# 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**)

REGISTRATION AND OTHER	DETAILS			
Corporate Identification Number (CII	N) of the company	L72900	0MH1999PLC122970	Pre-fill
Global Location Number (GLN) of th	e company			
Permanent Account Number (PAN)	of the company	AABCN	N0730A	
(a) Name of the company		NAZAF	RA TECHNOLOGIES LIM	
(b) Registered office address				
51-54, Maker Chamber 3 Nariman Point Mumbai Mumbai City Maharashtra			£	
(c) *e-mail ID of the company		compli	iance@nazara.com	
(d) *Telephone number with STD cod	de	022403	330800	
(e) Website		www.r	nazara.com	
Date of Incorporation		08/12/	1999	
Type of the Company	Category of the Company		Sub-category of the (	Company
Public Company	Company limited by sh	ares	Indian Non-Gove	ernment company

Yes

O No

(a) Details of stock exchanges where shares are listed

\*Number of business activities

S. No.	Stock Exchange Name	Code
1	BSE LIMITED (BSE)	1
2	NATIONAL STOCK EXCHANDE OF INDIA (NSE)	1,024

	(b) CIN of the Registrar an	d Transfer Agent		U67190MI	H1999PTC118368	Pre-fill
	Name of the Registrar and	l Transfer Agent				1
	LINK INTIME INDIA PRIVATE	LIMITED				
	Registered office address	of the Registrar and Tı	ransfer Agents			J
	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, V	ikhroli (West)				
(vii)	*Financial year From date	01/04/2021	(DD/MM/YYYY)	) To date	31/03/2022	(DD/MM/YYYY)
(viii)	*Whether Annual general i	meeting (AGM) held	<ul><li>Y</li></ul>	'es 🔾	No	_
	(a) If yes, date of AGM					
	(b) Due date of AGM	30/09/2022				
II. F	(c) Whether any extension PRINCIPAL BUSINES	•	THE COMPAN	) Yes <b> Y</b>	<ul><li>No</li></ul>	

	Main Activity group code		Business Activity Code		% of turnover of the company
1	J	Information and communication	J2	Publishing of computer operating systems, system software, application software,	86.98
2	J	Information and communication	J8	Other information & communication service activities	13.02

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

\*No. of Companies for which information is to be given 27 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ABSOLUTE SPORTS PRIVATE LII	U92412KA2010PTC093814	Subsidiary	75.28

2	CRIMZONCODE TECHNOLOGIE	U74120MH2015PTC267935	Subsidiary	100
3	HALAPLAY TECHNOLOGIES PR	U74999WB2016PTC251651	Subsidiary	64.7
4	NAZARA TECHNOLOGIES FZ LL		Subsidiary	100
5	OPENPLAY TECHNOLOGIES PR	U45203WB2016PTC217543	Subsidiary	100
6	NAZARA PRO GAMING PRIVAT	U74999MH2017PTC294895	Subsidiary	100
7	NAZARA PTE. LTD		Subsidiary	100
8	NEXT WAVE MULTIMEDIA PRIV	U72300TN1995PTC030106	Subsidiary	52.38
9	NODWIN GAMING PRIVATE LIN	U93000HR2014PTC051557	Subsidiary	54.52
10	SPORTS UNITY PRIVATE LIMITE	U72900DL2016PTC299842	Subsidiary	62.53
11	PAPER BOAT APPS PRIVATE LIN	U74120MH2013PTC246788	Subsidiary	50.91
12	Nazara Technologies, Mauritiu		Subsidiary	100
13	NZMobile Nigeria Ltd		Subsidiary	100
14	Nazara Zambia Ltd		Subsidiary	100
15	NZ Mobile Kenya Ltd		Subsidiary	100
16	Nazara Uganda Ltd		Subsidiary	100
17	Nazara Bangladesh Limited		Subsidiary	100
18	NZWorld Kenya Limited		Subsidiary	70
19	Kiddopia Inc.		Subsidiary	50.91
20	Nodwin Gaming International		Subsidiary	54.52
21	Nodwin Gaming International		Subsidiary	54.52
22	UNPAUSE ENTERTAINMENT PR	U92490HR2022PTC100986	Subsidiary	54.52
23	RUSK DISTRIBUTION PRIVATE L	U74999DL2022PTC392667	Subsidiary	27.81
24	Publishme Global FZ LLC		Subsidiary	69.18
25	Arrakis Tanitim Organizasyon I		Subsidiary	69.18
26	Mastermind Sports Limited		Associate	26

