Form No. MGT-7

Form language

(•) English ( ) Hindi

Annual Return (other than OPCs and Small Companies)

[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]

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN): L30007KA1991PLC039702

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY): 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2026

(c) *Type of Annual filing: (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years:

iii

Particulars	**As on filing date**	**As on the financial year end date**
Name of the company	MINDTECK (INDIA) LIMITED	MINDTECK (INDIA) LIMITED
Registered office address	A.M.R. Tech Park, Block 1, 3rd Floor, No. 664, 23/24, Hosur Main Road, Bommana,halli,NA,Bangalore,Bangalore,Karnataka,India,560068	A.M.R. Tech Park, Block 1, 3rd Floor, No. 664, 23/24, Hosur Main Road, Bommana,halli,NA,Bangalore,Bangalore,Karnataka,India,560068
Latitude details	12.900124	12.900124
Longitude details	77.631484	77.631484

(a) *Photograph of the registered office of the Company showing external building and name prominently visible: Registered office Photos.pdf

(b) *Permanent Account Number (PAN) of the company: AA******2Q

(c) *e-mail ID of the company: *****a.raja@mindteck.com

(d) *Telephone number with STD code: 08*******00

(e) Website | www.mindteck.com

iv *Date of Incorporation (DD/MM/YYYY) | 25/07/1991

v (a) *Class of Company (as on the financial year end date) | Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ◉ Yes ○ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ◉ Yes ○ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent | 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,Mumbai,Mumbai City,Maharashtra,India,400083	

ix * (a) Whether Annual General Meeting (AGM) held ◉ Yes ○ No

(b) If yes, date of AGM (DD/MM/YYYY) | 13/08/2026

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2026

(d) Whether any extension for AGM granted ○ Yes ◉ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	J	Information and communication	62	Computer programming, consultancy and related activities	100

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

i *No. of Companies for which information is to be given: 10

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1		OC98004605	Embtech Holdings Limited	Holding	64.20
2		100683427	Mindteck, Inc.	Subsidiary	100.00
3		49063	Mindteck Middle East Ltd WLL	Subsidiary	100.00
4		718964	Mindteck Software Malaysia SDN. BHD.	Subsidiary	100.00
5		199904845D	Mindteck Singapore Pte. Ltd.	Subsidiary	100.00
6		3051828	Mindteck (UK) Limited	Subsidiary	100.00

7		494087	Chendle Holdings Limited	Subsidiary	100.00
8		HRB 82178	Mindteck Germany GmbH	Subsidiary	100.00
9		CS201604851	Mindteck Solutions Philippenes	Subsidiary	99.99
10		1057627-1	Mindteck Canada, Inc.	Subsidiary	100.00

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	35000000.00	31954221.00	31954221.00	31954221.00
Total amount of equity shares (in rupees)	350000000.00	319542210.00	319542210.00	319542210.00

Number of classes: 1

Class of shares Equity	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	35000000	31954221	31954221	31954221
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	350000000	319542210	319542210	319542210

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	500000.00	0.00	0.00	0.00

Total amount of preference shares (in rupees)	50000000.00	0.00	0.00	0.00

Number of classes: 1

Class of shares 0	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	500000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	50000000	0.00	0	0

(c) Unclassified share capital

Particulars	**Authorised Capital**
Total amount of unclassified shares	0

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

Particulars	**Number of shares**			**Total Nominal Amount**	**Total Paid-up amount**	**Total premium**
	Physical	**DEMAT**	**Total**			
(i) Equity shares						
At the beginning of the year	59687	31852534	31912221.00	319122210	319122210	
Increase during the year	0.00	62894.00	62894.00	420000.00	420000.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	42000	42000.00	420000	420000	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify PHYSICAL SHARES DEMATERIALISED		20894				
Decrease during the year	20894.00	0.00	20894.00	208940.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify PHYSICAL SHARES DEMATERIALISED	20894		20894.00	208940		
At the end of the year	38793.00	31915428.00	31954221.00	319333270.00	319542210.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company: INE110B01017

ii Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)
(a) Non-convertible debentures

*Number of classes: 0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes | 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes | 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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

Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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 1496521240

ii * Net worth of the Company 1918299392

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00

	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	20514505	64.20	0	0.00
10	Others				
	Total	20514505.00	64.2	0.00	0

