalassociates@gmail.com, csnittinmittal@gmail.com

Mob: 9868599880, 9711633885 (Off) 0124-4118168

## 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

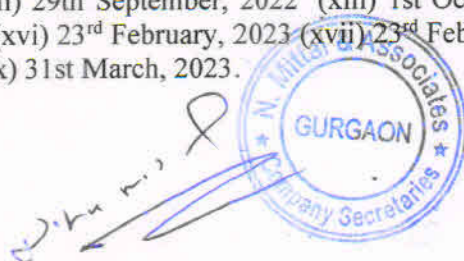
I have examined the registers, records and books and papers of M/s Payworld Digital Services Private Limited (Formerly Known as "Sugal & Damani Utility Services Private Limited") (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31.03.2023**.

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 of the Company states the facts as at the close of the financial year 2022-2023 correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act as Private Limited Company is active.
2. The Company had maintained all the Statutory registers/records in compliance with the provisions of the Act and the rules made there under and all entries therein have been duly recorded;
3. The Company has filed applicable forms and returns with the Registrar of Companies within the prescribed time or with additional fee as prescribed under the Act and rules made there under. Further for following purposes mentioned below, certain forms or returns were required to be filed with the Regional Director, Central Government, Company Law Board or other authorities as applicable during the period under review:
  - For filing of application for compounding of Non-compliance with the provisions of the Companies Act, 2013 relating to conducting of Annual General Meeting and laying of annual financial statements in Annual General Meeting for the Financial Year 2020-21.
  - For change of name of the Company from 'Sugal & Damani Utility Services Private Limited' to 'Payworld Digital Services Private Limited'.
4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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;

In regard to the above point, the Board of directors duly met 20 times on (i) 7th April, 2022, (ii) 9th April, 2022, (iii) 13th April, 2022 (iv) 20th April, 2022 (v) 28th April, 2022 (vi) 9th May, 2022 (vii) 16th June, 2022, (viii) 15th July, 2022 (ix) 15th September, 2022 (x) 26th September, 2022 (xi) 27th September, 2022 (xii) 29th September, 2022 (xiii) 1st October, 2022, (xiv) 28th November, 2022 (xv) 10th January, 2023, (xvi) 23rd February, 2023 (xvii) 23rd February, 2023 (xviii) 24th February, 2023, (xix) 23rd March, 2023 (xx) 31st March, 2023.





During the period under review, the Annual General meeting of the members of the Company for the financial year 2022-2023 has been duly held on 30<sup>th</sup> September 2023.

The Extra Ordinary General Meeting of the members of the Company was held on 12<sup>th</sup> April 2022 and 13<sup>th</sup> May 2022.

Proper Notices were given and the proceedings had been properly recorded in the Minutes Book/Registers in respect of aforesaid meetings and the same have been duly signed.

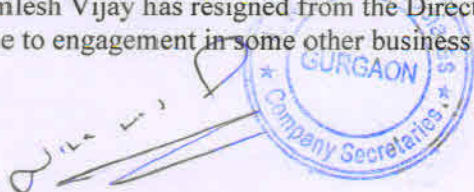
5. There was no requirement of closure of Register of Members / security holders, as the case may be;
6. The Company had not given any advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act during the financial year 2022-2023;
7. The Company has complied with the provisions relating to contract/arrangements with related parties as specified in section 188 of the Act; wherever applicable and suitable disclosures are given by the Company in Financial Statements and in Form AOC-2 for details of contracts/arrangements with related parties as specified in Section 188 of the Act;
8. The company has not issue or allot 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 has not issue the security certificates during the period under review;
9. There was no instance to keep 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;
10. The Company has not paid /declared any dividend during the year under review and there is no amount required to be transferred by the company to the Investor Education and Protection Fund in accordance with section 125 of the Companies Act, 2013;
11. The Company has complied with the provisions of section 134 of the Companies Act, 2013 for signing of audited financial statement and sub sections (3), (4) and (5) for report of directors;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them as per the provisions of the Companies Act, 2013;

As on 31st March 2023, the Board of Directors/Key Managerial personnel (KMP) of the Company comprises of the following:-

1. Mr. Praveen Kumar Dhabhai, the director of the Company
2. Mr. Lalith Kumar Bafna, the director of the Company
3. Mr. Amit Tyagi, the Additional director of the Company
4. Mrs. Chhavi Mittal, Company Secretary

Following are the changes in the directorship of the company during the Financial year 2022-23 :-

- Mr. Praveen Kumar Dhabhai has been appointed as a Director of the Company vide Ordinary resolution passed by the shareholders of the Company in their Extra Ordinary General Meeting on 12th day of April 2022.
- Mr. Lalith Kumar Bafna has been appointed as a Director of the Company vide Ordinary resolution passed by the shareholders of the Company in their Extra Ordinary General Meeting on 12th day of April 2022.
- Mr. Prasan Chand Jain has resigned from the Directorship of the Company, effective from 13th April 2022 due to engagement in some other business activities and preoccupations.
- Mr. Kamlesh Vijay has resigned from the Directorship of the Company, effective from 13th April 2022 due to engagement in some other business activities and preoccupations.





