

Fiserv India Private Limited  
Trion Business Park,  
Nagar Road, Vadgaonsheri,  
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**fiserv.**

**BOARD'S REPORT  
OF  
FISERV INDIA PRIVATE LIMITED  
FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2025**

*Rb Nitu Agarwal*  
*st*

Registered Address: -  
Fiserv India Private Limited  
Ground, First, Second and Third Floor,  
Trion Business Park, Nagar Road,  
Vadgaonsheri, Pune – 411014.  
CIN: U72900MH2002PTC339486



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To  
**The Members of Fiserv India Private Limited (the “Company”),**

Your directors have pleasure in presenting the Twenty Third Board's Report together with the Audited Statement of Accounts for the financial year ended on 31 March 2025.

### 1. Company overview

Your Company was incorporated on 31 May 2002, having its registered office at Ground, First, Second and Third Floor, Trion Business Park, Nagar Road, Vadgaonsheri, Pune – 411014. The principal activity of the Company is to provide support services for software development and related services and maintenance services.

### 2. Financial highlights

Key financial parameters depicting the performance of the Company for the financial year ended 31 March 2025 with comparative figures for the previous year are tabulated below:

Particulars	financial year ended 31 March 2025 (INR in Lakhs)	financial year ended 31 March 2024 (INR in Lakhs)
Revenue from operations	283,660.06	2,57,984.10
Other Income	7,488.94	3,723.33
<b>Total</b>	<b>291,149.00</b>	<b>2,61,707.43</b>
Total Expenses	248,064.57	2,27,099.91
<b>Profit before Tax</b>	<b>43,084.43</b>	<b>34,607.52</b>
Tax Expense	11,004.24	8,809.91
<b>Profit after Tax</b>	<b>32,080.19</b>	<b>25,797.61</b>
<b>Other comprehensive income/(loss) (OCI)</b>		-
(a) Items that will not be reclassified to profit or loss		-
(i) Re-measurement loss on defined benefit plan	(2,133.75)	(629.77)
(b) Income tax effect relating to items that will not be reclassified to profit and loss	537.02	158.50
<b>Other comprehensive income/ (loss) for the year, net of tax</b>	<b>(1,596.73)</b>	<b>(471.27)</b>

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<b>Total comprehensive income/(loss) for the year</b>	30,483.46	25,326.34
<b>Earnings per Share of INR 10 each</b>	2,004.74	1,612.13

### 3. Dividend

#### Final Dividend

Your directors have not recommended any final dividend for the financial year ending on 31 March 2025.

#### Interim Dividend

The Board of Directors ("**Board**") at their meeting held on 17 December 2024 after taking into account financial position of the Company as on that date, declared an interim dividend of INR 7,476.19 (Rupees Seven Thousand Four Hundred Seventy Six and Nineteen paise) per fully paid-up Equity Share of face value INR 10/- each for 16,00,214 (Sixteen Lakh Two Hundred and Fourteen) Equity Shares aggregating to INR 1,196,35,00,000 (Rupees One Thousand One Hundred Ninety-Six Crores and Thirty-Five Lakhs) paid out of the profits of the Company for the financial year ending on 31 March 2024 to the shareholders of the Company in proportion to their shareholding whose names appeared in the Register of Members as on 16 December 2024.

### 4. Reserves

No transfer to the general reserve has been made out of the profits of the Company for the financial year under review.

### 5. Changes in nature of business

There has been no change in the nature of business during the financial year under review.

### 6. Description of state of Company's affair

During the financial year under review, your Company achieved a total revenue of INR 283,660.06 Lakhs compared to INR 2,57,984.10 Lakhs in the previous financial year. Your Company has strived hard to make the profit after taxes of INR 32,080.19 Lakhs as against profit of INR 25,797.61 Lakhs in the previous financial year.

Your Company is confident in achieving higher revenue and profits in the coming years as there are substantial opportunities.

### 7. Material changes and commitments

There are no material changes and commitments affecting the financial position of the Company during the financial year under review.

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## **8. Subsidiaries / Joint Ventures / Associate Companies**

As at the end of the period under review, the Company has no subsidiaries, Joint Ventures and Associate Companies.

## **9. Significant and material orders passed by the Regulators/Courts/Tribunals impacting the going concern status and the Company's future operations**

During the financial year under review, no significant and material orders have been passed by the regulators/courts/tribunals impacting the going concern status and the Company's future operations.