Total number of shareholders (promoters): 1

B Public/Other than promoters

S. No	**Category**	**Equity**		**Preference**	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1	Individual/Hindu Undivided Family				
	(i) Indian	6343330	19.85	0	0.00

	(ii) Non-resident Indian (NRI)	635137	1.99	0	0.00
	(iii) Foreign national (other than NRI)	104228	0.33	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	2885316	9.03	0	0.00
10	Others FPI, IEPF & OTHERS	1471705	4.61	0	0.00
	Total	11439716.00	35.81	0.00	0

Total number of shareholders (other than promoters) 32188

Total number of shareholders (Promoters + Public/Other than promoters) 32189.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	6408
2	Individual - Male	14762
3	Individual - Transgender	0
4	Other than individuals	11019
	Total	32189.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of 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)	32291	32188
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	6	0	6	0.00	0.00
i Non-Independent	1	2	0	2	0	0

ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	6	0	6	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

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

Name	**DIN/PAN**	**Designation**	**Number of equity shares held**	**Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)**
JAVED GAYA	01481518	Director	0	
MEENAZ DHANANI	06705048	Director	0	
KEYURI SINGH	09379699	Director	0	
SATISH MENON KUMAR	00114149	Director	0	
SUBRAMANIAM GUHAN	00131687	Director	0	19/05/2026
SUBHASH BHUSHAN DHAR	03603891	Director	0	
KARIM DHANANI	KRYPD8564F	CEO	0	
SATHYA RAJA GOPAL	BBAPG8630C	Company Secretary	3	
SANTOSH KALLI NANDIYATH	AISPR3850P	CFO	12	

B (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 (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SANTOSH KALLI NANDIYATH	AISPR3850P	CFO	24/05/2025	Change in designation
ANAND BALAKRISHNAN .	05311032	Managing Director	26/05/2025	Cessation
YUSUF LANEWALA	01770426	Managing Director	08/08/2025	Appointment
YUSUF LANEWALA	01770426	Managing Director	15/11/2025	Cessation
JAVED GAYA	01481518	Director	05/12/2025	Appointment
KARIM DHANANI	KRYPD8564F	CEO	06/02/2026	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: 4

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	08/08/2025	32830	46	75.2
POSTAL BALLOT	19/09/2025	32781	152	73.24
POSTAL BALLOT	03/03/2026	32950	91	72.84
POSTAL BALLOT	17/03/2026	33162	76	72.83

B BOARD MEETINGS

*Number of meetings held: 4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance

			Number of directors attended	% of attendance
1	23/05/2025	7	7	100
2	07/08/2025	6	6	100
3	12/11/2025	6	6	100
4	06/02/2026	6	6	100

C COMMITTEE MEETINGS

Number of meetings held | 10

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	23/05/2025	5	5	100
2	AUDIT COMMITTEE	07/08/2025	5	5	100
3	AUDIT COMMITTEE	12/11/2025	5	5	100
4	AUDIT COMMITTEE	06/02/2026	5	5	100
5	NOMINATION AND REMUNERATION COMMITTEE	23/05/2025	5	5	100
6	NOMINATION AND REMUNERATION COMMITTEE	07/08/2025	5	5	100
7	NOMINATION AND REMUNERATION COMMITTEE	12/11/2025	5	5	100
8	NOMINATION AND REMUNERATION COMMITTEE	06/02/2026	5	5	100
9	STAKEHOLDERS RELATIONSHIP COMMITTEE	06/02/2026	3	3	100
10	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	12/11/2025	3	3	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	13/08/2026 (Y/N/NA)
1	JAVED GAYA	1	1	100	2	2	100	Yes
2	MEENAZ DHANANI	4	4	100	2	2	100	Yes
3	KEYURI SINGH	4	4	100	9	9	100	Yes
4	SATISH MENON KUMAR	4	4	100	9	9	100	Yes
5	SUBRAMANIAM GUHAN	4	4	100	9	9	100	Yes
6	SUBHASH BHUSHAN DHAR	4	4	100	9	9	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ANAND BALAKRISHNAN	Managing Director	16436769	0	0	0	16436769.00
2	YUSUF LANEWALA	Managing Director	7488175	550000	0	0	8038175.00
	Total		23924944.00	550000.00	0.00	0.00	24474944.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	KARIM DHANANI	CEO	333919	0	0	0	333919.00
2	SATHYA RAJA GOPAL	Company Secretary	4881869	0	62500	0	4944369.00

