

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

U67190MH2020PLC351595

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCN3288K

(ii) (a) Name of the company

NPCI BHARAT BILLPAY LIMITED

(b) Registered office address

1001A, B Wing, 10th Floor, The Capital,
Bandra - Kurla Complex, Bandra (East),
Mumbai
Mumbai City
Maharashtra
400051

(c) *e-mail ID of the company

companysecretary@npci.org.in

(d) *Telephone number with STD code

+912240009100

(e) Website

www.bharatbillpay.com

(iii) Date of Incorporation

10/12/2020

(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

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 (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

(f) Specify the reasons for not holding the same

AGM of the Company to be held on September 26, 2023 through OVAM

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ATIONAL PAYMENTS CORPOR	U74990MH2008NPL189067	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	10,000,000	10,000,000	10,000,000	10,000,000
Total amount of equity shares (in Rupees)	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	10,000,000	10,000,000	10,000,000	10,000,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000

(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)				

(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	Physical	DEMAT	Total			
At the beginning of the year	0	10,000,000	10000000	1,000,000,000	1,000,000,000	

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
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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	0	10,000,000	10000000	1,000,000,0	1,000,000,	
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 <input type="text"/>						
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

(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		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text" value="10/05/2022"/>	
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="100"/>

Ledger Folio of Transferor		8	
Transferor's Name	Shetty	Shivkumar	Supreetha
	Surname	middle name	first name
Ledger Folio of Transferee		11	
Transferee's Name	Sivanantham		Vadivelan
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		30/06/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	100
Ledger Folio of Transferor		3	
Transferor's Name	Khan		Arif
	Surname	middle name	first name
Ledger Folio of Transferee		12	
Transferee's Name	Pai		Ashish
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		31/10/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	100

Ledger Folio of Transferor		07	
Transferor's Name	Tandon		Rahul
	Surname	middle name	first name
Ledger Folio of Transferee		13	
Transferee's Name	Shetty	Shivkumar	Supreetha
	Surname	middle name	first name

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			
	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

579,651,560.03

(ii) Net worth of the Company

1,175,298,276.25

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)	10,000,000	100	0	
10.	Others	0	0	0	
	Total	10,000,000	100	0	0

Total number of shareholders (promoters)

7

(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	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

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

7

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	7	7
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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	1	0	1	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	0	4	0	4	0	0

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

7

(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)
Biswamohan Mahapatra	06990345	Director	0	
Rana Ashutosh Kumar S	08949873	Director	0	
Dilip Asbe Pratap	02990724	Director	0	
PRAVEENA RAI	09474203	Director	0	
Ashish Vishnu Pai	ADCPP7434N	CFO	0	
Noopur Chaturvedi	ADXPC1981G	CEO	1	
SUPREETHA SHIVKUM	AYSPS4726R	Company Secretar	1	

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

1

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)
PRAVEENA RAI	09474203	Director	21/09/2022	Change in Designation

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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	21/09/2022	7	6	85.72
EXTRA-ORDINARY GENERAL MEETING	25/02/2023	7	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	20/05/2022	4	4	100
2	08/08/2022	4	4	100
3	13/09/2022	4	3	75
4	07/11/2022	4	4	100
5	30/01/2023	4	3	75

C. COMMITTEE MEETINGS

Number of meetings held

0

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					

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	
								(Y/N/NA)
1	Biswamohan M	5	5	100	0	0	0	
2	Rana Ashutos	5	3	60	0	0	0	
3	Dilip Asbe Pra	5	5	100	0	0	0	
4	PRAVEENA R	5	5	100	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

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Noopur Chaturvedi	Chief Executive	17,023,581	0	0	0	17,023,581
2	Ashish Vishnu Pai	Chief Financial Officer	0	0	0	0	0
3	SUPREETHA SHIV	Company Secretary	2,209,611	0	0	0	2,209,611
	Total		19,233,192	0	0	0	19,233,192

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	Biswamohan Mahapatra	Independent Director	0	0	0	500,000	500,000
	Total		0	0	0	500,000	500,000

