

# FORM NO. MGT-7

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

U51228KA2006PTC115512

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAKCS4860P

(ii) (a) Name of the company

NUANCE GROUP (INDIA) PRIVA

(b) Registered office address

Bengaluru International Airport, Alpha 3, Airline Building  
, 1st Floor, Devanahalli , NA  
Bengaluru  
Bangalore Rural  
Karnataka  
560006

(c) \*e-mail ID of the company

Rajkumar.Harijan@dufry.com

(d) \*Telephone number with STD code

08066783700

(e) Website

(iii) Date of Incorporation

12/12/2006

(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	G	Trade	G2	Retail Trading	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	The Nuance Group AG		Holding	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	110,000,000	103,525,000	103,525,000	103,525,000
Total amount of equity shares (in Rupees)	1,100,000,000	1,035,250,000	1,035,250,000	1,035,250,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	110,000,000	103,525,000	103,525,000	103,525,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,100,000,000	1,035,250,000	1,035,250,000	1,035,250,000

**(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)				

**(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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	103,525,000	0	103525000	1,035,250,0	1,035,250,0	
<b>Increase during the year</b>	0	0	0	0	0	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 <div></div>						
<b>Decrease during the year</b>	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	0
iv. Others, specify <div></div>						
<b>At the end of the year</b>	103,525,000	0	103525000	1,035,250,0	1,035,250,0	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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 <div></div>						
<b>Decrease during the year</b>	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 <div></div>						
<b>At the end of the year</b>	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			
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	<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	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			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**

2,159,542,000

**(ii) Net worth of the Company**

1,427,825,629.16

**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	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)	103,525,000	100	0	
10.	Others	0	0	0	
	<b>Total</b>	103,525,000	100	0	0

**Total number of shareholders (promoters)**

2

**(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)	0	0	0	
10.	Others	0	0	0	



	<b>Total</b>	0	0	0	0
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**Total number of shareholders (other than promoters)**

0

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

2

**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	2	2
Members (other than promoters)	0	0
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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	2	1	2	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	1	2	1	2	0	0

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

4

**(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)
KAVANAL BALASUNDA	03195002	Director	0	
LUIS MARIN MAS SAR	07228938	Director	0	
VIVEK JHUNJHUNWAL	07502976	Nominee director	0	
RAJKUMAR HARIJAN	AIIPH3421Q	Company Secretar	0	

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

0

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)

**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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
agm	30/09/2022	2	2	100

**B. BOARD MEETINGS**

\*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2022	3	2	66.67
2	15/06/2022	3	2	66.67
3	23/08/2022	3	2	66.67
4	30/09/2022	3	2	66.67
5	20/10/2022	3	2	66.67

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	01/12/2022	3	2	66.67
7	06/02/2023	3	2	66.67
8	10/03/2023	3	2	66.67
9	20/03/2023	3	2	66.67

#### C. COMMITTEE MEETINGS

Number of meetings held

2

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	of Corporate S	20/10/2022	2	2	100
2	of Corporate S	20/03/2023	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	
								29/09/2023 (Y/N/NA)
1	KAVANAL BA	9	9	100	2	2	100	Yes
2	LUIS MARIN M	9	1	11.11	0	0	0	No
3	VIVEK JHUNJ	9	8	88.89	2	2	100	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

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJKUMAR HARIJ	Company Secre	1,203,000	0	0	0	1,203,000
	Total		1,203,000	0	0	0	1,203,000

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIVEK JHUNJHUN	NOMINEE DIRE	6,860,000	0	0	0	6,860,000
	Total		6,860,000	0	0	0	6,860,000

#### 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

NARESH KUMAR SHARMA

Whether associate or fellow



Associate



Fellow

Certificate of practice number

11876

#### 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. ..

15

dated

29/09/2023

(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

KAVANAL  
BALASUNDARA  
M  
RANJITHKUMAR  
Digitally signed by  
KAVANAL  
BALASUNDARAM  
M  
RANJITHKUMAR  
Date: 2023.11.28  
21:15:17 +05'30'