## **10. Composition of the Board**

The Board of Directors of your Company as at the end of financial year 31 March 2025 comprised the following:

- (a) Ms. Roopa Mahesh Bharvani– Whole Time Director (DIN: 10777996)
- (b) Ms. Nitu Agarwal – Whole Time Director (DIN: 09724656)
- (c) Mr. Sachin Ramesh Kulkarni- Whole Time Director (DIN: 10731841)
- (d) Mr. Gopakumar Subramonian – Director (DIN: 01857649)

During the financial year under review, there were changes to the composition of the Board of Directors as follows:

- Ms. Mamta Vinod Sharma (DIN: 08712020) has resigned with effect from 3 April 2024.
- Mr. Srini Krish (DIN: 07501833) has resigned with effect from 03 June 2024.
- Mr. Arun Sharma (DIN: 08505130) has resigned effect from 10 August 2024.
- Mr. Gopakumar Subramonian (DIN: 01857649) was appointed as Additional Director on 07 June 2024 and the shareholders approved appointment of Gopakumar Subramonian as a Director at the Annual General Meeting (AGM) held on 26 September 2024.
- Ms. Roopa Mahesh Bharvani (DIN: 10777996) was appointed as Additional and Whole Time Director on 25 September 2024 and the shareholders approved appointment of Roopa Mahesh Bharvani as Whole Time Director at the AGM held on 26 September 2024.
- Mr. Sachin Ramesh Kulkarni (DIN: 10731841) was appointed as Additional and Whole Time Director on 25 September 2024 and the shareholders approved appointment of Sachin Ramesh Kulkarni as Whole Time Director at the AGM held on 26 September 2024.

After the end of the financial year, Mr. Gopakumar Subramonian (DIN: 01857649) has resigned with effect from 10 April 2025.

As on the report date, the Board of the Company comprises of the following directors:

- (a) Ms. Roopa Mahesh Bharvani– Whole Time Director (DIN: 10777996)
- (b) Ms. Nitu Agarwal – Whole Time Director (DIN: 09724656)
- (c) Mr. Sachin Ramesh Kulkarni- Whole Time Director (DIN: 10731841)

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## **11. Changes in capital structure of the Company**

The capital structure of the Company as on the closure of the financial year and as on date of this report is as under:

Authorised Capital – INR 14,35,00,000 (Rupees Fourteen Crores Thirty Five Lakhs Only) divided into 1,43,50,000 (One Crore Forty Three Lakhs Fifty Thousand Only) Equity Shares of INR 10/- (Rupees Ten only) each.

Paid up Capital - INR 1,60,02,140 (Rupees One Crore Sixty Lakh Two Thousand One Hundred and Forty only) divided into 16,00,214 (Sixteen Lakhs Two Hundred and Fourteen only) Equity Shares of INR 10 (Rupees Ten only) each.

*The Board allotted 6,00,214 (Six Lakhs Two Hundred and Fourteen Only) Equity Shares on 7 June 2024 to Fiserv APAC Pte. Ltd. (shareholder of First Data Development Private Limited) on the basis of the Scheme of Amalgamation approved by the National Company Law Tribunal vide order dated 02 May 2023 and rectification order dated 08 June 2023 between Fiserv CE Private Limited, Open Solution Software Services Private Limited, CDI Bluepay Private Limited, First Data Development Private Limited (FDD) with the Company.*

### **a. Buy Back of securities:**

The Company has not bought back any of its securities during the financial year under review.

### **b. Sweat Equity:**

The Company has not issued any Sweat Equity Shares during the financial year under review.

### **c. Bonus Shares:**

The Company has not issued any Bonus Shares during the financial year under review.

### **d. Restricted Stock Unit Plan:**

During the financial year under review, the Company has not issued/ allotted any shares under these schemes.

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## 12. Board meetings

During the financial year under review, the Board met 4 (Four) times to transact various business pertaining to the operations of the Company and complied with the requirements of holding minimum number of meetings of the Board under the provisions of the Companies Act, 2013.

The number of Board meetings held in the financial year 2024-25 and presence of directors at the Board meetings are as below:

Sl. No.	Name of Director	Date of the Board Meeting			
		07 June 2024	25 September 2024	17 December 2024	17 March 2025
1	Roopa Mahesh Bharvani	NA	NA	Present	Present
2	Nitu Agarwal	Present	Present	Present	Present
3	Sachin Ramesh Kulkarni	NA	NA	Absent	Present
4	Gopakumar Subramonian	NA	Present	Present	Present
5	Arun Sharma	Present	NA	NA	NA

## 13. Auditors

M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No: 015125N), were appointed as the statutory auditors of the Company at the Annual General Meeting of the Company held on 28 October 2022 for a term of 5 (five) consecutive Financial Years from 2022-23 to 2026-27.