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

DHRUMIL M SHAH

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

8978

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. ... 27i dated 07/01/2021

(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:

- 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.
- 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

02990724

To be digitally signed by

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

22546

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

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

Shareholding Pattern as on 31st March 2023

Sr. No.	Name of the Shareholders	No. of shares held	% of shares held (rounded off to next digit)
1.	National Payments Corporation of India	99,99,994	100
2.	Ms. Praveena Rai*	1	-
3.	Ms. Noopur Chaturvedi *	1	-
4.	Mr. Rupesh H Acharya *	1	-
5.	Mr. Vadivelan Sivanantham *	1	-
6.	Mr. Ashish Pai *	1	-
7.	Ms. Supreetha Shetty*	1	-
Total		100,00,000	100.00

* Nominees of National Payments Corporation of India



NPCI BHARAT BILLPAY LIMITED
ISIN No. : INE0I9R01015

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MEMBER'S INDEX OF NSDL BENIFICIARY OWNERS AS ON : 31/03/2023

SRL DP ID / CLIENT ID SHARES HELD BENIFICIARY OWNER NAME(S)

1 IN301356 20515779 9999994 NATIONAL PAYMENTS CORPORATION OF INDIA

Total Shares --> =====
 9999994
 =====

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **NPCI Bharat Billpay Limited** (hereinafter called "**the Company**") as required to be maintained under the Companies Act, 2013 ("**the Act**") and the rules made thereunder for the financial year ended on **31st 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/or agents, 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 complied with provisions of the Act & Rules made there under in respect of:
 - 1. its status under the Act;
 - 2. The Company has maintained registers/records & made entries therein within the time prescribed thereof.
 - 3. The Company has filed forms and returns with the Registrar of Companies within the time prescribed thereof;
 - 4. The Company has called and convened the 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 proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
 - 5. The provision of the Act & rules made there under in respect of closure of Registers of Members were not applicable on the Company during the period under review.
 - 6. The Company has not provided any loans/advances to its directors and/or persons or firms or companies referred to in Section 185 of the Act.
 - 7. The Company has complied with provisions of Section 188 relating to the contracts/arrangements entered with related parties.
 - 8. During the financial year:
 - a) The Company has neither issued nor allotted any securities during the year.

- b) There were no instances of transmission of shares. However, the Company has received request for transfer of shares and the same was duly recorded.
 - c) The Company has not issued the duplicate share certificate.
 - d) The Company has not done any buy back of securities/ redemption of preference shares or Non-Convertible Debentures / alteration or reduction of share capital/ conversion of shares/ securities.
9. The Company has not kept in abeyance the rights to dividend pending registration of transfer of shares in compliance with the provisions of the Act.
10. During the financial year:
- a) The Company has not declared dividend during the period under review.
 - b) The Company was not required to transfer the unpaid/unclaimed dividend amounts to the Investor Education and Protection Fund.
11. The Company has complied with the signing of audited financial statements 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. During the financial year:
- a) the Board of Directors of the Company were duly constituted.
 - b) the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - c) necessary disclosures have been given by Directors and Key Managerial Personnel.
 - d) provisions relating to remuneration paid to the Directors and Key Managerial Personnel were duly complied.
13. The Company has duly complied with the appointment of auditors under section 139 of the Act, and there was no casual vacancy of auditors during the year.
14. During the year, the Comptroller and Auditor-General of India appointed Statutory Auditor of the Company vide its letter dated 1st September, 2022. Except stated herein the Company was not required to take any approval from 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 amount which comes under purview of the term "Deposit" as per Companies (Acceptance of Deposit) Rules, 2014 during the financial year under review.

16. The Company has not borrowed funds from Banks, Directors, Public Financial Institutions, Members & others, during the period under review. Further creation/ modification and satisfaction of charges were not applicable.
17. The Company has complied with the provisions of Section 186 of the Act.
18. The Company was not required to alter the provisions of the Articles of Association and Memorandum of Association.

For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Place: Mumbai
Date: [.] , 2023

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: [.]

