

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

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

U65900MH2016PLC284869

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAFNC3372G

(ii) (a) Name of the company

NSDL PAYMENTS BANK LIMITE

(b) Registered office address

Trade World, 'A' Wing, 4th Floor, Kamala Mills
Compound, Senapati Bapat Marg, Lower Parel (West)
Mumbai
Mumbai City
Maharashtra
400012

(c) *e-mail ID of the company

deepashric@nsdlbank.co.in

(d) *Telephone number with STD code

02242022100

(e) Website

(iii) Date of Incorporation

17/08/2016

(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

(b) CIN of the Registrar and Transfer Agent

U72400MH2004PLC147094

Pre-fill

Name of the Registrar and Transfer Agent

NSDL DATABASE MANAGEMENT LIMITED

Registered office address of the Registrar and Transfer Agents

4TH FLOOR TRADE WORLD A WINGKAMLA MILLS COMPOUND
LOWER PAREL (W)

(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	K	Financial and insurance Service	K8	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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NATIONAL SECURITIES DEPOSIT	U74120MH2012PLC230380	Holding	82.61

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	200,000,000	115,000,000	115,000,000	115,000,000
Total amount of equity shares (in Rupees)	2,000,000,000	1,150,000,000	1,150,000,000	1,150,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares with voting rights				
Number of equity shares	200,000,000	115,000,000	115,000,000	115,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,000,000,000	1,150,000,000	1,150,000,000	1,150,000,000

(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)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	103,000,000	1,030,000,000	1,030,000,000	
Increase during the year	12,000,000	120,000,000	120,000,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	12,000,000	120,000,000	120,000,000	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <input type="text"/>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <input type="text"/>				
At the end of the year	115,000,000	1,150,000,000	1,150,000,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <input type="text"/>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <input type="text"/>				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

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

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		26/09/2018	
Date of registration of transfer (Date Month Year)		22/02/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	10	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		IN301549-57803235	
Transferor's Name	AMBURE	KASHIRAM	NITIN
	Surname	middle name	first name
Ledger Folio of Transferee		IN301549-57803260	
Transferee's Name	SHANKWALKER	NARAYAN	BALKRISHNA
	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) *Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
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**

1,014.17

(ii) Net worth of the Company

1,047,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	80	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)	94,999,920	82.61	0	
10.	Others	0	0	0	
	Total	95,000,000	82.61	0	0

Total number of shareholders (promoters)

9

(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)	20,000,000	17.39	0	
10.	Others	0	0	0	
	Total	20,000,000	17.39	0	0

Total number of shareholders (other than promoters)

1

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

10

**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	9	9
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	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	0	1	0	1	0	0
B. Non-Promoter	1	3	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	5	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	4	1	6	0	0

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

9

(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)
G.V. NAGESWARA RA	00799504	Director	0	
NARAYANAN SUBRAM	02255917	Managing Director	0	
SANTANU PAUL	02039043	Director	0	
L. RAVI SANKAR	00185931	Director	0	
Ananth Narayan G	05250681	Additional director	0	
N.S.VENKATESH	01893686	Additional director	0	
BALA KRISHNAMOOR	08247118	Additional director	0	
ABHISHEK BAGCHI	AHEPB7398F	CFO	0	
DEEPASHRI CORNELI	BVLPS3134E	Company Secretar	0	

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

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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)
Ananth Narayan G	05250681	Additional director	12/11/2018	APPOINTMENT
N.S.VENKATESH	01893686	Additional director	12/11/2018	APPOINTMENT
BALA KRISHNAMOOR	08247118	Additional director	12/11/2018	APPOINTMENT
NAINA KRISHNAMURT	01216114	Director	12/11/2018	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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRAORDINARY GENER	13/04/2018	10	7	100
EXTRAORDINARY GENER	05/06/2018	10	7	100
ANNUAL GENERAL MEETI	26/09/2018	10	7	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/05/2018	5	4	80
2	06/05/2018	5	3	60
3	31/07/2018	5	5	100
4	12/11/2018	7	6	85.71
5	05/02/2019	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

8

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 Committee	03/05/2018	3	2	66.67
2	Audit Committee	06/05/2018	3	2	66.67
3	Audit Committee	31/07/2018	3	3	100
4	Audit Committee	12/11/2018	4	3	75
5	Audit Committee	05/02/2019	4	3	75
6	Nomination and	03/05/2018	3	3	100
7	Nomination and	31/07/2018	3	3	100
8	Nomination and	12/11/2018	3	3	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	29/08/2019
								(Y/N/NA)
1	G.V. NAGESH	5	5	100	8	8	100	Yes
2	NARAYANAN	5	5	100	0	0	0	Yes
3	SANTANU PA	5	4	80	3	3	100	No
4	L. RAVI SANK	5	5	100	8	8	100	No
5	Ananth Naraya	2	0	0	2	0	0	Not Applicable
6	N.S.VENKATE	2	2	100	2	2	100	Not Applicable
7	BALA KRISHN	2	2	100	0	0	0	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NARAYANAN SUBI	MD & CEO	9,533,674	0	0	0	9,533,674
	Total		9,533,674	0	0	0	9,533,674

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ABHISHEK BAGCH	CFO	4,116,944	0	0	0	4,116,944
2	DEEPASHRI CORN	CS	1,014,940	0	0	0	1,014,940
	Total		5,131,884	0	0	0	5,131,884

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	L. RAVI SANKAR	DIRECTOR	1,400,000	0	0	0	1,400,000
2	SANTANU PAUL	DIRECTOR	1,000,000	0	0	0	1,000,000
3	NAINA KRISHNA M	DIRECTOR	220,000	0	0	0	220,000
4	N.S. VENKATESH	ADDITIONAL DI	560,000	0	0	0	560,000
5	BALA KRISHNAMC	ADDITIONAL DI	380,000	0	0	0	380,000
	Total		3,560,000	0	0	0	3,560,000

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

SARUABH AGARWAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

20907

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. ...

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dated

05/08/2019

(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

NARAYANAN
SUBRAMANIAN
AN
Digitally signed by
NARAYANAN
SUBRAMANIAN
Date: 2019.09.04
12:51:22 +05'30'

DIN of the director

02255917

To be digitally signed by

DEEPASHRI
LAWRENCE
CORNELIUS
Digitally signed by
DEEPASHRI
LAWRENCE
CORNELIUS
Date: 2019.09.04
13:05:53 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

Signed MGT-8.pdf Shareholders 31030219.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