## 14. Qualification, reservations, adverse remarks or disclaimers made by the Auditors

No qualification, reservation, adverse remark or disclaimer were made by the auditor in their report which requires any explanation from the directors of the Company.

## 15. Web address of Annual Return

The Company does not have an India specific website and therefore the requirement to host the annual return on the website of the Company in accordance with Section 92(3) of the Companies Act, 2013 does not arise.

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**16. Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013**

**i. Loan:**

The Company has not given any loans during the year under review.

**ii. Guarantee:**

The Company has not given any guarantee in respect of loans during the year under review.

**iii. Investment:**

The Company has not made any investment during the year under review.

However, the investment in 10 Equity shares having face value of INR 10 each in Spendlabs India Private Limited is outstanding as on 31 March 2025

The above investment is within the limits prescribed in Section 186(2) of the Companies Act 2013.

**17. Particulars of contracts or arrangements made with related parties**

The Company has entered into related party transactions with fellow subsidiaries during the year under review. Further the transactions entered are in ordinary course of business and at arm's length price. Accordingly, while related party transactions were entered into with the fellow subsidiary during the year, the requirement to annex a separate disclosure in Form AOC-2 as required under said Section 188 of Companies Act 2013 does not arise. The details of related party transactions forms part of note no. 30 of the financial statements.

**18. Deposits**

Your Company has not accepted any deposits from the public within the meaning of Section 73 and Section 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014 made there under and, as such, no amount of principal or interest was outstanding as of the date of the Balance Sheet.

**19. Internal Financial Control**

Your Company has adequate internal financial controls commensurate with reference to its financial statements.

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## **20. Risk management**

The Company's risk management philosophy is to integrate the process for managing risk across the organization and throughout its business and lifecycle to enable protection of stakeholder value and ensure an institution in perpetuity.

As on date of this report, your Company does not face any operational, economical, inflationary or other risks which in the opinion of the Board may threaten the existence of the Company.

## **21. Corporate Social Responsibility**

The Company believes in adopting sustainable business practices which are beneficial to the various stakeholders including the society. The Company endeavours to contribute to the social and economic development of the communities in which it operates as part of its CSR endeavours. The Company's Corporate Social Responsibility policy ("**CSR Policy**") builds an important bridge between business operations and social commitment evolving into an integral part of business functions, goals and strategy. The Company has developed this CSR Policy in conformity with the requirements laid down under Section 135 of the Companies Act, 2013 read with the CSR Rules.

The CSR Committee of the Company comprises of the following members as on date:

Ms. Roopa Mahesh Bharvani- Whole Time Director (DIN: 10777996) #  
Ms. Nitu Agarwal – Whole Time Director (DIN: 09724656)  
Mr. Sachin Ramesh Kulkarni- Whole Time Director (DIN: 10731841) #

- a. Mr. Srinu Krish ceased to be a CSR Committee member from the date of his resignation, i.e., 03 June 2024
- b. Mr. Arun Sharma ceased to be a CSR committee member from the date of his resignation, i.e., 10 August 2024.
- c. Ms. Mamta Vinod Sharma ceased to be a CSR Committee member from the date of her resignation, i.e., 03 April 2024
- d. Mr. Gopakumar Subramonian, has been appointment as a member of CSR Committee with effect from the date of his appointment as additional director i.e, 07 June 2024.

# Mr. Sachin Ramesh Kulkarni and Ms. Roopa Mahesh Bharvani have been appointment as a member of CSR Committee with effect from the date of appointment as additional and Whole Time Director i.e, 25 September 2024.

\*Pursuant to resignation tendered by Mr. Gopakumar Subramonian, he has ceased to be a member of CSR Committee with effect from 10 April 2025.

The Company was required to spend INR -6,65,46,500 (Rupees Six Crore Sixty -Five Lakh Forty Six Thousand and Five Hundred only) for the FY 2024 – 25, However the Company has spent INR 6,66,00,001 (Rupees Six Crore Sixty Six Lakh and One only) for the FY 2024-25.

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In accordance with Section 134 (3) (o) of the Companies Act, 2013 the Companies (Corporate Social Responsibility Policy) Rules, 2014, the details about the policy developed and implemented by the Company on Corporate Social Responsibility and initiatives undertaken during the financial year 2024-25 is appended as **Annexure-I** to the Board's Report.

