

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

L72200PN2004PLC020061

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACF8565C

(ii) (a) Name of the company

FIDEL SOFTECH LIMITED

(b) Registered office address

UNIT NO. 202, 2ND FLOOR, MARISOFT 3, WEST WING, MARIGOLD S
OFTWARE IT PARK, VADGAON SHERI NA
PUNE
PUNE
Maharashtra
411014

(c) *e-mail ID of the company

PRACHI.KULKARNI@FIXSOL.CC

(d) *Telephone number with STD code

02049007800

(e) Website

www.fidelsoftech.com

(iii) Date of Incorporation

24/12/2004

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public 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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (EMERGE SME Platform)	1,024

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD SAKINAKA NA
MUMBAI

(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	J	Information and communication	J8	Other information & communication service activities	59
2	J	Information and communication	J6	Computer programming, consultancy and related activities	41

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				

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	20,000,000	13,750,560	13,750,560	13,750,560
Total amount of equity shares (in Rupees)	200,000,000	137,505,600	137,505,600	137,505,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	20,000,000	13,750,560	13,750,560	13,750,560
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	137,505,600	137,505,600	137,505,600

(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)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						

At the beginning of the year	10,102,560	0	10102560	101,025,600	101,025,600	
Increase during the year	0	13,648,000	13648000	136,480,000	136,480,000	98,496,000
i. Public Issues	0	3,648,000	3648000	36,480,000	36,480,000	98,496,000
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	10,000,000	10000000	100,000,000	100,000,000	
Dematerialisation						
Decrease during the year	10,000,000	0	10000000	100,000,000	100,000,000	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	0
iv. Others, specify	10,000,000		10000000	100,000,000	100,000,000	
Dematerialisation						
At the end of the year	102,560	13,648,000	13750560	137,505,600	137,505,600	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0LQQ01019

(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		<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		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			
	Surname	middle name	first name
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			
	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

Particulars	Number of units	Nominal value per unit	Total value
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	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

333,710,436.03

(ii) Net worth of the Company

324,012,685.16

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	2,400,001	17.45	0	
	(ii) Non-resident Indian (NRI)	7,599,996	55.27	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	9,999,997	72.72	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	2,694,002	19.59	0	
	(ii) Non-resident Indian (NRI)	66,000	0.48	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)	555,000	4.04	0	
10.	Others Foreign Body Corporate+cl	435,561	3.17	0	
	Total	3,750,563	27.28	0	0

Total number of shareholders (other than promoters)

597

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

600

**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)	4	597
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	1	2	1	72.72	0
B. Non-Promoter	0	0	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	3	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	1	2	4	72.72	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

(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)
SUNIL SUDHAKAR KU	00752937	Director	7,599,996	
Prachi Sunil Kulkarni	03618459	Managing Director	2,400,000	
Shyamak Sunil Kulkarni	09552445	Director	1	
Apurva Pradeep Joshi	06608172	Director	0	
Girish Mohan Desai	08328701	Director	0	
Pradeep Shivshankar D	02313403	Director	0	
Mandar Madhav Inamda	AABPI1383B	CFO	1	
Neha Amod Joshi	AHAPJ1751G	Company Secretar	0	30/10/2023

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

12

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)
Prachi Kulkarni	03618459	Director	15/04/2022	Change in designation
SHYAMAK SUNIL KULH	09552445	Director	15/04/2022	Change in designation
Apurva Pradeep Joshi	06608172	Additional director	15/04/2022	Appointment
Girish Mohan Desai	08328701	Additional director	15/04/2022	Appointment
Pradeep Shivshankar D	02313403	Additional director	15/04/2022	Appointment
Mandar Inamdar	AABPI1383B	CFO	15/04/2022	Appointment
Pragnesh Patel	BJLPP2996R	Company Secretar	15/04/2022	Appointment
Pragnesh Patel	BJLPP2996R	Company Secretar	31/10/2022	Cessation
Neha Joshi	AHAPJ1751G	Company Secretar	02/11/2022	Appointment
Apurva Pradeep Joshi	06608172	Director	15/04/2022	Change in Designation
Girish Mohan Desai	08328701	Director	15/04/2022	Change in Designation
Pradeep Shivshankar D	02313403	Director	15/04/2022	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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/05/2022	7	6	99.99
Extra Ordinary General Mee	04/04/2022	7	6	99.99
Extra Ordinary General Mee	15/04/2022	7	6	99.99

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/04/2022	3	2	66.67
2	11/04/2022	3	2	66.67
3	15/04/2022	6	5	83.33
4	22/04/2022	6	3	50
5	26/04/2022	6	2	33.33
6	23/05/2022	6	3	50
7	07/06/2022	6	4	66.67
8	08/06/2022	6	2	33.33
9	03/08/2022	6	6	100
10	02/11/2022	6	5	83.33
11	31/01/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

7

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	03/08/2022	3	3	100
2	Audit Committee	02/11/2022	3	3	100
3	Audit Committee	31/01/2023	3	3	100
4	Nomination and Remuneration	15/04/2022	3	3	100
5	Nomination and Remuneration	02/11/2022	3	2	66.67
6	Corporate Social Responsibility	01/11/2022	3	3	100
7	Stakeholders Forum	17/03/2023	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	03/08/2023
								(Y/N/NA)
1	SUNIL SUDHAKAR KULKARNI	11	11	100	1	1	100	Yes
2	Prachi Sunil Kulkarni	11	11	100	5	5	100	Yes
3	Shyamak Sunil Kulkarni	11	5	45.45	0	0	0	No
4	Apurva Pradeep Shivsankar	9	6	66.67	6	6	100	Yes
5	Girish Mohan Pradeep Shivsankar	9	4	44.44	6	6	100	Yes
6	Pradeep Shivsankar	9	3	33.33	3	2	66.67	Yes

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Sunil Sudhakar Kulkarni	Chairman & Executive Director	3,600,000	0	0	0	3,600,000
2	Prachi Sunil Kulkarni	Managing Director	3,412,000	0	0	0	3,412,000
	Total		7,012,000	0	0	0	7,012,000

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	Mandar Inamdar	Chief Financial Officer	4,615,082	0	0	0	4,615,082
2	Pragnesh Patel	Company Secretary	137,729	0	0	0	137,729
3	Neha Joshi	Company Secretary	452,825	0	0	0	452,825
	Total		5,205,636	0	0	0	5,205,636

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

Raghunath Apte

Whether associate or fellow

Associate Fellow

Certificate of practice number

25183

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 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

PRACHI SUNIL KULKARNI	Digitally signed by PRACHI SUNIL KULKARNI Date: 2024.01.09 17:25:32 +05'30'
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DIN of the director

To be digitally signed by

SNEHA KAUSTUBH RATNAPARKHI	Digitally signed by SNEHA KAUSTUBH RATNAPARKHI Date: 2024.01.09 17:26:58 +05'30'
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- 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

Attach
Attach
Attach
Attach

List of attachments

List of shareholders.pdf MGT_8_Fidel_2023.pdf ROC_Acknowledgement_Fidel_Softech.pdf Explanation for delay in filing Form MGT 7.
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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

