

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

U32202DL1999PTC097948

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCR2460C

(ii) (a) Name of the company

VIHAAN NETWORKS PRIVATE L

(b) Registered office address

A-60, NARAINA INDUSTRIAL AREA
PHASE-I
NEW DELHI
Delhi
110028

(c) *e-mail ID of the company

secretarial@vnl.in

(d) *Telephone number with STD code

01242657600

(e) Website

www.vnl.in

(iii) Date of Incorporation

15/01/1999

(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

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

Pre-fill

(e) Extended due date of AGM after grant of extension

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	C	Manufacturing	C9	Computer, electronic, Communication and scientific measuring & control equipment	1.91
2	G	Trade	G1	Wholesale Trading	0.14
3	J	Information and communication	J5	Wired, wireless or satellite Telecommunication activities	97.95

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	VNL Global Limited		Subsidiary	100
2	VNL Holdings Limited		Subsidiary	51.8
3	VNL Shyam Nigeria Pty Limited		Subsidiary	100
4	VNL Europe AB		Subsidiary	51.8
5	Udit Invofin Trade Pvt. Ltd.	U67120DL2005PTC132921	Holding	90.95

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	95,542,500	95,542,408	95,542,408	95,542,408
Total amount of equity shares (in Rupees)	955,425,000	955,424,080	955,424,080	955,424,080

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	95,542,500	95,542,408	95,542,408	95,542,408
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	955,425,000	955,424,080	955,424,080	955,424,080

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,500,000	0	0	0
Total amount of preference shares (in rupees)	45,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES				
Number of preference shares	4,500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	45,000,000	0	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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	8,647,395	86,895,013	95542408	955,424,080	955,424,080	

Increase during the year	0	4,251,934	4251934	42,519,340	42,519,340	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 Dematerialisation of existing shares.	0	4,251,934	4251934	42,519,340	42,519,340	0
Decrease during the year	4,251,934	0	4251934	42,519,340	42,519,340	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 Dematerialisation of existing shares.	4,251,934	0	4251934	42,519,340	42,519,340	0
At the end of the year	4,395,461	91,146,947	95542408	955,424,080	955,424,080	0
Preference shares						
At the beginning of the year	0	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 NA				0	0	0
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				0	0	
NA						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(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		26/11/2021	
Date of registration of transfer (Date Month Year)		19/07/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		11	
Transferor's Name	KAKKAR		SANJEEV
	Surname	middle name	first name
Ledger Folio of Transferee		9	
Transferee's Name	MEHROTRA		NITIN
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		23/10/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		10	
Transferor's Name	NARASIMHAN		THIRUMALAI
	Surname	middle name	first name
Ledger Folio of Transferee		9	
Transferee's Name	MEHROTRA		NITIN
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		26/10/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	4,251,928	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		22	
Transferor's Name	Pte. Ltd.	Singapore	Swiss Life
	Surname	middle name	first name
Ledger Folio of Transferee		23	
Transferee's Name	Private Limited	Infrastructure Projects	Shyam Basic
	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
Partly convertible debentures	0	0	0
Fully convertible debentures	85,000	10000	850,000,000

Particulars	Number of units	Nominal value per unit	Total value
Total			850,000,000

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	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	850,000,000	0	0	850,000,000

(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

2,199,958,000

(ii) Net worth of the Company

4,091,357,080

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	7	0	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)	91,146,941	95.4	0	
10.	Others	0	0	0	
	Total	91,146,948	95.4	0	0

Total number of shareholders (promoters)

5

(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	
	(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)	4,286,000	4.49	0	
10.	Others ESOP Trust	109,460	0.11	0	
	Total	4,395,460	4.6	0	0

Total number of shareholders (other than promoters)

3

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

8

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	4	5
Members (other than promoters)	6	3
Debenture holders	1	1

