

# Annexure - B

FORM NO. MGT 9

## Extract of Annual Return

As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014

### I. Registration & Other Details:

1.	CIN	U74990MH2008NPL189067
2.	Registration Date	19 <sup>th</sup> December 2008
3.	Name of the Company	<b>National Payments Corporation of India</b>
4.	Category/Sub-category of the Company	Company registered under Section 25 of the Companies Act, 1956 (now Section 8 of the Companies Act, 2013)
5.	Address of the Registered office	1001A, B Wing, 10th Floor, The Capital, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051
6.	Whether listed company	Unlisted Company
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Ltd C- 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 Phone: 022 25963838

### II. Principal Business Activities of the Company

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Financial and related services	9971	100

### III. Particulars of Holding , Subsidiary and Associate Companies -

SN	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1.	NIL	NIL	NIL	NIL	NIL

### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April 2018]				No. of Shares held at the end of the year [As on 31st March 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter's</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	80,00,000	0	80,00,000	59.76	80,00,000	0	80,00,000	59.76	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL: (A)(1)</b>	<b>80,00,000</b>	<b>0</b>	<b>80,00,000</b>	<b>59.76</b>	<b>80,00,000</b>	<b>0</b>	<b>80,00,000</b>	<b>59.76</b>	<b>-</b>

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April 2018]				No. of Shares held at the end of the year [As on 31st March 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRI Individual	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks/FI	20,00,000	0	20,00,000	14.94	20,00,000	0	20,00,000	14.94	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL: A(2)</b>	<b>20,00,000</b>	<b>0</b>	<b>20,00,000</b>	<b>14.94</b>	<b>20,00,000</b>	<b>0</b>	<b>20,00,000</b>	<b>14.94</b>	<b>-</b>
<b>Total shareholding of Promoters (A)=A(1)+A(2)</b>	<b>1,00,00,000</b>	<b>0</b>	<b>1,00,00,000</b>	<b>74.70</b>	<b>1,00,00,000</b>	<b>0</b>	<b>1,00,00,000</b>	<b>74.70</b>	<b>-</b>
<b>B. Public Shareholding*</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	33,29,900	0	33,29,900	24.87	33,29,900	0	33,29,900	24.87	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) Foreign Banks / FI	56,800	0	56,800	0.43	56,800	0	56,800	0.43	-
<b>Sub-total (B) (1):-</b>	<b>33,86,700</b>	<b>0</b>	<b>33,86,700</b>	<b>25.30</b>	<b>33,86,700</b>	<b>0</b>	<b>33,86,700</b>	<b>25.30</b>	<b>-</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	-	-	-	-	-	-	-	-
<b>c) Others (specify)</b>									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>33,86,700</b>	<b>0</b>	<b>33,86,700</b>	<b>25.30</b>	<b>33,86,700</b>	<b>0</b>	<b>33,86,700</b>	<b>25.30</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>1,33,86,700</b>	<b>0</b>	<b>1,33,86,700</b>	<b>100%</b>	<b>1,33,86,700</b>	<b>0</b>	<b>1,33,86,700</b>	<b>100%</b>	<b>0</b>

Note - \*There were no other relevant category due to which 46 other shareholders who have invested in the company are shown under Public Shareholding.

## ii. a) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1st April 2018			Shareholding at the end of the year 31st March 2019			% change in shareholding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1.	State Bank of India	10,00,000	7.47	0	10,00,000	7.47	0	0
2.	Punjab National Bank	10,00,000	7.47	0	10,00,000	7.47	0	0
3.	Canara Bank	10,00,000	7.47	0	10,00,000	7.47	0	0
4.	Bank of Baroda*	10,00,000	7.47	0	10,00,000	7.47	0	0
5.	Union Bank of India	10,00,000	7.47	0	10,00,000	7.47	0	0
6.	Bank of India	10,00,000	7.47	0	10,00,000	7.47	0	0
7.	ICICI Bank Limited	10,00,000	7.47	0	10,00,000	7.47	0	0
8.	HDFC Bank Limited	10,00,000	7.47	0	10,00,000	7.47	0	0
9.	Citibank N.A.	10,00,000	7.47	0	10,00,000	7.47	0	0
10.	The Hongkong and Shanghai Banking Corporation	10,00,000	7.47	0	10,00,000	7.47	0	0
<b>Total (A)</b>			<b>74.70</b>			<b>74.70</b>		

\* Dena Bank and Vijaya Bank have been merged with Bank of Baroda, but as per the Depository there were no change in their records till 31st March 2019. Hence no effect of the merger of these banks were given in the shareholding pattern of the Company.

