

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]



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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED (BSE)	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted Yes No

(f) Specify the reasons for not holding the same

AGM will be held on September 20, 2021

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	J2	Publishing of computer operating systems, system software, application software,	100

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

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

21

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ABSOLUTE SPORTS PRIVATE LI +	U92412KA2010PTC093814	Subsidiary	72.71
2	CRIMZONCODE TECHNOLOGIE +	U74120MH2015PTC267935	Subsidiary	100
3	HALAPLAY TECHNOLOGIES PR +	U74999KA2016PTC096173	Subsidiary	74.02
4	Kiddopia Inc.		Subsidiary	50.91
5	Nazara Bangladesh Limited		Subsidiary	100
6	NAZARA PRO GAMING PRIVAT +	U74999MH2017PTC294895	Subsidiary	100
7	Nazara PTE Limited		Subsidiary	100
8	Nazara Technologies, Mauritiu +		Subsidiary	100
9	Nazara Technologies FZ LLC		Subsidiary	100
10	Nazara Uganda Ltd		Subsidiary	100
11	Nazara Zambia Ltd		Subsidiary	100
12	NEXT WAVE MULTIMEDIA PRIV +	U72300TN1995PTC030106	Subsidiary	52.38
13	Nodwin Gaming International +		Subsidiary	54.52
14	NODWIN GAMING PRIVATE LIM +	U93000HR2014PTC051557	Subsidiary	54.52
15	NZ Mobile Kenya Ltd		Subsidiary	100
16	NZMobile Nigeria Ltd		Subsidiary	100
17	NZWorld Kenya Limited		Subsidiary	70
18	PAPER BOAT APPS PRIVATE LIM +	U74120MH2013PTC246788	Subsidiary	50.91
19	SPORTS UNITY PRIVATE LIMITE +	U72900DL2016PTC299842	Subsidiary	62.53
20	Mastermind Sports Limited		Associate	26
21	MOONG LABS TECHNOLOGIES +	U72900DL2013PTC251144	Associate	24.41

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	37,500,000	30,452,836	30,452,836	30,452,836
Total amount of equity shares (in Rupees)	150,000,000	121,811,344	121,811,344	121,811,344

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares of Rs.4 each				
Number of equity shares	37,500,000	30,452,836	30,452,836	30,452,836
Nominal value per share (in rupees)	4	4	4	4
Total amount of equity shares (in rupees)	150,000,000	121,811,344	121,811,344	121,811,344

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,035,828	26,960,835	27996663	111,986,652	111,986,652	

Increase during the year	0	2,456,173	2456173	9,824,692	9,824,692	1,700,951,49
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	1,958,641	1958641	7,834,564	7,834,564	1,573,508,54
v. ESOPs	0	497,532	497532	1,990,128	1,990,128	127,442,944
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	1,035,828	29,417,008	30452836	121,811,344	121,811,344	
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	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

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

ISIN of the equity shares of the company

INE418L01021

(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		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
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"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
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

Particulars	Number of units	Nominal value per unit	Total value
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

329,333,417

(ii) Net worth of the Company

4,699,192,239

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	1,039,743	3.41	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)	5,263,225	17.28	0	
10.	Others	0	0	0	
	Total	6,302,968	20.69	0	0

Total number of shareholders (promoters)

11

(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	7,671,996	25.19	0	
	(ii) Non-resident Indian (NRI)	4,085,025	13.41	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	65,135	0.21	0	
4.	Banks	43,445	0.14	0	
5.	Financial institutions	27,538	0.09	0	
6.	Foreign institutional investors	1,834,585	6.02	0	
7.	Mutual funds	1,012,448	3.32	0	

8.	Venture capital	119,614	0.39	0	
9.	Body corporate (not mentioned above)	5,359,152	17.6	0	
10.	Others Alternate Investment fund, +	3,930,930	12.91	0	
	Total	24,149,868	79.28	0	0

Total number of shareholders (other than promoters)

25,599

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

25,610

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Aberdeen Standard A: +				125,212	0.41
Abu Dhabi Investmen +				119,899	0.39
Allianz Global Investo +				3,338	0.01
Ashoka India Equity In +				59,956	0.19
Ashoka India Opportu +				2,907	0
Ashoka Pte Ltd				761	0
Barclays Merchant Bar +				26,527	0.08
Bnp Paribas Arbitrage				21,222	0.07
Bnp Paribas Arbitrage				5,305	0.01
Bofa Securities Europe +				25,022	0.08
Bofa Securities Europe +				1,505	0
Cimb Bank Berhad, Sir +				26,527	0.08
Citigroup Global Mark +				22,307	0.07
Citigroup Global Mark +				4,220	0.01
Cohesion Mk Best Idea +				45,420	0.14
Copthall Mauritius Inv +				26,527	0.08
Credit Suisse (Singapo +				17,433	0.05