DIN of the director

03195002

#### To be digitally signed by

NARESH  
KUMAR  
SHARMA  
Digitally signed by  
NARESH KUMAR  
SHARMA  
Date: 2023.11.28  
21:21:49 +05'30'

☐ Company Secretary

☒ Company secretary in practice

Membership number

9788

Certificate of practice number

11876

**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

**Attach****Attach****Attach****Attach****List of attachments**

MGT-8\_NGIPL\_2023.pdf  
NGIPL - List of shareholders.pdf

**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**



**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, books and papers of **NUANCE GROUP (INDIA) PRIVATE LIMITED** (the Company) having **CIN: U51228KA2006PTC115512** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. Save as expressly provided herein below, the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. Save as expressly provided herein below, during the aforesaid financial year the Company has complied with the provisions of the Act and Rules made there under in respect of the following as explained hereunder:
  1. The Company is an active Private Company which is limited by Shares and sub-categorised into an Indian Non-Government Company.
  2. The Company has complied with the provisions of the Act and Rules made thereunder in respect of maintenance of registers / records as required to be maintained under the provisions of the Act read with rules made thereunder and all entries therein have been duly recorded within the time prescribed.
  3. The Company has duly filed e-Forms and Returns as stated in **Annexure 'A'** to this Certificate, with the Registrar of Companies, Regional Director, Central Government, Tribunal, Court or other authorities under the Act and the rules made there under within the prescribed time.
  4. Nine (09) meetings of the Board of Directors were properly convened, constituted and held on 16<sup>th</sup> May, 2022, 15<sup>th</sup> June, 2022, 23<sup>rd</sup> August, 2022, 30<sup>th</sup> September 2022, 20<sup>th</sup> October 2022, 1<sup>st</sup> December 2022, 6<sup>th</sup> February 2023, 10<sup>th</sup> March 2023 and 20<sup>th</sup> March 2023 respectively as stated in the annual return of the Company.

Further, During the financial year 2022-2023, the members of Corporate Social Responsibility ('CSR') Committee of the Company met 2 (Two) times on 20<sup>th</sup> October 2022 and 20<sup>th</sup> March 2023:

Further report that no resolution has been passed by circulation during the financial year under review.

Further certify that the company was not required to pass any resolution by postal ballot.

Further report that Annual General Meeting of the members of the company for the financial year ended on 31<sup>st</sup> March 2022 was held on 30<sup>th</sup> September, 2022.





Further report that proper notices were given for the above stated Board meetings and the meetings of the members and the proceedings thereof have been properly recorded in the Minutes Book / registers maintained for the said purpose and the same have been duly signed.

5. The Company has not closed its registers of members / security holders.
6. The Company has not given any unsecured loans to any company in which directors of the company are interested.
7. During the period under review, the Company has entered into contracts / arrangements with the related parties as specified in Section 188 of the Act on arm's length basis and in ordinary course of business.
8. During the Period under review, Company has not issue or transfer any shares.

There was no instance of transmission or buy back of securities during the financial year under review.

There was no redemption of preference shares or debentures, as the Company has not issued any preference shares or debentures since incorporation.

Further report that there was no alteration or reduction of share capital / conversion of securities in any instances during the period under review.

9. There was no transaction which requires the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. The Company has recommended and declared the final dividend of Rs.2/- Per Equity share in the Annual General Meeting held on 29<sup>th</sup> September 2023.
11. The Audited Financial Statements have been duly signed as per the provisions of section 134(1) of the Companies Act, 2013 and report of directors has been duly signed as per the provisions of section 134(6) of the Companies Act, 2013.
12. The Board of directors of the Company is duly constituted. There was no appointment of any alternate director, director to fill casual vacancy or Key Managerial Personnel (KMP).