27	MOONG LABS TECHNOLOGIES	U72900DL2013PTC251144	Associate	29.38
	+			

# 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	37,500,000	32,621,227	32,621,227	32,621,227
Total amount of equity shares (in Rupees)	150,000,000	130,484,908	130,484,908	130,484,908

Number of classes	1
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Class of Shares  Equity Shares of Rs. 4/- each	Authoricad	Icapilai	Subscribed capital	Paid up capital
Number of equity shares	37,500,000	32,621,227	32,621,227	32,621,227
Nominal value per share (in rupees)	4	4	4	4
Total amount of equity shares (in rupees)	150,000,000	130,484,908	130,484,908	130,484,908

#### (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
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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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	1,035,828	29,417,008	30452836	121,811,34 <sup>2</sup>	121,811,34 +	
Increase during the year	0	2,168,391	2168391	8,673,564	8,673,564	4,599,795,79
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	2,077,391	2077391	8,309,564	8,309,564	4,574,414,9
v. ESOPs	0	91,000	91000	364,000	364,000	25,380,810
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	
iv. Others, specify						
At the end of the year	1,035,828	31,585,399	32621227	130,484,908	130,484,90	
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 cap	ital	0	0	0	0	0	0	
iv. Others, specify		1						
At the end of the year		0	0	0	0	0		
SIN of the equity shares  (ii) Details of stock spl	e year (for ea	ach class o	f shares)	INE <sup>2</sup>	118L01021			
Class	of shares	(i)		(ii)		(iii)		
Before split /	Number of shares							
Consolidation	Face value per share							
After split /	Number of shares							
Consolidation	Face value per share							
of the first return a	es/Debentures Trans at any time since the i	incorporat				year (or i		
Separate sheet at	tached for details of transf	ers	$\bigcirc$	Yes 🔘	No			
Note: In case list of tran Media may be shown.	sfer exceeds 10, option for	submission	as a separa	te sheet atta	chment or su	bmission in	a CD/Digital	
Date of the previou	s annual general meetino							
				<u> </u>		<u> </u>		

Date of registration of transfer (Date Month Year)						
Type of transfe	1	- Equ	uity, 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 Transferee						
Transferee's Name						
	Surname		middle name first name			
Date of registration o	f transfer (Date Month Yo	ear)				
Type of transfe	1	- Equ	uity, 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		

# (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

Type of	Number of	Nominal Value of	Total Nominal	Paid up Value of	Total Paid up Value
	Securities	each Unit	Value	each Unit	
Total					

0

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

	) <b>T</b>			

203,992,299

### (ii) Net worth of the Company

8,987,261,991

#### 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	1,039,829	3.19	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)	5,263,225	16.13	0	
10.	Others	0	0	0	
	Total	6,303,054	19.32	0	0

**Total number of shareholders (promoters)** 

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

S. No.	Category	Equi	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	10,844,792	33.24	0		
	(ii) Non-resident Indian (NRI)	4,183,830	12.83	0		
	(iii) Foreign national (other than NRI)	41	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	38,816	0.12	0		

4.	Banks	99	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	3,377,550	10.35	0	
7.	Mutual funds	900,456	2.76	0	
8.	Venture capital	119,614	0.37	0	
9.	Body corporate (not mentioned above)	6,561,930	20.12	0	
10.	Others Clearing members, Alternat	291,045	0.89	0	
	Total	26,318,173	80.68	0	0

Total number of shareholders (other than promoters)

