

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)

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

U67100MH2010PTC200030

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAOCS2720E

(ii) (a) Name of the company

SBI PAYMENT SERVICES PRIVATE LIMITED

(b) Registered office address

State Bank Bhavan, 12th Floor,
Nariman Point, Madame Cama Road,
Mumbai
Maharashtra
400021

(c) * e-mail ID of the company

cs@sbipayments.com

(d) * Telephone number with STD code

02241722200

(e) Website

www.sbipayments.com

(iii) Date of Incorporation

12/02/2010

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

(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 will be held on September 09, 2021

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	N	Support service to Organizations	N7	Other support services to organizations	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	State Bank of India		Holding	74

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	100,000,000	6,081,082	6,081,082	6,081,082
Total amount of equity shares (in Rupees)	1,000,000,000	60,810,820	60,810,820	60,810,820

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	100,000,000	6,081,082	6,081,082	6,081,082
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	60,810,820	60,810,820	60,810,820

(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	6,081,082	6081082	60,810,820	60,810,820	0
Increase during the year	0	0	0	0	0	0
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	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 <div></div>						
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 <div></div>						
At the end of the year	0	6,081,082	6081082	60,810,820	60,810,820	
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 <div></div>						
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 <div></div>						
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			
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	<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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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
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

9,977,568,994

(ii) Net worth of the Company

5,984,743,564

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	4,500,000	74	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	4,500,000	74	0	0

Total number of shareholders (promoters)

1

(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)	1,581,082	26	0	
10.	Others	0	0	0	

	Total	1,581,082	26	0	0
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Total number of shareholders (other than promoters)

1

**Total number of shareholders (Promoters+Public/
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	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	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	5	0	4	0	0
(i) Banks & FIs	0	3	0	2	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	2	0	2	0	0
Total	1	8	1	7	0	0

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)
Shri Girikumar Madhava 	08736699	Managing Director	0	
Shri Girikumar Madhava 	ABGPN6556R	CEO	0	
Shri Rajendra Deshpande 	08321859	Nominee director	0	
Shri Devendra Kumar	08828056	Nominee director	0	08/06/2021
Shri Rustom Irani	00162574	Nominee director	0	
Shri Sumil Vikamsey	08323257	Nominee director	0	
Shri Aravamudan Krishnan 	00871792	Director	0	
Shri Shankar Aggarwal	02116442	Director	0	
Shri S Ravi	00009790	Director	0	
Ekta Jagdish Dhruva	BFMPD4136C	Company Secretary	0	
Shri Ritesh Sinha	ATPPS5050C	CFO	0	

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

10

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)
Shri Ram Narayan Boga 	07642168	Managing Director	08/05/2020	Cessation
Shri Ram Narayan Boga 	ABLPB6631J	CEO	08/05/2020	Cessation
Shri Girikumar Madhava 	08736699	Nominee director	08/05/2020	Appointment
Shri Girikumar Madhava 	08736699	Managing Director	08/05/2020	Change in designation
Shri Girikumar Madhava 	ABGPN6556R	CEO	08/05/2020	Change in designation
Shri Shree Prakash Singh 	08026039	Nominee director	31/07/2020	Cessation
Shri Navtej Singh	07566889	Nominee director	20/08/2020	Cessation
Shri Rustom Irani	00162574	Nominee director	02/09/2020	Appointment
Shri Devendra Kumar	08828056	Nominee director	03/11/2020	Appointment
Shri Swaminathan Jana 	08516241	Nominee director	27/01/2021	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

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	04/09/2020	2	2	100
Extraordinary General Meeting	18/02/2021	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 of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2020	9	9	100
2	13/07/2020	9	9	100
3	16/10/2020	8	8	100
4	20/01/2021	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

14

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	06/05/2020	5	5	100
2	Audit Committee	13/07/2020	5	5	100
3	Audit Committee	16/10/2020	5	5	100
4	Audit Committee	19/01/2021	5	5	100
5	Audit Committee	17/03/2021	5	5	100
6	Corporate Social Responsibility Committee	16/10/2020	4	4	100
7	Business Strategy Committee	25/06/2020	4	4	100

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
8	Business Strat	18/09/2020	4	4	100
9	Business Strat	24/12/2020	4	4	100
10	Business Strat	17/03/2021	4	4	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	
								(Y/N/NA)
1	Shri Girikumar	3	3	100	3	3	100	
2	Shri Rajendra	4	4	100	14	14	100	
3	Shri Devendra	1	1	100	4	4	100	
4	Shri Rustom Ir	2	2	100	5	5	100	
5	Shri Sumil Vik	4	4	100	7	7	100	
6	Shri Aravamuc	4	4	100	13	13	100	
7	Shri Shankar A	4	4	100	1	1	100	
8	Shri S Ravi	4	4	100	5	5	100	

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	Shri Ram Narayan B	Managing Direct	178,179.77	0	0	14,300	192,479.77
2	Shri Girikumar Madl	Managing Direct	3,091,972.53	0	0	410,179	3,502,151.53
	Total		3,270,152.3	0	0	424,479	3,694,631.3

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	Shri Ram Narayan E	CEO	178,179.77	0	0	14,300	192,479.77
2	Shri Girikumar Madl	CEO	3,091,972.53	0	0	410,179	3,502,151.53
3	Shri Ritesh Sinha	CFO	2,036,392.13	0	0	215,679	2,252,071.13
4	Ekta Jagdish Dhruv	Company Secre	1,177,574	0	0	0	1,177,574
	Total		6,484,118.43	0	0	640,158	7,124,276.43

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Aravamudan K	Independent Dir	0	0	0	480,000	480,000
2	Shri Shankar Aggar	Independent Dir	0	0	0	240,000	240,000
3	Shri S Ravi	Independent Dir	0	0	0	320,000	320,000
	Total		0	0	0	1,040,000	1,040,000

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

Rachana Shanbhag

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

9297

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. ...