3	SANTOSH KALLI NANDIYATH	CFO	5929583	0	50000	0	5979583.00
	Total		11145371.00	0.00	112500.00	0.00	11257871.00

C *Number of other directors whose remuneration details to be entered: 5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	JAVED GAYA	Director	0	0	0	300000	300000.00
2	SATISH MENON	Director	0	550000	0	1200000	1750000.00
3	GUHAN SUBRAMANIAM	Director	0	550000	0	1200000	1750000.00
4	SUBHASH BHUSHAN DHAR	Director	0	550000	0	1200000	1750000.00
5	KEYURI SINGH	Director	0	550000	0	1200000	1750000.00
	Total		0.00	2200000.00	0.00	5100000.00	7300000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 32189

XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder or Debenture holder.xlsm

(b) Optional Attachment(s), if any:
MGT 8.pdf
Remuneration of Directors and Key Managerial Personnel.pdf
Clarification Letter.pdf

XV 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.

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 applicable 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 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 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.

I/ We have examined the registers, records and books and papers of MINDTECK (INDIA) LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we 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 there under in respect of:

1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
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;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 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;
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
10 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;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ 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;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever 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 ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by	GOPALAKRISHNARAJ HARIAPPANA HARIAPPABHAT Digitally signed by GOPALAKRISHNARAJ HARIAPPANA HARIAPPABHAT Date: 2026.09.09 14:43:37 +05'30'
Name	GOPALKRISHNARAJ H H
Date (DD/MM/YYYY)	09/09/2026
Place	BANGALORE

Whether associate or fellow:

○ Associate ● Fellow

Certificate of practice number	4*5*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person: 50874

*(b) Name of the Designated Person: SATHYA RAJA GOPAL

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 01 dated* (DD/MM/YYYY) 05/12/2025 to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

JAVED GAYA Digitally signed by JAVED GAYA Date: 2026.09.09 14:44:13 +05'30'

*Designation: Director

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator: 0*4*1*1*

***To be digitally signed by**

SATHYA RAJA GOPAL Digitally signed by SATHYA RAJA GOPAL Date: 2026.09.09 14:44:50 +05'30'

(●) Company Secretary ( ) Company secretary in practice

*Whether associate or fellow:

(●) Associate ( ) Fellow

Membership number: 5*8*4

Certificate of practice number:

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AC5917117
eForm filing date (DD/MM/YYYY)	09/09/2026

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 the Companies (Management and Administration) Rules, 2014]

Certificate by a Company Secretary in Practice

We have examined the registers, records and books and papers of Mindteck (India) Limited (the Company) holding CIN: L30007KA1991PLC039702, having its registered office at AMR Tech Park, Block 1, 3rd Floor, No. 664, 23/24, Hosur Road, Bommanahalli, Bengaluru - 560068, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31/03/2026.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we 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 there under in respect of:
   1. its status under the Act;
   2. maintenance of registers/records & making entries therein within the time prescribed therefor;
   3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time and wherever applicable with additional fees;
   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, 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;
   6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; - *there was no such instance.*
   7. contracts/arrangements with related parties as specified in section 188 of the Act;
   8. 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; - *there was no such instance except issue and allotment of shares under ESOP Scheme, transfer and transmission of shares.*
   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;
   10. 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;

Gopalakrishnaraj H H
FCS: 5654
CP: 4152
Company Secretary

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ 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; - *there was no such instance.*
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; - *there was no such instance.*
15. acceptance/ renewal/ repayment of deposits; - *there was no such instance.*
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; - *there was no such instance.*
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; - *There was no such instance.*

For Gopalakrishnaraj H H & Associates
Company Secretaries

Gopalakrishnaraj H H
Proprietor
FCS: 5654; CP: 4152
Firm No: S2010KR129900
PR: 7113/2025

UDIN: F005654H001423994

Place: Bengaluru
Date: 09/09/2026


ಕ್ಲಿಯರ್
Mindteck
ಕ್ಲಿಯರ್
clear from the makers of cleartax
03 FLOOR
ಮೈಂಡ್‌ಟೆಕ್
Mindteck
Careers Thrive
We are Sagility
Latitude: 12.900124
Longitude: 77.631484
Elevation: 883.98±11.23 m
Accuracy: 14.25 m
Time: 23-09-2025 15:12:47
NoteCam @ iOS