152,390

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

152,401

#### (c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Aberdeen Standard A:				312,212	0.96
Activealpha Capital				875	0
Ahmed Abdulaziz Ahr +				347	0
Allianz Global Investor				245,000	0.75
Allianz Global Investor				86,303	0.26
Alps/Kotak India Grow +				90,263	0.28
Ashoka India Equity In				59,956	0.18
Asia Pacific Performan				2,887	0.01
Bnp Paribas Arbitrage				2,760	0.01
Bvk Personalvorsorge				3,514	0.01
College Retirement Ec				8,270	0.03
Copthall Mauritius Inv				303	0
Dewdrops Capital Lim				83	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Dovetail India Fund Cl				200	0
Eastspring Investment				29,205	0.09
Elara India Opportunit				59,956	0.18
Emerging Markets Sm				14,124	0.04
Emerging Markets Sm				1,366	0
Emerging Markets Sm				24,646	0.08
Emqq Emerging Mark				5,677	0.02
Emqq The Emerging N				14,058	0.04
Fmqq The Next Fronti				1,290	0
Gamnat Pte. Ltd.				1,177,680	3.61
Government Of Singa				282,458	0.87
Government Pension				276,810	0.85

# 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	11	11
Members (other than promoters)	25,599	152,390
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	2	0	2	0	3.1	0
B. Non-Promoter	0	6	0	5	0	0
(i) Non-Independent	0	2	0	1	0	

(ii) Independent	0	4	0	4	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	6	2	5	3.1	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date | 10

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### (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)
NITISH VIKASH MITTE	02347434	Managing Director	1,011,453	
VIKASH PRATAPCHAN	00156740	Managing Director	250	
SHOBHA HARESH JAC	00027558	Director	0	
PROBIR ROY	00111961	Director	0	
RAJIV AMBRISH AGAF	00379990	Director	6,000	
SASHA GULU MIRCHA	01179921	Director	0	
KULDEEP JAIN	02683041	Director	0	
MANISH AGARWAL	ABJPA2195A	CEO	377,693	
RAKESH CHANDRAKA	AAOPS2644G	CFO	1	
PRAVESH PALOD	CCRPP3643R	Company Secretar	0	

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

<u> </u>		

Name	DIN/PAN	beginning / during		Nature of change (Appointment/ Change in designation/ Cessation)
PRATIBHA SHAILESH	BIOPM2700A	Company Secretar	09/07/2021	CESSATION
PRAVESH PALOD	CCRPP3643R	Company Secretar	22/11/2021	APPOINTMENT
KARAN BHAGAT	03247753	Director	05/05/2021	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 2

Type of meeting	Date of meeting	Total Number of Members entitled to	Attendance		
		attend meeting		% of total shareholding	
ANNUAL GENERAL MEETI	20/09/2021	90,817	66	40.25	
EXTRAORDINARY GENER	03/11/2021	120,461	35	40.81	

#### **B. BOARD MEETINGS**

\*Number of meetings held 11

S. No.	Date of meeting	Total Number of directors associated as on the date		Attendance
		of meeting	Number of directors attended	% of attendance
1	22/04/2021	8	8	100
2	28/05/2021	7	7	100
3	30/07/2021	7	6	85.71
4	27/08/2021	7	6	85.71
5	17/09/2021	7	7	100
6	06/10/2021	7	6	85.71
7	29/10/2021	7	7	100
8	22/11/2021	7	5	71.43
9	17/01/2022	7	7	100

S. No.	Date of meeting	Total Number of directors associated as on the date				
			Number of directors attended	% of attendance		
10	11/02/2022	7	7	100		
11	04/03/2022	7	5	71.43		

### C. COMMITTEE MEETINGS

Number of meetings held 18

S. No.	Type of meeting		Total Number of Members as				
		Date of meeting	on the date of the meeting	Number of members attended	% of attendance		
1	AUDIT COMM	28/05/2021	4	4	100		
2	AUDIT COMM	30/07/2021	4	4	100		
3	AUDIT COMM	06/10/2021	4	4	100		
4	AUDIT COMM	29/10/2021	4	4	100		
5	AUDIT COMM	17/01/2022	4	4	100		
6	AUDIT COMM	11/02/2022	4	4	100		
7	AUDIT COMM	04/03/2022	4	3	75		
8	NOMINATION	27/05/2021	3	3	100		
9	NOMINATION +	30/07/2021	3	2	66.67		
10	NOMINATION	22/11/2021	3	3	100		