**22. Conservation of energy, research and development, technology absorption and foreign exchange earnings/outgo**

**I. Conservation of energy**

No.	Particulars	Details
i.	The steps taken or impact on conservation of energy	<p>The Company has introduced various measures to conserve and minimize the use of energy. Adequate measures as mentioned below have been taken to reduce energy consumption. The impact of these efforts has enhanced energy efficiency. As energy cost forms a very small part of total costs, the impact on costs is not material and measured.</p> <p>Electrical energy saving is being achieved by gradually changing over to LED Lights from the conventional CFL lights and actively switching off all unwanted lights in the facilities.</p>
ii.	The steps taken by the company for utilizing alternate sources of energy	None
iii.	The capital investment on energy conservation equipment	None

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## II. Technology Absorption

No.	Particulars	Details
i.	The efforts made towards technology absorption	Since business and technologies are changing constantly, investment in Research and Development activities is of paramount importance. R&D activities are integrated with the software development process with the object of devising efficient method of product development.
ii.	The benefits derived like product improvement, cost reduction, product development or import substitution	Nil
iii.	In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year)	
	(a) The details of technology imported	Nil
	(b) The year of import	Nil
	(c) Whether the technology been fully absorbed	Nil
	(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Nil
iv.	The expenditure incurred on Research and Development	Nil

## III. Foreign exchange earnings and outgoings

Details	Amount (INR in Lakhs)
Foreign Exchange earnings during the year	276,154.55
Foreign Exchange outgoings during the year	13,801.13

### 23. Company's policy relating to directors appointment, payment of remuneration and discharge of duties

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence, the Company has not devised any policy relating to appointment of directors, payment of Managerial Remuneration, directors qualifications, and other related matters as provided under Section 178(3) of the Companies Act, 2013.

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**24. Disclosure of remuneration paid and payable to directors during the year under review**

Information as per Section 197 (5) read with Rule 5 of Chapter XIII, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

**25. Details in respect of frauds reported by auditors under sub-section (12) of Section 143 other than those which are reportable to the Central Government**

During the period under review, there was no fraud reported by the auditors of the Company.

**26. A statement on declaration given by Independent Directors under sub-section (6) of Section 149 of the Companies Act, 2013**

The requirement to appoint an Independent Director as per the provisions of Companies Act 2013 does not apply to your Company given it's a private limited company. As such, declaration of statement by Independent Directors under sub-section (6) of Section 149 of the Companies Act, 2013 is not applicable to the Company.

**27. Directors' responsibility statement**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby confirms that:

- (a) the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the accounting policies have been applied consistently and judgment's and estimates are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (d) the annual accounts are prepared on a going concern basis; and
- (e) proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



**28. Number of cases filed against sexual harassment of women at workplace and the number of disposals**

The Company has constituted the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The status of the complaints filed, disposed-off and pending as at the end of the financial year 2024-25 are as follows:

- i. Number of complaints filed during the financial year- 2
- ii. Number of complaints disposed-off during the financial year – 2
- iii. number of complaints pending as on end of the financial year – 0

**29. Maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013**

Your Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and accordingly such accounts and records are not maintained.

**30. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016**

Your Company has not made any application and no proceeding was pending under the Insolvency and Bankruptcy Code, 2016 during the financial year 2024-25.

**31. Details on the valuation of the loans of the Company**

Your Company did not borrow or settle any loan during the financial year under review and the applicability of valuation of loans did not arise.

**32. Compliance with Secretarial Standards**

Your Company has endeavored to comply with all the applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.

**33. Disclosure as per the Maternity Benefit Act, 1961**

During the financial year under review, your Company has endeavored to comply with the provisions of the Maternity Benefits Act, 1961 and the Rules thereunder.

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**34. Number of employees as on the closure of the financial year:**

Female: 2109  
Male: 5220

**35. Acknowledgement**

Your directors place on record their sincere appreciation to the customers of your Company vendors, bankers, business associates, consultants, advisors and various Government Agencies for their support extended to our activities during the financial year under review. Your directors also acknowledge the shareholders for their support and confidence reposed on their Company. Your directors also place on record their appreciation to the dedicated and committed team of employees for their valuable contribution to your Company during the year under review.

For and on behalf of the Board of Directors

**Fiserv India Private Limited**

**Roopa Mahesh Bharvani**  
Whole Time Director  
(DIN: 10777996)

**Date: September 25, 2025**  
**Place: Pune**

**Nitu Agarwal**  
Whole Time Director  
(DIN: 09724656)

**Date: September 25, 2025**  
**Place: Noida**

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