

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

U74999MH2019PTC322353

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCT2205N

(ii) (a) Name of the company

TATA DIGITAL PRIVATE LIMITED

(b) Registered office address

Army & Navy Building 148 M G Road
Opposite Kala Ghoda Fort
MUMBAI
Mumbai City
Maharashtra
400001

(c) * e-mail ID of the company

tatadigital@tata.com

(d) * Telephone number with STD code

+912266657686

(e) Website

(iii) Date of Incorporation

11/03/2019

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*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	J7	Data processing, hosting and related activities; web portal	100

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

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

15

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TATA SONS PRIVATE LIMITED	U99999MH1917PTC000478	Holding	99
2	TATA PAYMENTS LIMITED	U65100MH2019PLC329365	Subsidiary	100
3	TATA FINTECH PRIVATE LIMITED	U67110MH2021PTC370721	Subsidiary	100
4	PROTRAVINY PRIVATE LIMITED	U72200MH2022PTC377935	Subsidiary	100
5	SUPERMARKET GROCERY SUPPLY	U51909KA2011PTC060707	Subsidiary	67.56
6	INNOVATIVE RETAIL CONCEPTS	U74130KA2010PTC052192	Subsidiary	100
7	SAVIS RETAIL PRIVATE LIMITED	U74999KA2016PTC097228	Subsidiary	100
8	DELYVER RETAIL NETWORK PRIVATE	U52339KA2010PTC052902	Subsidiary	100
9	DAILYNINJA DELIVERY SERVICES	U74999MH2015PTC268012	Subsidiary	98.72
10	TATA 1MG TECHNOLOGIES PRIVATE	U74140DL2015PTC279229	Subsidiary	100

11	TATA 1MG HEALTHCARE SOLU	U24290DL2016PTC302634	Subsidiary	100
12	LFS HEALTHCARE PRIVATE LIM	U85100HR2015PTC057368	Subsidiary	100
13	INFINITI RETAIL LIMITED	U31900MH2005PLC158120	Subsidiary	100
14	TATA UNISTORE LIMITED	U74999MH2007PLC173035	Subsidiary	100
15	TATA NEU PRIVATE LIMITED	U74999MH2022PTC380167	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	20,000,000,000	19,134,000,000	19,134,000,000	19,134,000,000
Total amount of equity shares (in Rupees)	200,000,000,000	191,340,000,000	191,340,000,000	191,340,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	20,000,000,000	19,134,000,000	19,134,000,000	19,134,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000,000	191,340,000,000	191,340,000,000	191,340,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,000,000,000	749,250,000	749,250,000	749,250,000
Total amount of preference shares (in rupees)	10,000,000,000	7,492,500,000	7,492,500,000	7,492,500,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Compulsoly Convertible Preference Shares				
Number of preference shares	1,000,000,000	749,250,000	749,250,000	749,250,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	10,000,000,000	7,492,500,000	7,492,500,000	7,492,500,000

(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	500,000,000	11,972,000	1247200000	124,720,000	124,720,000	
	+	+		+	+	
Increase during the year	0	7,162,000	7162000000	66,620,000	66,620,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	6,662,000	6662000000	66,620,000	66,620,000	
		+		+	+	
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		500,000,000	5000000000			
Conversion of shares from physical to demat		+				
Decrease during the year	500,000,000	0	5000000000	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	500,000,000		5000000000			
Conversion of shares from physical to demat	+					
At the end of the year	0	19,134,000	19134000000	191,340,000	191,340,000	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	749,250,000	749250000	7,492,500,0	7,492,500,0	0
i. Issues of shares	0	749,250,000	749250000	7,492,500,0	7,492,500,0	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	749,250,000	749250000	7,492,500,0	7,492,500,0	

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"/>
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Date of registration of transfer (Date Month Year)	<input type="text" value="30/01/2023"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="2"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text" value="Tata Sons Private Limited"/>	<input type="text" value="jointly with"/>	<input type="text" value="Mr. Adil Charna"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text" value="Tata Sons Private Limited"/>	<input type="text" value="jointly with"/>	<input type="text" value="Ms. Prachi Raje"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text" value="30/01/2023"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input type="text" value="2"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor			
Transferor's Name	Tata Sons Private Limited	jointly with	Ms. S Nageswari
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name	Tata Sons Private Limited	jointly with	Ms. Zenobia Bhathena
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		23/03/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	191,340,000	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor			
Transferor's Name	Tata Sons	Private	Limited
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name	Ratan Tata	Endowment	Foundation
	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 <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	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	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

2,043,500,000

(ii) Net worth of the Company

163,684,800,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	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)	18,942,660,000	99	0	0
10.	Others	0	0	0	0
	Total	18,942,660,000	99	0	0

Total number of shareholders (promoters)

1

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	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	749,250,000	100
10.	Others Not for profit Section 8 Com +	191,340,000	1	0	0
	Total	191,340,000	1	749,250,000	100

Total number of shareholders (other than promoters)

9

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

10

**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	7	1
Members (other than promoters)	0	9
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	0	4	0	4	0	0
(i) Non-Independent	0	4	0	4	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	0	4	0	4	0	0

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

7

(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)
Mr. N Chandrasekaran	00121863	Director	0	
Ms. Aarthi Subramaniam	07121802	Director	0	
Mr. Suprakash Mukhopadhyay	00019901	Director	0	
Mr. Modan Saha	02848515	Director	0	
Mr. Pratik Pal	AAQPP1191F	CEO	0	
Mr. Sudhakar Shetty	AALPS9504Q	Company Secretary	0	
Mr. Hardeep Singh Gurjar	ARWPG9426F	CFO	0	