# D. \*ATTENDANCE OF DIRECTORS

		Board Meetings			Co	Whether attended AGM			
S. No.	i name	Number of Meetings which director was entitled to	Number of Meetings attended	% of		Meetings	% of attendance	held on	
		attend	atterided		attend			(Y/N/NA)	
1	NITISH VIKAS	11	11	100	11	11	100		
2	VIKASH PRAT	11	10	90.91	6	4	66.67		
3	SHOBHA HAF	11	10	90.91	18	18	100		
4	PROBIR ROY	11	11	100	16	16	100		

5	RAJIV AMBRI	11	10	90.91	0	0	0	
6	SASHA GULU	11	11	100	5	5	100	
7	KULDEEP JAI	11	7	63.64	7	4	57.14	

#### 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

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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NITISH VIKASH MI	Joint Managing ∣ <b>±</b>	21,357,708	0	0	11,667,400	33,025,108
2	VIKASH PRATAPC	Chairman and N	10,120,307	0	0	451,703	10,572,010
	Total		31,478,015	0	0	12,119,103	43,597,118

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANISH AGARWAI	CEO	21,355,044	0	0	24,476,100	45,831,144
2	RAKESH CHANDR.	CFO	6,788,484	0	0	9,511,000	16,299,484
3	PRATIBHA SHAILE	Company Secre	207,623	0	0	9,328	216,951
4	PRAVESH PALOD	Company Secre	341,898	0	0	15,349	357,247
	Total		28,693,049	0	0	34,011,777	62,704,826

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	SHOBHA HARESH	Non-Executive &	0	0	0	640,000	640,000
2	PROBIR ROY	Non-Executive &	0	0	0	650,000	650,000
3	RAJIV AMBRISH A	Non-Executive [	0	0	0	300,000	300,000
4	SASHA GULU MIR(	Non-Executive &	0	0	0	430,000	430,000
5	KULDEEP JAIN	Non-Executive &	0	0	0	290,000	290,000
	Total		0	0	0	2,310,000	2,310,000

* A. Whether the cor provisions of the	mpany has made c e Companies Act, 2	ompliances and discl 013 during the year	losures in respect of app	olicable Yes	○ No	
B. If No, give reason	ons/observations					
III. PENALTY AND P	UNISHMENT - DE	TAILS THEREOF				
A) DETAILS OF PEN	ALTIES / PUNISHI	MENT IMPOSED ON	COMPANY/DIRECTOR	RS /OFFICERS 🔀	Nil	
Name of the concerned company/ directors/ 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 CO	MPOUNDING OF	OFFENCES 🔀	Nil			
Name of the company/ directors/ officers	npany/ directors/ Authority		Name of the Act and section under which offence committed	Particulare of	Amount of compounding (in Rupees)	
<ul><li>Ye</li></ul>	s O No		nolders has been enclo		ent	
XIV. COMPLIANCE	OF SUB-SECTION	I (2) OF SECTION 9	2, IN CASE OF LISTED	COMPANIES		
			nare capital of Ten Crore ertifying the annual retur		ırnover of Fifty Crore rupees or	
Name	Ма	nnish L. Ghia				
Whether associate	e or fellow	Associa	ate  Fellow			
Certificate of prac	ctice number	3531				

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

#### 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.

#### **Declaration**

I am Aut	horised by the Bo	ard of Dire	ctors of the c	company vide res	solution no	15	dated	14/04/2022	
	/YYYY) to sign thi							ules made thereund declare that:	der
1.								nformation materia maintained by the	
2.	All the required a	ttachments	s have been	completely and le	egibly attached	d to this form.			
	ttention is also d nent for fraud, po							Act, 2013 which y.	provide for
To be di	gitally signed by	,							
Director									
DIN of the	ne director		02347434						
To be d	igitally signed by	1							
<ul><li>Com</li></ul>	pany Secretary								
Com	pany secretary in	practice							
Member	ship number [	57964		Certificate	e of practice n	umber			
	Attachments						L	ist of attachments	<b>S</b>
	1. List of share h	,			A	Attach			
	2. Approval lette		SION OF AGINI;		A	Attach			
	3. Copy of MGT-		if and			Attach			
	4. Optional Attac	nemeni(s)	, ii any			Attach			
								Remove attachme	ent
	Mo	odify	(	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