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Credit Suisse (Singapore)				9,095	0.02
Dauphine Mauritius In				1,702	0
Dewdrops Capital Lim				83	0
Eastspring Investment				60,504	0.19
Elara India Opportunit				100,328	0.32
Fidelity Funds - India F				119,899	0.39
Franklin Templeton In				119,899	0.39
Goldman Sachs (Singa				12,575	0.04

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	11
Members (other than promoters)	1,496	25,599
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	3.32	0
B. Non-Promoter	0	4	0	6	0	0.01
(i) Non-Independent	0	1	0	2	0	0.01
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	6	3.32	0.01

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

11

(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)
NITISH VIKASH MITTE	02347434	Managing Director	1,011,453	
VIKASH PRATAPCHAND	00156740	Managing Director	250	
SHOBHA HARESH JAC	00027558	Director	0	
PROBIR ROY	00111961	Director	0	
RAJIV AMBRISH AGAR	00379990	Director	6,000	
SASHA GULU MIRCHA	01179921	Director	0	
KULDEEP JAIN	02683041	Director	0	
KARAN BHAGAT	03247753	Director	0	05/05/2021
MANISH AGARWAL	ABJPA2195A	CEO	433,741	
RAKESH CHANDRAKA	AAOPS2644G	CFO	1	
PRATIBHA SHAILESH	BIOPM2700A	Company Secretar	0	09/07/2021

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

6

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)
Turabbhai Chimthanawala	ASLPC3581F	Company Secretary	31/12/2020	Cessation
KARAN BHAGAT	03247753	Additional director	23/11/2020	Appointment
KARAN BHAGAT	03247753	Director	30/12/2020	Change in designation
RAJIV AMBRISH AGARWAL	00379990	Additional director	22/06/2020	Appointment
RAJIV AMBRISH AGARWAL	00379990	Director	30/12/2020	Change in designation
Pratibha Shailesh Mishra	BIOPM2700A	Company Secretary	01/01/2021	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
Extraordinary General Meeting	28/04/2020	1,498	20	26.98
Annual General Meeting	30/12/2020	2,114	40	67.66
Extraordinary General Meeting	19/01/2021	2,220	34	47.37
Extraordinary General Meeting	01/02/2021	2,312	28	54.09

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/06/2020	6	6	100
2	16/09/2020	7	7	100
3	10/10/2020	7	7	100
4	23/11/2020	7	7	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	18/12/2020	8	7	87.5
6	31/12/2020	8	8	100
7	04/01/2021	8	7	87.5
8	08/01/2021	8	7	87.5
9	12/01/2021	8	6	75
10	02/03/2021	8	6	75
11	10/03/2021	8	8	100
12	22/03/2021	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	22/06/2020	4	4	100
2	AUDIT COMM	23/11/2020	4	4	100
3	AUDIT COMM	18/12/2020	4	4	100
4	AUDIT COMM	12/01/2021	4	3	75
5	AUDIT COMM	02/03/2021	4	4	100
6	Nomination Re	22/06/2020	3	3	100
7	Nomination Re	23/11/2020	3	3	100
8	Nomination Re	28/12/2020	3	2	66.67
9	Nomination Re	31/12/2020	3	2	66.67
10	Nomination Re	02/03/2021	3	2	66.67

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	
1	NITISH VIKAS	12	12	100	7	7	100	
2	VIKASH PRATAP	12	12	100	3	3	100	
3	SHOBHA HAF	12	12	100	13	12	92.31	
4	PROBIR ROY	12	12	100	13	13	100	
5	RAJIV AMBRI	11	10	90.91	0	0	0	
6	SASHA GULU	12	11	91.67	5	5	100	
7	KULDEEP JAI	12	7	58.33	5	5	100	
8	KARAN BHAG	8	7	87.5	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NITISH VIKASH MI	Joint Managing	19,589,896	0	0	12,710,332	32,300,228
2	VIKASH PRATAP	Chairman and M	5,804,983	0	0	833,544	6,638,527
	Total		25,394,879	0	0	13,543,876	38,938,755

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANISH AGARWA	CEO	19,740,588	0	0	23,480,516	43,221,104
2	RAKESH CHANDR.	CFO	7,271,484	0	0	4,028,000	11,299,484
3	Pratibha Shailesh M	Company Secre	221,205	0	0	0	221,205
4	Turabbhai Chimthar	Company Secre	350,127	0	0	0	350,127
	Total		27,583,404	0	0	27,508,516	55,091,920

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHOBHA HARESH	Non-Executive,	0	0	0	570,000	570,000
2	PROBIR ROY	Non-Executive,	0	0	0	590,000	590,000
3	RAJIV AMBRISH A	Non-Executive [0	0	0	300,000	300,000
4	SASHA GULU MIR	Non-Executive,	0	0	0	430,000	430,000
5	KULDEEP JAIN	Non-Executive,	0	0	0	280,000	280,000
	Total		0	0	0	2,170,000	2,170,000

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

Mannish L. Ghia

Whether associate or fellow

Associate Fellow

Certificate of practice number

3531

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company