

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

U74990MH2008NPL189067

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCN9852G

(ii) (a) Name of the company

NATIONAL PAYMENTS CORPO

(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

priyanka.agrawal@npci.org.in

(d) *Telephone number with STD code

02240009100

(e) Website

www.npci.org.in

(iii) Date of Incorporation

19/12/2008

(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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 22/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

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	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 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NPCI International Payments L	U67190MH2020PLC339220	Subsidiary	100
2	NPCI Bharat BillPay Limited	U67190MH2020PLC351595	Subsidiary	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	30,000,000	14,526,600	14,036,692	14,036,692
Total amount of equity shares (in Rupees)	3,000,000,000	1,452,660,000	1,403,669,200	1,403,669,200

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	30,000,000	14,526,600	14,036,692	14,036,692
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	3,000,000,000	1,452,660,000	1,403,669,200	1,403,669,200

(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	14,036,692	14036692	1,403,669,200	1,403,669,200	
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	14,036,692	14036692	1,403,669,2	1,403,669,2	
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		<input type="text"/>	
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			
Transferee's Name			
	Surname	middle name	first name

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

Ledger Folio of Transferee	
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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
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

15,827,184,098.99

(ii) Net worth of the Company

21,798,755,678.58

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	10,994,000	78.32	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	10,994,000	78.32	0	0

Total number of shareholders (promoters)

10

(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	2,680,904	19.1	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 Foreign Banks/FI/Payment :	361,788	2.58	0	

	Total	3,042,692	21.68	0	0
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Total number of shareholders (other than promoters)

56

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

66

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	10	10
Members (other than promoters)	56	56
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	5	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	10	0	11	0	0
(i) Banks & FIs	0	10	0	11	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	15	1	16	0	0

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

19

(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)
Mr. Biswamohan Mahapatra	06990345	Director	0	
Mr. Dilip Pratap Asbe	02990724	Managing Director	0	
Prof. Rishikesha Thiruvengadam	00064067	Director	0	
Mr. Venkatraman Srinivasan	00246012	Director	0	
Dr. Amitha Sehgal	08309997	Director	0	
Prof. Umesh Bellur	08626165	Director	0	
Dr. Deepak Kumar	08080298	Nominee director	0	29/09/2022
Mr. Ajay Kumar Kapoor	08086228	Nominee director	0	
Mr. Rana Ashutosh Kumar	08949873	Nominee director	0	
Mr. Nitesh Ranjan	08101030	Nominee director	0	
Ms. Mridula Iyer	08130150	Nominee director	0	29/09/2022
Mr. Jayaprakash C.	09046299	Nominee director	0	29/09/2022
Mr. Ajay K. Khurana	09076961	Nominee director	0	
Mr. Pankaj Gadgil	08521239	Nominee director	0	17/08/2022
Mr. Sumit Bali	02896088	Nominee director	0	
Mr. Hemant Verma	09462900	Nominee director	0	
Mr. Imran Amin Siddiqui	09153707	Nominee director	0	
Mr. Rupesh H Acharya	ABAPA4908Q	CFO	0	
Ms. Priyanka Agrawal	ALJPA6898G	Company Secretary	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)
Ms. Mridula Iyer	08130150	Nominee director	16/09/2021	Change in Designation
Mr. Nitesh Ranjan	08101030	Nominee director	16/09/2021	Change in Designation
Mr. Jayaprakash C	09046299	Nominee director	16/09/2021	Change in Designation
Mr. Ajay K Khurana	09076961	Nominee director	16/09/2021	Change in Designation
Prof. Umesh Bellur	08626165	Director	16/09/2021	Change in Designation
Mr. Rana Ashutosh Kumar	08949873	Additional director	12/08/2021	Appointment
Mr. Rana Ashutosh Kumar	08949873	Nominee director	16/09/2021	Change in Designation
Mr. Imran Amin Siddiqui	09153707	Additional director	27/04/2021	Appointment
Mr. Imran Amin Siddiqui	09153707	Nominee director	16/09/2021	Change in Designation
Prof. Rishikesha Thiruvengadam	00064067	Additional director	09/11/2021	Appointment
Mr. Sumit Bali	02896088	Additional director	15/12/2021	Appointment
Mr. Hemant Verma	09462900	Additional director	17/01/2022	Appointment
Dr. Santanu Paul	02039043	Director	08/11/2021	Cessation
Prof. Sivakumar Gopala	07537575	Director	20/06/2021	Cessation
Mr. Rajiv Anand	02541753	Nominee director	08/11/2021	Cessation
Mr. Sunil Soni	08485492	Nominee director	12/01/2022	Cessation
Mr. Ravindra Pandey	07188637	Nominee director	12/08/2021	Cessation
Prof. Umesh Bellur	08626165	Additional director	21/06/2021	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

