

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

U74900DL2012PTC246820

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECD5159Q

(ii) (a) Name of the company

D2C CONSULTING SERVICES PF

(b) Registered office address

First Floor, 5B/14 Tilak Nagar Tilak Nagar (West Delhi)
New Delhi
West Delhi
Delhi
110018

(c) *e-mail ID of the company

legal@renewbuy.com

(d) *Telephone number with STD code

01246403800

(e) Website

(iii) Date of Incorporation

31/12/2012

(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

(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	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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	D2C INSURANCE BROKING PRI	U66030DL2013PTC249265	Subsidiary	100
2	RB INFO SERVICES PRIVATE LIM	U74999HR2021PTC098232	Subsidiary	100
3	ARTIVATIC DATA LABS PRIVATI	U74999KA2016PTC096736	Subsidiary	60.8

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	3,000,000	1,385,531	1,385,531	1,385,531
Total amount of equity shares (in Rupees)	30,000,000	13,855,310	13,855,310	13,855,310

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	3,000,000	1,385,531	1,385,531	1,385,531
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	30,000,000	13,855,310	13,855,310	13,855,310

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,199,210	4,180,700	4,180,700	4,180,700
Total amount of preference shares (in rupees)	199,421,000	198,702,470	188,023,380	188,023,380

Number of classes

8

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Cumulative compulsorily convertible participating pre				
Number of preference shares	1,500,000	1,495,750	1,495,750	1,495,750
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	15,000,000	14,957,500	14,957,500	14,957,500
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series B Cumulative compulsorily convertible partici				
Number of preference shares	1,050,000	1,041,667	1,041,667	1,041,667
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	10,500,000	10,416,670	10,416,670	10,416,670
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series C Cumulative compulsorily convertible partici				
Number of preference shares	650,000	644,310	644,310	644,310
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	65,000,000	64,431,000	64,431,000	64,431,000
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series D Cumulative compulsorily convertible partici				
Number of preference shares	930,000	929,782	929,782	929,782
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	93,000,000	92,978,200	92,978,200	92,978,200

Class of shares Series D1 Cumulative compulsorily convertible preference shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	47,300	47,281	47,281	47,281
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	4,730,000	4,728,100	4,728,100	4,728,100
Class of shares Series D2 Cumulative compulsorily convertible preference shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	10,000	10,000	10,000	10,000
Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of preference shares (in rupees)	10,000,000	10,000,000	500,000	500,000
Class of shares Series D3 Compulsorily convertible preference shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	5,880	5,880	5,880	5,880
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	588,000	588,000	5,880	5,880
Class of shares Series D4 Cumulative compulsorily convertible preference shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	6,030	6,030	6,030	6,030
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	603,000	603,000	6,030	6,030

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	299,921	1,085,610	1385531	13,855,310	13,855,310	
Increase during the year	0	59,000	59000	590,000	590,000	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	0	59,000	59000	590,000	590,000	
Conversion of physical shares to demat shares						
Decrease during the year	59,000	0	59000	590,000	590,000	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	
iv. Others, specify	59,000	0	59000	590,000	590,000	
Conversion of physical shares to demat shares						
At the end of the year	240,921	1,144,610	1385531	13,855,310	13,855,310	
Preference shares						
At the beginning of the year	813,970	3,354,820	4168790	188,011,470	188,011,470	
Increase during the year	11,910	0	11910	11,910	11,910	0
i. Issues of shares	11,910	0	11910	11,910	11,910	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	825,880	3,354,820	4180700	188,023,380	188,023,380	
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ISIN of the equity shares of the company

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

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

Ledger Folio of Transferee				<input type="text"/>		
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	6,000	100000	562,506,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			562,506,000

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	600,000,000	37,494,000	562,506,000
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

1,236,085,000

(ii) Net worth of the Company

3,182,666,617

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	830,840	59.97	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	830,840	59.97	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	178,555	12.89	0	0
	(ii) Non-resident Indian (NRI)	94,166	6.8	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	218,882	15.8	937,664	22.43
10.	Others including AIF	63,088	4.55	3,243,036	77.57

	Total	554,691	40.04	4,180,700	100
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Total number of shareholders (other than promoters)

34

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

37

**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	3	3
Members (other than promoters)	34	34
Debenture holders	0	2

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	2	0	2	0	11.59	0
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	5	0	5	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	2	5	2	5	11.59	0

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

10

(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)
HOSSAMELDIN ABDEL	08999601	Director	0	
Balachander Sekhar	00851484	Director	553,893	
Balachander Sekhar	ACOPS3162K	CEO	553,893	
Indraneel Chatterjee	07062170	Director	91,677	
Mahesh Parasuraman	00233782	Director	0	
Srinivas Murthy Idimada	07413672	Director	0	
Udayan Goyal	07399005	Director	0	
Venkatesh Natarajan	02453219	Director	0	
Gautam Bansal	AJXPB0384N	CFO	0	10/04/2023
Vivek Bisaria	AYSPB2480P	Company Secretar	0	

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

3

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)
Anshuman Goenka	02276712	Additional director	23/09/2022	Cessation
HOSSAMELDIN ABDEL	08999601	Additional director	27/09/2022	Appointment
HOSSAMELDIN ABDEL	08999601	Director	22/11/2022	Change in designation

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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	23/09/2022	32	11	84.85
EGM	24/06/2022	32	9	89.89
EGM	22/11/2022	32	9	89.53
EGM	07/02/2023	34	7	80.77

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2022	7	5	71.43
2	29/07/2022	7	6	85.71
3	29/09/2022	7	6	85.71
4	16/11/2022	7	6	85.71
5	20/02/2023	7	6	85.71
6	15/03/2023	7	6	85.71
7	31/03/2023	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

1

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	Audit committee	15/03/2023	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	29/09/2023
								(Y/N/NA)
1	HOSSAMELD	5	5	100	0	0	0	No
2	Balachander S	7	7	100	0	0	0	Yes
3	Indraneel Cha	7	7	100	1	1	100	Yes
4	Mahesh Paras	7	7	100	1	1	100	No
5	Srinivas Murth	7	1	14.29	0	0	0	No
6	Udayan Goyal	7	4	57.14	0	0	0	No
7	Venkatesh Na	7	7	100	1	1	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

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Balachander Sekha	CEO	7,760,778	0	0	175,648	7,936,426
2	Gautam Bansal	CFO	7,995,943	0	19,699,341	353,909	28,049,193
3	Vivek Bisaria	Company Secre	1,325,436	0	654,899	39,750	2,020,085
	Total		17,082,157	0	20,354,240	569,307	38,005,704

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

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

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

EKTA SHARMA

Whether associate or fellow

Associate Fellow

Certificate of practice number

20529

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:

- 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

 Digitally signed by BALACHANDER SEKHAR
Date: 2023.11.24 14:51:00 +05'30'

DIN of the director

To be digitally signed by

 Digitally signed by VIVEK BISARIA
Date: 2023.11.24 14:51:50 +05'30'

- 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 DB transfer.pdf Form MGT 8.pdf List of shareholders DB transfer.pdf
Attach	
Attach	
Attach	

Remove attachment

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