## ii. b) Public Shareholding

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Dena Bank*	142,000	1.06	0	142,000	1.06	0	0
2.	Central Bank of India	142,000	1.06	0	142,000	1.06	0	0
3.	Allahabad Bank	142,000	1.06	0	142,000	1.06	0	0
4.	Bank of Maharashtra	142,000	1.06	0	142,000	1.06	0	0
5.	Andhra Bank	142,000	1.06	0	142,000	1.06	0	0
6.	Syndicate Bank	142,000	1.06	0	142,000	1.06	0	0
7.	UCO Bank	142,000	1.06	0	142,000	1.06	0	0
8.	Oriental Bank of Commerce	142,000	1.06	0	142,000	1.06	0	0
9.	Corporation Bank	142,000	1.06	0	142,000	1.06	0	0
10.	Indian Bank	142,000	1.06	0	142,000	1.06	0	0
11.	Vijaya Bank*	142,000	1.06	0	142,000	1.06	0	0
12.	United Bank of India	142,000	1.06	0	142,000	1.06	0	0
13.	Punjab & Sind Bank	142,000	1.06	0	142,000	1.06	0	0
14.	Axis Bank Limited	142,000	1.06	0	142,000	1.06	0	0
15.	Kotak Mahindra Bank Limited	142,000	1.06	0	142,000	1.06	0	0
16.	Yes Bank Limited	142,000	1.06	0	142,000	1.06	0	0
17.	The Jammu and Kashmir Bank Limited	142,000	1.06	0	142,000	1.06	0	0
18.	Indusind Bank Limited	142,000	1.06	0	142,000	1.06	0	0
19.	The Federal Bank Limited	142,000	1.06	0	142,000	1.06	0	0
20.	The South Indian Bank Limited	56,800	0.42	0	56,800	0.42	0	0
21.	The Karur Vysya Bank Limited	56,800	0.42	0	56,800	0.42	0	0

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
22.	The Karnataka Bank Limited	56,800	0.42	0	56,800	0.42	0	0
23.	Tamilnad Mercantile Bank Limited	56,800	0.42	0	56,800	0.42	0	0
24.	City Union Bank Limited	56,800	0.42	0	56,800	0.42	0	0
25.	The Lakshmi Vilas Bank Limited	56,800	0.42	0	56,800	0.42	0	0
26.	The Catholic Syrian Bank Limited	56,800	0.42	0	56,800	0.42	0	0
27.	RBL Bank Limited	56,800	0.42	0	56,800	0.42	0	0
28.	DCB Bank Limited	56,800	0.42	0	56,800	0.42	0	0
29.	Deutsche Bank AG	56,800	0.42	0	56,800	0.42	0	0
30.	The Saraswat Co-Operative Bank Limited	7,100	0.05	0	7,100	0.05	0	0
31.	The Cosmos Co-Operative Bank Limited	7,100	0.05	0	7,100	0.05	0	0
32.	The SVC Co-Operative Bank Limited	7,100	0.05	0	7,100	0.05	0	0
33.	Abhyudaya Co-Operative Bank Limited	7,100	0.05	0	7,100	0.05	0	0
34.	The Bharat Co-Operative Bank (Mumbai) Limited	7,100	0.05	0	7,100	0.05	0	0
35.	TJSB Sahakari Bank Limited	7,100	0.05	0	7,100	0.05	0	0
36.	Janata Sahakari Bank Ltd., Pune	7,100	0.05	0	7,100	0.05	0	0
37.	Punjab & Maharashtra Co-Operative Bank Limited	7,100	0.05	0	7,100	0.05	0	0
38.	NKGSB Co-Operative Bank Limited	7,100	0.05	0	7,100	0.05	0	0
39.	Kalapur Commercial Co-Operative Bank Limited	7,100	0.05	0	7,100	0.05	0	0
40.	Baroda Uttar Pradesh Gramin Bank	7,100	0.05	0	7,100	0.05	0	0
41.	Pragathi Krishna Gramin Bank	7,100	0.05	0	7,100	0.05	0	0
42.	Kerala Gramin Bank	7,100	0.05	0	7,100	0.05	0	0
43.	Kaveri Grameena Bank	7,100	0.05	0	7,100	0.05	0	0
44.	Andhra Pradesh Grameena Vikas Bank	7,100	0.05	0	7,100	0.05	0	0