1

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	16/09/2021	66	42	91.42

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/05/2021	17	17	100
2	12/08/2021	17	14	82.35
3	18/11/2021	16	14	87.5
4	15/12/2021	17	14	82.35
5	10/02/2022	17	15	88.24
6	24/03/2022	17	14	82.35

C. COMMITTEE MEETINGS

Number of meetings held

35

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	11/05/2021	5	5	100
2	Audit Committee	11/08/2021	5	4	80
3	Audit Committee	08/09/2021	5	5	100
4	Audit Committee	17/11/2021	5	5	100
5	Audit Committee	15/12/2021	5	5	100
6	Audit Committee	09/02/2022	5	5	100
7	Audit Committee	24/03/2022	5	4	80
8	Corporate Social Responsibility Committee	11/05/2021	3	3	100
9	Corporate Social Responsibility Committee	16/11/2021	5	3	60
10	Management Information System Committee	08/07/2021	5	5	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	22/09/2022
								(Y/N/NA)
1	Mr. Biswamoh	6	6	100	23	23	100	Yes
2	Mr. Dilip Prata	6	6	100	11	11	100	Yes
3	Prof. Rishikes	4	4	100	4	4	100	Yes
4	Mr. Venkatram	6	6	100	12	12	100	Yes
5	Dr. Amitha Se	6	6	100	17	17	100	Yes
6	Prof. Umesh E	5	5	100	11	11	100	No
7	Dr. Deepak Ku	6	5	83.33	16	13	81.25	Yes
8	Mr. Ajay Kuma	6	6	100	13	12	92.31	Yes
9	Mr. Rana Ashu	4	3	75	7	6	85.71	No
10	Mr. Nitesh Rai	6	5	83.33	7	7	100	Yes
11	Ms. Mridula ly	6	6	100	10	9	90	Yes
12	Mr. Jayapraka	6	6	100	2	2	100	Yes
13	Mr. Ajay K. Kh	6	3	50	2	2	100	Yes
14	Mr. Pankaj Ga	6	6	100	8	7	87.5	Not Applicable
15	Mr. Sumit Bali	3	2	66.67	2	0	0	No
16	Mr. Hemant V	2	1	50	3	2	66.67	No
17	Mr. Imran Ami	6	3	50	7	4	57.14	Yes

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	Mr. Dilip Asbe	Managing Director	18,820,808	0	0	0	18,820,808
	Total		18,820,808	0	0	0	18,820,808

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	Mr. Rupesh H Acha	CFO	11,985,505	0	0	0	11,985,505
2	Ms. Priyanka Agrawal	Company secretary	4,377,684	0	0	0	4,377,684
	Total		16,363,189	0	0	0	16,363,189

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Biswamohan Mahapatra	Independent Director	0	0	0	1,850,000	1,850,000
2	Mr. Venkatraman Srinivasan	Independent Director	0	0	0	1,300,000	1,300,000
3	Dr. Amitha Sehgal	Independent Director	0	0	0	1,550,000	1,550,000
4	Prof. Rishikesh T. Joshi	Independent Director	0	0	0	600,000	600,000
5	Prof. Umesh Bellur	Independent Director	0	0	0	1,150,000	1,150,000
6	Prof. G Sivakumar	Independent Director	0	0	0	200,000	200,000
7	Dr. Santanu Paul	Independent Director	0	0	0	550,000	550,000
	Total		0	0	0	7,200,000	7,200,000

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

Dhruvil 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. ...

32b

dated

17/05/2018

(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

DILIP
PRATAP
ASBE
Digitally signed by
DILIP PRATAP ASBE
Date: 2022.11.17
16:19:17 +05'30'

DIN of the director

02990724

To be digitally signed by

PRIYANKA
BALKRISHN
A AGRAWAL
Digitally signed by
PRIYANKA
BALKRISHNA
AGRAWAL
Date: 2022.11.17
16:14:32 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

21122

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

1127_MGT 8_NPCI_2021-22.pdf
IX C Committee meeting_21-22.pdf
Shareholders list_31032022.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