Details of Directors and KMP as on 31.03.2023

DIN/PAN	Name	Begin date
03195002	Kavanal Balasundaram Ranjithkumar	05/01/2015
07228938	Luis Marin Mas Sarda	25/08/2015
07502976	Vivek Jhunjhunwala	24/06/2021
AIIPH3421Q	Rajkumar Shivagouda Harijan	28/11/2019







There is no change in the constitution of Board of directors of the company during the year.

Further there was no retirement of any director due to superannuation.

Further report that, the Directors have disclosed their interest in other firms / Companies to the Board of Directors pursuant to the provisions of Section 184 of the Act and the rules made thereunder.

Further on the basis of declaration in form DIR-8 under section 164 (2) of the Act, given by all the directors to the company, we hereby report that directors has not incurred any disqualification during the period under review.

13. The Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act..
14. There was no instances of acceptance / renewal / repayment of deposits.
15. The Company has not borrowed any loan from its directors or members, Public Financial Institutions or Banks / NBFC during the financial year under review.
17. During the period under review the company has neither made any investments nor given any guarantee during the period under review.
18. The Company not altered Memorandum of Association or Article of Association of Company during the period under review.

**Place:** Ghaziabad

**Dated:** 28.11.2023

**UDIN :** F009788E002615481

**Peer Review Certificate no.** 5195/2023



**For CSK & CO.**

**Company Secretaries**

*(Signature)*  
Naresh Kumar Sharma

Partner

FCS: 9788 | C.P. No. 11876



forms an integral part of this certificate.

(ANNEXURE-A)

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government, Tribunal, Court or other authorities during the financial year ended on 31<sup>st</sup> March 2023.

S. No.	Form No. / Return	Filed under section	Particulars of the forms filed for	SRN
1.	e-Form AOC-4	137 of Companies Act, 2013.	Filling of Financials with Registrar of Companies	F42615633
2.	e-Form MGT-7	92 of Companies Act, 2013.	Annual Return	F50186204
3.	E-CSR-2	Section 135 of Companies Act, 2013.	Report on Corporate Social Responsibility(CSR)	F60092756

Place: Ghaziabad

Dated: 28.11.2023

UDIN : F009788E002615481

Peer Review Certificate no. 5195/2023



For CSK & CO.

Company Secretaries

Naresh Kumar Sharma

Partner

FCS: 9788 | C.P. No. 11876



(ANNEXURE-B)

Our certificate (in Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our examinations / review.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the Act and the rules made thereunder & notifications issued thereto to the extent applicable is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

**Place:** Ghaziabad

**Dated:** 28.11.2023

**UDIN :** F009788E002615481

**Peer Review Certificate no.** 5195/2023



**For CSK & CO.**

**Company Secretaries**

**Naresh Kumar Sharma**

**Partner**

**FCS: 9788 | C.P. No. 1187**

**NUANCE GROUP (INDIA) PRIVATE LIMITED SHAREHOLDERS LIST AS ON  
31<sup>ST</sup> MARCH 2023**

Sr. no	Folio no.	Name of shareholder/ Name of joint holder, if any	Address/ Registered address	CIN/ UIN	Class of share	Nominal value per share	Total shares held
1	4	The Nuance Group AG	Hohenbühlstrasse 2, Glattbrugg, 8152, Switzerland	CHE-106.826.832	Equity	10	103524999
2	5	The Nuance Group AG jointly with Dufry Participation AG	Brunngässlein 12, Basel, Basel-Stadt, CH-4052, Switzerland	CHE-102.313.255	Equity	10	1
		<b>Total</b>					<b>103525000</b>

**LIST OF DEBENTURE HOLDERS AS ON 31.03.2023**

Sr. No.	Folio No.	Name of debenture holder / Name of Joint holder, if any	Address/ Registered address	CIN/ UIN	Class of debentures	Nominal value per debenture	Total debenture held
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors of  
**Nuance Group (India) Private Limited**

  
\_\_\_\_\_  
**Vivek Jhunjhunwala**  
Nominee Director  
DIN: 07502976

