# 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)

# I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	U74140MH2008FTC182494	Pre-fill
Global Location Number (GLN) of the company		
* Permanent Account Number (PAN) of the company	AALCS9822Q	
(ii) (a) Name of the company	SODEXO SVC INDIA PRIVATE LI	
(b) Registered office address		
503 & 504, 5th Floor, B Wing, Hiranandani Fulcrum Sahar Road, Andheri East Mumbai Mumbai City Maharashtra		
(c) *e-mail ID of the company	tejal.shah@sodexo.com	
(d) *Telephone number with STD code	02243214321	
(e) Website	www.sodexo.in	
(iii) Date of Incorporation	21/05/2008	
(iv) Type of the Company Cotegory of the Company	Sub entegory of the	Company

(iv)	Type of the Company	Category of the Company S		Sub-category of the Company
	Private Company	Company limited	d by shares	Subsidiary of Foreign Company
(v) Whether company is having share capital		Yes	O No	
(vi) *Whether shares listed on recognized Stock Exchange(s)		⊖ Yes	No	

(vii) *Financial year From date $01/04$	/2022	(DD/MM/YYY	Y) To date	31/03/2023	(DD/MM/YYYY)
(viii) *Whether Annual general meetin	g (AGM) held	$\odot$	Yes 🔿	No	
(a) If yes, date of AGM	20/09/2023				
(b) Due date of AGM	30/09/2023				
(c) Whether any extension for A	GM granted		⊖ Yes	No	
II. PRINCIPAL BUSINESS AC	TIVITIES OF T	НЕ СОМРА	NY		

\*Number of business activities 1

	Main Activity group code		Business Activity Code		% of turnover of the company
1	к	Financial and insurance Service	К8	Other financial activities	100

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

\*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SODEXO PASS INTERNATIONA		Holding	70.79
2	ZETA INVESTMENTS HOLDING		Joint Venture	29.21

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

## (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	lssued capital	Subscribed capital	Paid up capital
Total number of equity shares	90,000,000	56,980,330	56,980,330	56,980,330
Total amount of equity shares (in Rupees)	900,000,000	569,803,300	569,803,300	569,803,300

Number of classes

	Issued capital	Subscribed	Paid up capital
capital		capital	

Number of equity shares	90,000,000	56,980,330	56,980,330	56,980,330
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	900,000,000	569,803,300	569,803,300	569,803,300

## (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

Class of shares	ICapital	Subscribed capital	Paid up capital
Number of preference shares			
Nominal value per share (in rupees)			
Total amount of preference shares (in rupees)			

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	Nu	imber of sh	ares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	56,980,330	0	56980330	569,803,30(	569,803,30	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0

the Course to any the share a state of			1	1	1	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	56,980,330	0	56980330	569,803,300	569,803,30	
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		0	0	0	0	0
iii. Others, specify Decrease during the year i. Redemption of shares	0 0 0	0	0	0 0 0 0 0	0 0 0 0	0 0 0
Decrease during the year i. Redemption of shares	0	0	0	0	0	0
Decrease during the year	0	0	0	0	0	0
Decrease during the year i. Redemption of shares ii. Shares forfeited	0 0 0	0 0 0	0 0 0	0 0 0	0 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)

Class of shares		(i)	(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	Face value per share			

# (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]	0	Yes	0	No	0	Not Applicable
Separate sheet attached for details of transfers	$\bigcirc$	Yes	$\bigcirc$	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.

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Date of the previous annual general meeting								
Date of registration of transfer (Date Month Year)								
Type of transfe	Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock							
Number of Shares/ D Units Transferred	Debentures/		Amount per Share/ Debenture/Unit (in Rs.)					
Ledger Folio of Trans	sferor							
Transferor's Name								
Surname middle name first name								
Ledger Folio of Transferee								

Transferee's Name								
	Surname	middle name	first name					
Date of registration of transfer (Date Month Year)								
Type of transfe	Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock							
Number of Shares/ D Units Transferred	Debentures/	Amount per Share/ Debenture/Unit (in Rs.)						
Ledger Folio of Trans	sferor							
Transferor's Name								
	Surname	middle name	first name					
Ledger Folio of Trans	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	0	0	0
Total			0

**Details of debentures** 

Class of debentures	Outstanding as at the beginning of the year	-	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

# (v) Securities (other than shares and debentures)

(v) Securities	(other than shares a	nd 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

1,775,605,142

# (ii) Net worth of the Company

322,415,202

# VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	ity	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	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		

	Total	40,334,775	70.79	0	0
10.	Others	0	0	0	
9.	Body corporate (not mentioned above)	40,334,775	70.79	0	
8.	Venture capital	0	0	0	
7.	Mutual funds	0	0	0	
6.	Foreign institutional investors	0	0	0	

1

Total number of shareholders (promoters)

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

S. No.	Category	Equi	ity	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)	16,645,555	29.21	0		
10.	Others	0	0	0		

	Total	16,645,555	29.21	0	0			
Total nun	Total number of shareholders (other than promoters)     1							
Total num	ber of shareholders (Promoters+Publi	c/						

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	1	1
Members (other than promoters)	1	1
Debenture holders	0	0

# VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

# (A) \*Composition of Board of Directors

Category		lirectors at the g 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	1	3	1	3	0	0
(i) Non-Independent	1	3	1	3	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	1	3	1	3	0	0

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

#### (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)
Aurelien Sonet	07676363	Director	0	
Sebastien Godet	07313939	Director	0	
Anish Kumar Sarkar	02475971	Managing Director	0	
Ramakrishna Gaddipati	02357308	Director	0	

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

Name	beginning / during	Ichange in decignation/	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	ance
		attend meeting		% of total shareholding
Annual General Meeting	01/09/2022	2	2	100