23

dated

08/05/2020

(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

08736699

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

33008

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

LIST OF SHAREHOLDERS AS ON MARCH 31, 2021

Sr No.	Name of the Shareholders	Folio No	No. of Shares	Class of Shares	Mode of Holding	% of holding	Folio/DP ID- CLID
1.	State Bank of India	1	45,00,000	Equity	Demat	74.00	1606310000000066
2.	Hitachi Payment Services Private Limited	Shares were issued directly in demat form	15,81,082	Equity	Demat	26.00	1201120000357551
TOTAL			60,81,082			100.00	

For SBI Payment Services Private Limited

**Ekta Dhruva
Company Secretary**

COMMITTEE MEETING DETAILS

With reference to Point No. IX. (C.) “COMMITTEE MEETINGS” of Form MGT-7, the Form has limit of only 10 entries, thus please find below the remaining data:

Sr. 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
11.	Risk Management Committee	13/07/2020	4	4	100
12.		10/02/2021	4	4	100
13.	Nomination, Remuneration & Human Resources Committee	06/05/2020	4	4	100
14.		19/01/2021	4	4	100

D. A. KAMAT & CO.

Practicing Company Secretaries

Office-B-208, Shreedham Classic, Next to St. John's Universal School, S V Road, Goregaon (W), Mumbai- 400 104.

Contact: +91-7208023169, +91-9029661169 | office@csdakamat.com | www.csdakamat.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **SBI PAYMENT SERVICES PRIVATE LIMITED (CIN: U67100MH2010PTC200030)** (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 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, and 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. maintenance of registers/records & making entries therein within the time prescribed therefore.
 - 3. The Company has filed all the necessary eforms within due time or with additional fees (whenever applicable) with the Registrar of Companies, as may be prescribed under the Act.
 - 4. The Company has duly called and held meetings of Board of Directors, Committee meetings of the Board and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings of the meetings have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.

D. A. KAMAT & CO.

Practicing Company Secretaries

Office-B-208, Shreedham Classic, Next to St. John's Universal School, S V Road, Goregaon (W), Mumbai- 400 104.

Contact: +91-7208023169, +91-9029661169 | office@csdakamat.com | www.csdakamat.com

5. During the year under review, the Company has not closed its Register of Members and hence no separate provisions are required to be undertaken in this regard.
6. The Company has not advanced loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the Financial year (after the applicability of this section).
7. During the year under review, the contracts/arrangements entered into with related parties during financial year 2020-21 under Section 188 of the Act are declared and disclosed as ordinary course of business and at arm's length basis and necessary approvals in the Audit Committee have been undertaken;
8. The Company has not issued or allotted or bought back securities or redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion/transfer of shares/ securities during the year under review. Presently, all the shares of the company are held in the dematerialized form.
9. There are no requirements for 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, during the financial year.
10. The Company was not required to transfer unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
11. The Company has complied with the provisions in respect of signing of Audited Financial statement and Directors Report as per the applicable Act for Financial year ending 31st March, 2021.
12. During the year under review, the Board of Directors and Key Managerial Personnel (KMP) of the Company is duly constituted as stated in Annual Return. The following changes were undertaken during the year under review:

D. A. KAMAT & CO.

Practicing Company Secretaries

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No	Date	Change	Particulars of Director/Key Managerial Personnel
1	08.05.2020	Resignation	Shri Ram Narayan Boga as Managing Director and Chief Executive Officer of the Company
2	08.05.2020	Appointment	Shri Girikumar Madhavan Nair as Managing Director and Chief Executive Office of the Company
3	31.07.2020	Resignation	Shri Shree Prakash Singh as Nomine Director of the Company
4	20.08.2020	Resignation	Shri Navtej Singh as Nominee Director of the Company
5	02.09.2020	Appointment	Shri Rustom Irani as Nominee Director of the Company
6	03.11.2020	Appointment	Shri Devendra Kumar as Nominee Director of the Company
7	27.01.2021	Resignation	Shri Swaminathan Janakiraman as Nominee Director and Chairman of the Board
8	26.02.2021	Re-appointment	Shri Aravamudan Krishnakumar as an Independent Director of the Company
9	26.02.2021	Re-appointment	Shri Shankar Aggarwal as an Independent Director of the Company

13. During the year under review, the Statutory Auditors are appointed by the Comptroller & Auditor General, India (CAG) for FY 2020-21. The Shareholders at the AGM held on 4th September, 2020 authorised Board of Directors to fix remuneration of Statutory Auditors for FY 2020-21.
14. During the year under review, the Company has availed the Company Fresh Start Scheme, 2020 (CFSS-2020) and also filed the necessary forms for the same. Further, it was not required to obtain any approvals from the Statutory Authorities (including Central Government, ROC, Regional Director, NCLT) under the provisions of the Act, other than those stated above.
15. During the year under review Company has not accepted/ renewed/ repayment of deposits.

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16. During the year under review, the Company has not obtained any secured, unsecured borrowings from any individual, company, bank or financial institution under the provisions of Section 180 of the Act.
17. The Company has not provided any loans or made any investments or provided security or given guarantee in accordance with the provisions of Section 186 of the Act during the financial year.
18. During the year under review Company has in its Extra-Ordinary General Meeting held on 18th February, 2021 approved the re-appointment of Shri Aravamudan Krishnakumar and Shri Shankar Aggarwal as an Independent Director w.e.f. 26th February, 2021 for 2nd term of 3 years.

Date:

Place: Mumbai

**For, D. A. Kamat & Co
Company Secretaries**

**Rachana Shanbhag
Partner
FCS 8227
CP 9297**

UDIN: _____