Mindteck
ಮೈಂಡ್‌ಟೆಕ್ (ಇಂಡಿಯಾ) ಲಿಮಿಟೆಡ್
Mindteck (India) Limited
(CIN: L30007KA1991PLC039702)
(GST: 29AAACH1072Q2Z7)
Registered Office:
AMR Tech Park, Block-1, 3rd Floor,
#664, 23/24, Hosur Main Road
Bommanahalli, Bengaluru - 560068
Latitude: 12.900048
Longitude: 77.631074
Elevation: 901.82±17.03 m
Accuracy: 19.91 m
Time: 23-09-2025 15:09:22
NoteCam @ iOS

Mindteck (India) Limited
(CIN: L30007KA1991PLC039702)
Regd. Office: AMR Tech Park, Block 1, 3rd Floor
#664, 23/24, Hosur Main Road
Bommanahalli, Bengaluru - 560068. India

Tel: +91 80 4154 8000/4154 8300
Fax: +91 80 41125813

www.mindteck.com

To whomsoever it may concern

In the point B of VI in the Form MGT-7, under the heading Breakup of total number of shareholders (Promoters + Other than promoters), since the gender of some of the shareholders are not disclosed, we have combined their count along with "Other than individuals".

Further, in the attachment, 'Details of shareholder or debenture holder', for the shareholders, whose PAN is not updated, we have provided DP ID/Client ID as the 'Other Registration Number'.

Kindly consider the above clarification and take on record.

For **Mindteck India Limited**

MINDTECK (INDIA) LTD.

Sathya Raja G.
AVP, Legal and Company Secretary

Mindteck (India) Limited
(CIN: L30007KA1991PLC039702)
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In the point X of Form MGT-7, the Stock Options are added to the total amount treating the stock options as an amount, ideally it should not be added to the total amount as the stock options are the options given to the Director and KMP which is not the amount to be mentioned in the total amount.

Hence, the details of remuneration, excluding stock options in the total amount is shown as under:

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered- 1 (ONE) (Amount in Rs.)

Sl. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat Equity	Others	Total Amount
1	ANAND BALAKRISHNAN	MANAGING DIRECTOR AND CEO	1,64,36,769	0	NIL	0	1,64,36,769
2	YUSUF LANEWALA	CHAIRMAN AND MANAGING Director	74,88,175	5,50,000	NIL		80,38,175
	TOTAL		**2,39,24,944**	**5,50,000**	**NIL**	**0**	**2,44,74,944**

Number of CEO, CFO and Company Secretary whose remuneration details to be entered-2 (TWO) (Amount in Rs.)

Sl. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat Equity	Others	Total Amount
1	KARIM DHANANI	CEO	3,33,919	0	0	0	3,33,919
2	SATHYA RAJA GOPAL	COMPANY SECRETARY	48,81,869	0	62,500	0	48,81,869
3	SANTOSH KALLI NANDIYATH	CFO	59,29,583	0	50,000	0	59,29,583
	TOTAL		**1,11,45,371**	**0**	**NIL**	**0**	**1,11,45,371**

Mindteck (India) Limited
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Number of other directors whose remuneration details to be entered - 6 (SIX) (Amount in Rs.)

Sl. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat Equity	Others	Total Amount
1	Javed Gaya	Non-Executive Director	0	0	0	300,000	300,000
2	Satish Menon	Independent Director	0	550,000	0	1,200,000	1,615,000
3	Guhan Subramaniam	Independent Director	0	550,000	0	1,200,000	1,615,000
4	Subhash Bhushan Dhar	Independent Director	0	550,000	0	1,200,000	1,615,000
5	Keyuri Singh	Independent Director	0	550,000	0	1,200,000	1,615,000
	TOTAL		**0**	**2,200,000**	**0**	**5,100,000**	**7,300,000**

*Remuneration to Mr. Meenaz Dhanani is paid by the wholly-owned subsidiary Mindteck, Inc., USA.

For Mindteck India Limited

MINDTECK (INDIA) LTD.

Sathya Raja G.
AVP, Legal and Company Secretary