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

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date		Attendance
			Number of directors attended	% of attendance
1	29/06/2022	4	3	75
2	05/08/2022	4	3	75
3	29/11/2022	4	4	100
4	29/03/2023	4	4	100

#### C. COMMITTEE MEETINGS

٧u	lumber of meetings held			4			
	S. No. Type of meeting				Attendance		
			Date of meeting	on the date of the meeting	Number of members attended	% of attendance	
	1	Nomination an	29/11/2022	3	3	100	
	2	Nomination an	29/03/2023	3	3	100	
	3	Budget and Inv	29/03/2023	3	3	100	
	4	CSR Committe		3	3	100	

#### D. \*ATTENDANCE OF DIRECTORS

		Board Meetings			Committee Meetings			Whether attended AGM
S. No.	of the director	Number of Meetings which director was	Meetings	% OT	Number of Meetings which director was	Number of Meetings	% of attendance	held on
		entitled to attend	attended	allenuarice	entitled to attend	attended	allendarice	20/09/2023
								(Y/N/NA)
1	Aurelien Sone	4	2	50	1	1	100	No
2	Sebastien Goo	4	4	100	4	4	100	No
3	Anish Kumar S	4	4	100	4	4	100	Yes
4	Ramakrishna	4	4	100	3	3	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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anish Sarkra	Managing Direct	48,962,661	0	0	0	48,962,661
	Total		48,962,661	0	0	0	48,962,661
umber o	f CEO, CFO and Com	pany secretary who	se remuneration d	etails to be entered		0	
		· · · ·			Stock Option/	0	

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number o	f other directors whose	e remuneration deta	ails 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 Yes O No provisions of the Companies Act, 2013 during the year

#### B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

		Date of Order			Details of appeal (if any) including present status	
(B) DETAILS OF COMPOUNDING OF OFFENCES Nil						

	leaction linder which	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 27/06/2023

(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 compiled 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.

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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	Anish Kumar Sarkar Anish Kumar Sarkar Jate 2023 10 25 15:12:42 + 05:30					
DIN of the director	02475971					
To be digitally signed by	TEJAL Digitally signed by TEJAL PRATIK SHAH Date: 2023.10.25 12:25:52 +05'30'					
Company Secretary						
Company secretary in practice						
Membership number 7617		Certificate of prac	tice number			
Attachments					List of attachment	s
1. List of share holders, de	ebenture holders		Attach		dexo SVC - 2023.pc	lf
2. Approval letter for exter	nsion of AGM;		Attach	Shareholding	g Pattern.pdf	
3. Copy of MGT-8;		Ĭ	Attach			
4. Optional Attachement(s	s), if any		Attach			
					Remove attachm	ent
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 rules 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 **Sodexo SVC India Private Limited** ("the company") CIN No. **U74140MH2008FTC182494** having its Registered Office at **503 & 504, 5<sup>th</sup> Floor, B Wing, Hiranandani Fulcrum, Sahar Road, Andheri (East), Mumbai 400099** 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 year correctly and adequately.

- **B**. during the aforesaid financial year 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 as stated in the annual return, with the Registrar of Companies and other authorities;
- 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, notices were given and the proceedings including the circular resolutions have been recorded in the Minute Book / registers maintained for the purpose and the same have been signed;

- 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;
- contracts/arrangements with related parties as specified in section 188 of the Act were entered in the ordinary course of business and were at arm's length basis;
- 8. there was no transfer, issue and allotment, transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/ securities during the year.
- 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. No dividend was declared during the year;

there was no unclaimed or unpaid dividend or other amounts which was required to be transferred to Investor Education and Protection Fund in accordance with the provisions of section 125 of the Act;

- 11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4) and (5) thereof;
- 12. constitution/appointment/re-appointments/disclosures of the Directors and the remuneration paid to them
- 13. appointment / re-appointments of auditors as per the provisions of section 139 of the Act;

- 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. there were no borrowings from directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;;
- 17. there were no investments, loans or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
- 18. there were no alterations to the Memorandum of Association and Articles of Association of the Company during the year.

Date: October 25, 2023 Place: Mumbai For Parikh & Associates Company Secretaries

MOHAMMAD FAKRUDDIN PILLIKANDLU PILLIKANDLU

Signature: Mohammad Pillikandlu Partner FCS: 10619 CP No: 14603 UDIN: F010619E001441785 PR: 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.

#### **Continuation Sheet**

#### 'Annexure A to Form MGT-8'

#### To, Sodexo SVC India 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. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. 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.

Date: October 25, 2023 Place: Mumbai For Parikh & Associates Company Secretaries

MOHAMMAD FAKRUDDIN FAKRUDDIN PILLIKANDLU PILLIKANDLU Signature: Mohammad Pillikandlu Partner ECS: 10619 CP No: 14603

FCS: 10619 CP No: 14603 UDIN: F010619E001441785 PR: 1129/2021



#### SODEXO SVC INDIA PVT. LTD

#### SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2023

Name of Share holders	No. of Shares held	Face Value per share	Total Value of Shares (Rs.)	Percentage Holding (%)
Sodexo Pass International, France	4,03,34,775	10	40,33,47,750	70.79
Zeta Investments Holding Pte Ltd, Singapore	1,66,45,555	10	16,64,55,550	29.21
TOTAL	5,69,80,330	10	56,98,03,300	100

#### For Sodexo SVC India Private Limited

TEJAL Digitally signed by TEJAL PRATIK PRATIK SHAH SHAH Date: 2023.10.25 12:03:38 +05'30'

Name: Tejal Shah Designation: Company Secretary Membership Number: 7617 Address: 503/ 504, 5<sup>th</sup> Floor, B-Wing, Hiranandani Fulcrum, Sahar Road, Andheri (East), Mumbai – 400 099