- Mr. Mitul Ramesh Damani has resigned from the Directorship of the Company, effective from 13th April 2022 due to engagement in some other business activities and preoccupations.
- Mr. Amit Tyagi was appointed as an Additional Director of the company w.e.f 23<sup>rd</sup> March, 2023, via Board Resolution passed by the Board of Directors on 23<sup>rd</sup> March, 2023.

13. Appointment/ Reappointment of auditors were as per the provisions of section 139 of the Companies Act, 2013;
14. The Company has obtained approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the provisions of the Companies Act, 2013 wherever applicable, except approval from Regional Director on ongoing process for compounding of Non-compliance with the provisions of the Companies Act, 2013 relating to conducting of Annual General Meeting and laying of annual financial statements in Annual General Meeting for the Financial Year 2020-21;
15. The Company has not accepted any deposit from public during the period under review;
16. The Company has complied with the provisions of the Companies Act, 2013 for borrowings from its directors, members, public financial institutions, bank and others and Creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. The Company has complied with the provisions of section 186 of Companies Act, 2013 for loans and Investments or Guarantees given or providing of securities to other Bodies Corporate or persons, Further, the Company has not entered into any transaction covered under section 186 of the Act in respect of loans granted, guarantees and security provided by it;
18. Details of alteration in the Memorandum and/or Articles of Association of the Company during the period under review.
  - During the period under review, the Company has altered its Name clause to change the name of the Company from 'Sugal & Damani Utility Services Private Limited' to 'Payworld Digital Services Private Limited' vide a special resolution passed by the shareholders of the Company in their Extra Ordinary General Meeting held on 13th May 2022.

There is no alteration in the Articles of Association of the Company during the period under review.

For N. Mittal & Associates  
Company Secretaries

CS Nittin Mittal  
CP No. 12695

Place: Gurgaon  
Date: 22/11/2023  
UDIN: A034187E002141567

This certificate is to be read with my letter annexed as Annexure-A, which forms integral part of this certificate.



# N. MITTAL & ASSOCIATES

*Company Secretaries*

303, 1st Floor, Ganpati Arcade, Gurudwara Road, Gurugram, HR 122001.

E-mail: n.mittalassociates@gmail.com, csnittinmittal@gmail.com

Mob: 9868599880, 9711633885 (Off) 0124-4118168

## ANNEXURE-A

**(To the MGT-8 of M/s Payworld Digital Services Private Limited  
(Formerly Known as "Sugal & Damani Utility Services Private Limited")  
for the financial year ended March 31, 2023)**

Our certificate as Form MGT-8 for the financial year from April 01, 2022 to March 31, 2023 of even date is to be read along with this letter.

1. The responsibility of maintaining Secretarial record is of the management and based on my audit, I have expressed my opinion on these records.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. I have not verified the correctness and appropriateness of financial record and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rule, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on text basis.
5. The certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which Management has conducted the affairs of the Company.

For N. Mittal & Associates  
Company Secretaries

CS Nittin Mittal  
CP No. 12695

Place: Gurgaon  
Date: 22/11/2023  
UDIN: A034187E002141567



**Date of Meetings during the Financial year 2022-2023**

Company held Twenty (20) Board Meetings during the Financial year 2022-2023 as:-

S.No.	DATE OF MEETINGS
1	07-04-22
2	09-04-22
3	13-04-22
4	20-04-22
5	28-04-22
6	09-05-22
7	16-06-22
8	15-07-22
9	15-09-22
10	26-09-22
11	27-09-22
12	29-09-22
13	01-10-22
14	28-11-22
15	10-01-23
16	23-02-23
17	23-02-23
18	24-02-23
19	23-03-23
20	31-03-23



**PAYWORLD DIGITAL SERVICES PRIVATE LIMITED**

(Formerly known as "Sugal & Damani Utility Services Private Limited")

CIN No. U74999HR2004PTC102278

Registered Office: Nimai Tower - 412 - 415, 6th Floor, Udyog Vihar, Phase-IV, Sector-18, Gurugram, Haryana-122015

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