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

2

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)
Mr. Suresh Kasturiranga +	AFVPK0204Q	CFO	10/08/2022	Cessation
Mr. Hardeep Singh Gur +	ARWPG9426F	CFO	11/08/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/08/2022	7	2	100
Extra Ordinary General Mee +	29/08/2022	7	2	100
Extra Ordinary General Mee +	05/12/2022	7	2	100

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/05/2022	4	4	100
2	11/08/2022	4	4	100
3	11/11/2022	4	3	75
4	30/01/2023	4	4	100

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

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	Corporate Soc	24/03/2023	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	
								(Y/N/NA)
1	Mr. N Chandra	4	4	100	0	0	0	
2	Ms. Aarthi Sub	4	4	100	1	1	100	
3	Mr. Suprakash	4	3	75	1	1	100	
4	Mr. Modan Sa	4	4	100	1	1	100	

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pratik Pal	CEO	61,670,107	0	0	188,064	61,858,171
2	Hardeep Singh Gurr	CFO	10,697,897	0	0	16,500	10,714,397
	Total		72,368,004	0	0	204,564	72,572,568

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

Mohammad Pillikandlu

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

14603

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

DIN of the director

To be digitally signed by☒ 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 Attachement(s), if any

List of attachments

Draft MGT-8 CERTIFICATE- Tata Digital -2
List of Shareholders as on March 31 2023.

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

TATA DIGITAL PRIVATE LIMITED

(Formerly known as Tata Digital Limited),
(CIN U74999MH2019PTC322353)

Registered Office:

ARMY & NAVY BUILDING, 148 MG ROAD OPPOSITE KALA GHODA FORT MUMBAI 400001

Phone: 6665 7686 Facsimile 6665 8080 Email: tatadigital@tata.com

List of Shareholders as on March 31, 2023

DPID & Client ID	Name of the Shareholder	Type of Share	No. of Shares
IN301330 & 40011558	Tata Sons Private Limited	Equity Shares	1894,26,59,988
IN301330 & 40011558 IN301330 & 22258678	Tata Sons Private Limited jointly with Mr. Eruch Kapadia	Equity Shares	2
IN301330 & 40011558 IN301330 & 41124866	Tata Sons Private Limited jointly with Ms. Prachi Raje	Equity Shares	2
IN301330 & 40011558 IN301330 & 22258580	Tata Sons Private Limited jointly with Mr. Girish Valecha	Equity Shares	2
IN301330 & 40011558 IN301330 & 22258619	Tata Sons Private Limited jointly with Mr. Nikhil Kumar	Equity Shares	2
IN301330 & 40011558 IN301330 & 41124840	Tata Sons Private Limited jointly with Ms. Zenobia Bhathena	Equity Shares	2
IN301330 & 40011558 IN301330 & 22288460	Tata Sons Private Limited jointly with Mr. Chetan Nage	Equity Shares	2
IN302814 & 12729017	Ratan Tata Endowment Fund	Equity Shares	1913,40,000
IN300011 & 10187637	Tata Industries Limited	Compulsory Convertible Preference Shares	7251,30,349
IN300476 & 41457920	Trent Limited	Compulsory Convertible Preference Shares	241,19,651

Tata Digital Private Limited

(Sudhakar Shetty)
Company Secretary
ACS 13200

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **TATA DIGITAL PRIVATE LIMITED** (formerly known as Tata Digital Limited) (the company) **CIN No. U74999MH2019PTC322353** having its Registered Office at Army & Navy Building, 148, M G Road, Opposite Kala Ghoda Fort Mumbai 400 001 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year **ended on 31st March, 2023**. In our opinion and information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial period correctly and adequately.
- B. during the aforesaid financial period the company has generally complied with provisions of the Act & Rules made thereunder 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, as applicable;
 4. calling/convening/holding meetings of Board of Directors 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 have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed;

Postal ballot rules are not applicable to the company.

5. the Register of Members was not required to be closed;
6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. there were no contracts/ arrangements with related parties as specified in section 188 of the Act except in ordinary course of business and arm's length basis;
8. there were transfer and issue and allotment of equity shares and preference shares in dematerialized form, ;

there were no transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/ securities;
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; - Not Applicable
10. there was no declaration/payment of dividend and the company was not required to transfer 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 statements as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4) and (5) thereof; as applicable
12. constitution / appointments/re-appointments/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; as applicable
13. appointment/ re-appointments of auditors as per the provisions of section 139 of the Act; as applicable
14. no approvals were 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. the Company has not accepted any Fixed Deposits during the year;

16. borrowings from members, banks and others; wherever applicable
- there were no borrowings from its directors, public financial institutions and no creation/ modification/ satisfaction of charges during the year;
17. there were investment made and corporate guarantee given under the provisions of section 186 of the Act during the year;
- there were no loans given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the year;
18. alteration of the provisions of the Memorandum of Association and Articles of Association of the Company during the year; as applicable

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date:

Signature:

Mohammad Pillikandlu
Partner
FCS No: F10619 CP No: 14603
UDIN:
Peer Review No. 1129/2021

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

‘Annexure A to Form MGT-8’

To,
TATA DIGITAL PRIVATE LIMITED

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date:

Signature:

Mohammad Pillikandlu
Partner
FCS No: F10619 CP No: 14603
UDIN:
Peer Review No. 1129/2021