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
45.	Karnataka Vikas Grameena Bank	7,100	0.05	0	7,100	0.05	0	0
46.	Gramin Bank of Aryavart	7,100	0.05	0	7,100	0.05	0	0
	<b>Total (B)</b>		<b>25.30</b>			<b>25.30</b>		
	<b>Total</b>	<b>1,33,86,700</b>	<b>100% (A+B)</b>	<b>0</b>	<b>1,33,86,700</b>	<b>100% (A+B)</b>	<b>0</b>	

Note – There were no other relevant category due to which, 46 other shareholders who have invested in the company are shown under Public Shareholding. \*Further, Dena Bank and Vijaya Bank have been merged with Bank of Baroda but as per the Depository there were no change in their records till 31st March 2019. Hence no effect of the merger of these banks were given in the shareholding pattern.

### iii. Change in Promoters' Shareholding (please specify, if there is no change) : NO CHANGE

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	13,386,700	100	-	-
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
At the end of the year	-	-	13,386,700	100

### iv. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs): refer IV ii (b)

### v. Shareholding of Directors and Key Managerial Personnel: NIL

### V. Indebtedness - Indebtedness of the Company including interest outstanding/accrued but not due for payment- NIL

## VI. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager and Key Managerial Personnel

Sr. No.	Particulars of Remuneration	Mr. Dilip Asbe Managing Director & CEO	Mr. Sanjay Saxena Chief Financial Officer	Ms. Priyanka Agrawal *Company Secretary	(in ₹)
					Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,10,46,972	66,19,547	23,03,406	1,99,69,925
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Others, please specify	-	-	-	-
	<b>Total</b>	<b>1,10,46,972</b>	<b>66,19,547</b>	<b>23,03,406</b>	<b>1,99,69,925</b>
	Ceiling as per the Act				**Note

\*Ms. Priyanka Agrawal was appointed as Company Secretary of the Company w.e.f. 17th May 2018.

\*\*Note: - In terms of the provisions of the Companies Act 2013, the remuneration payable to Managing Director & CEO shall not exceed 5% of the net profit of the Company. The remuneration paid to Managing Director & CEO is well within the said limit.

**B. Remuneration to other Directors (Fee for attending Board and Committee meetings)**

Sr. No.	Name of the Directors	Total Amount (in ₹)
<b>Independent Directors</b>		
1.	Mr. Biswamohan Mahapatra	10,50,000
2.	Ms. Rama Bijapurkar	4,60,000
3.	Mr. Satish Pradhan	8,70,000
4.	Prof. G. Sivakumar	6,60,000
5.	Dr. Santanu Paul	7,90,000
6.	Dr. Amitha Sehgal	1,60,000
	<b>Sub total (A)</b>	<b>39,90,000</b>
<b>Other Non-Executive Director</b>		
7.	Mr. Sudarshan Sen	1,70,000
	<b>Sub total (B)</b>	<b>1,70,000</b>
	<b>Total (A+B)</b>	<b>41,60,000</b>
	Overall Ceiling as per the Act*	

\*In terms of the provisions of the Companies Act 2013, the remuneration payable to other directors shall not exceed 1% of the net profit of the Company. The remuneration paid to them is well within the said limit.

**VII. Penalties / Punishment/ Compounding of Offences:**

The Company, its directors or other officers were not subject to penalties/punishment/compounding of offences during FY 2018-19.