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	3	0	3	0	0	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	2	0	2	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	3	3	3	3	0	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)
RAJIV MEHROTRA	00035766	Whole-time director	2	
UDIT MEHROTRA	00041533	Managing Director	2	
UDIT MEHROTRA	ADDPM9343G	CEO	0	
NITIN MEHROTRA	00041640	Managing Director	3	
ANIL KUMAR CHADDA	00009383	Director	0	11/08/2022
VINAMRA SHASTRI	02456811	Director	0	11/08/2022
SAHIL GUPTA	01333667	Director	0	11/08/2022
KRISHAN KUMAR	ANQPK3878F	Company Secretary	0	

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

14

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)
Thirumalai Narsimhan	00041112	Director	01/10/2021	Cessation
Rajan Chopra	02307658	Director	01/10/2021	Cessation
Renu Sehgal	02700147	Director	01/10/2021	Cessation
Suraj Aggarwal	ABVPA9108P	Company Secretary	01/10/2021	Cessation
Krishan Kumar	ANQPK3878F	Company Secretary	01/10/2021	Appointment
Manish Sharma	02233739	Additional director	24/12/2021	Appointment
Anil Kumar Chaddha	00009383	Additional director	24/12/2021	Appointment
Amit Kumar Mangla	07045797	Additional director	24/12/2021	Appointment
Mala Thapar	07956857	Additional director	24/12/2021	Appointment
Manish Sharma	02233739	Additional director	25/01/2022	Cessation
Amit Kumar Mangla	07045797	Additional director	28/03/2022	Cessation
Mala Thapar	07956857	Additional director	28/03/2022	Cessation
Vinamra Shastri	02456811	Additional director	28/03/2022	Appointment
Sahil Gupta	01333667	Additional director	28/03/2022	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

4

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	26/11/2021	8	5	95.4
Extra-ordinary General Meeting	20/01/2022	8	5	95.4
Extra-ordinary General Meeting	04/03/2022	8	5	95.4
Extra-ordinary General Meeting	30/03/2022	8	5	95.4

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	05/04/2021	6	6	100
2	08/07/2021	6	4	66.67
3	22/07/2021	6	4	66.67
4	27/09/2021	6	6	100
5	24/12/2021	3	3	100
6	02/02/2022	6	3	50
7	28/03/2022	6	3	50

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	Nomination an	27/09/2021	3	3	100
2	Nomination an	02/02/2022	3	2	66.67
3	Nomination an	26/03/2022	3	2	66.67
4	Corporate Soc	27/09/2021	3	3	100
5	Corporate Soc	30/03/2022	3	2	66.67
6	Audit Committ	27/09/2021	3	3	100
7	Independent D	27/09/2021	2	2	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	28/12/2022
								(Y/N/NA)

1	RAJIV MEHROTRA	7	7	100	0	0	0	Yes
2	UDIT MEHROTRA	7	7	100	1	1	100	Yes
3	NITIN MEHROTRA	7	5	71.43	1	1	100	Yes
4	ANIL KUMAR	2	0	0	2	2	100	Not Applicable
5	VINAMRA SHARMA	0	0	0	0	0	0	Not Applicable
6	SAHIL GUPTA	0	0	0	1	1	100	Not Applicable

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJIV MEHROTRA	WHOLETIME D	46,320,000	0	0	0	46,320,000
2	UDIT MEHROTRA	MANAGING DIR	15,000,000	0	0	0	15,000,000
3	NITIN MEHROTRA	JOINT MANAGER	15,000,000	0	0	0	15,000,000
	Total		76,320,000	0	0	0	76,320,000

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	DEEPAK GUPTA	CFO	6,124,000	0	0	0	6,124,000
2	SURAJ AGARWAL	COMPANY SEC	2,059,000	0	0	0	2,059,000
	Total		8,183,000	0	0	0	8,183,000

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
	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

Vivek Ranjan Sahu

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

23128

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

UDIT
MEHROTRA
Digitally signed by
UDIT MEHROTRA
Date: 2023.02.16
11:11:43 +05'30'

DIN of the director

To be digitally signed by

KRISHAN
KUMAR
Digitally signed by
KRISHAN KUMAR
Date: 2023.02.16
11:12:29 +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 Attachement(s), if any

List of attachments

List of Shareholders and Debenture holder
Approval Letter for AGM Extension.pdf
MGT-8.pdf

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

