

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- Units No. 801 to 810, 8th Floor, Tower "B",
Diamond District, # 150, Old Airport Road
Bengaluru
Bangalore
Karnataka
560008
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Subsidiary of Foreign 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
- 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

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	The Banktech Group PTY LTD		Holding	21.36
2	BTI Payments Singapore Pte. L		Associate	29.24
3	IDBI TRUSTEESHIP SERVICES LI	U65991MH2001GOI131154	Associate	47.68

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	45,000,000	32,428,310	32,428,310	32,428,310
Total amount of equity shares (in Rupees)	225,000,000	162,141,550	162,141,550	162,141,550

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	45,000,000	32,428,310	32,428,310	32,428,310
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	225,000,000	162,141,550	162,141,550	162,141,550

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	9,442,152	9,055,144	18497296	92,486,480	92,486,480	

Increase during the year	0	23,373,166	23373166	69,655,070	69,655,070	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	13,931,014	13931014	69,655,070	69,655,070	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	9,442,152	9442152			
Conversion of Physical into DEMAT						
Decrease during the year	9,442,152	0	9442152	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	9,442,152		9442152			
Conversion of Physical into DEMAT						
At the end of the year	0	32,428,310	32428310	162,141,550	162,141,550	
Preference shares						
At the beginning of the year	2,469,136	2,469,136	4938272	49,382,720	49,382,720	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	0			0	0	
0						
Decrease during the year	2,469,136	2,469,136	4938272	49,382,720	49,382,720	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						
Due to conversion of CCPS into Equity Shares	2,469,136	2,469,136	4938272	49,382,720	49,382,720	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0A1A01024

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

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	16,214,155		
	Face value per share	10		
After split / Consolidation	Number of shares	32,428,310		
	Face value per share	5		

(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)	06/08/2021
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.)	10

Ledger Folio of Transferor		01	
Transferor's Name			The Banktech Group Pty Ltd
	Surname	middle name	first name
Ledger Folio of Transferee		02	
Transferee's Name			David Scott Glen
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	06/08/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	
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Transferor's Name			The Banktech Group Pty Ltd
	Surname	middle name	first name

Ledger Folio of Transferee	05
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Transferee's Name			Peter A Blackett
	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			
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
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

4,357,225,588

(ii) Net worth of the Company

2,066,400,000

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)	4	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)	16,407,655	50.6	0	
10.	Others	0	0	0	
	Total	16,407,659	50.6	0	0

Total number of shareholders (promoters)

4

(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)	16,020,651	49.4	0	
10.	Others	0	0	0	
	Total	16,020,651	49.4	0	0

Total number of shareholders (other than promoters)

3

**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	2	4
Members (other than promoters)	3	3
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	3	0	1	0	0
B. Non-Promoter	1	0	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	0	0	4	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	2	0	2	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	5	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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)
SRINIVAS KONDETHIM	03533535	Managing Director	0	
DAVID SCOTT GLEN	02073436	Director	2	
PETER ALEXANDER B	06649881	Nominee director	2	
NIKHIL MOHTA	00932030	Nominee director	0	
NATRAJAN RAMKRISHN	06597041	Director	0	
SUBRAMANIAKUMAR	07825083	Director	0	17/06/2022
AMRITA GANGOTRA	08333492	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RUCHITA TANEJA AGC	09295623	Director	0	
MOHIT NAGAR	AMEPN5015C	Company Secretar	0	
Sanjay Kumar Bajaj	AGWPB0406D	CFO	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)
GAGANDEEP SINGH C	07397540	Nominee director	13/07/2021	Confirmation at AGM as Nominee Dir
NIKHIL MOHTA	00932030	Nominee director	13/07/2021	Confirmation at AGM as Nominee Dir
Sanjay Kumar Bajaj	AGWPB0406D	Company Secretar	02/08/2021	Resignation
MOHIT NAGAR	AMEPN5015C	Company Secretar	02/08/2021	Appointment
Sanjay Kumar Bajaj	AGWPB0406D	CFO	02/08/2021	Appointment
Subramaniakumar Raja	07825083	Additional director	01/09/2021	Appointment as an Additional Directo
Natrajan Ramkrishna	06597041	Additional director	01/09/2021	Appointment as an Additional Directo
RUCHITA TANEJA AGC	09295623	Additional director	01/09/2021	Appointment as an Additional Directo
Amrita Gangotra	08333492	Additional director	01/09/2021	Appointment as an Additional Directo
LAXMI NARAYAN KRIS	01905379	Director	01/09/2021	Resignation
GAGANDEEP SINGH C	07397540	Nominee director	01/09/2021	Withdrawal of nomination as a Nomir
DAVID SCOTT GLEN	02073436	Director	01/09/2021	Stepdown as a Chairman
Subramaniakumar Raja	07825083	Additional director	01/09/2021	Appointment as a Chairman
Subramaniakumar Raja	07825083	Director	04/09/2021	Change in Designation as Independe
Natrajan Ramkrishna	06597041	Director	04/09/2021	Change in Designation as Independe
RUCHITA TANEJA AGC	09295623	Director	04/09/2021	Change in Designation as Independe
Amrita Gangotra	08333492	Director	04/09/2021	Change in Designation as Independe
SRINIVAS KONDETHIN	03533535	Managing Director	01/09/2021	Re-appointment as Managing Directo

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

7

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	13/07/2021	5	5	100
Extra-Ordinary General Meeting	06/08/2021	7	5	100
Extra-Ordinary General Meeting	13/08/2021	7	4	100
Extra-Ordinary General Meeting	17/08/2021	7	6	100
Extra-Ordinary General Meeting	26/08/2021	7	4	100
Extra-Ordinary General Meeting	04/09/2021	7	6	100
Extra-Ordinary General Meeting	26/10/2021	7	7	100

B. BOARD MEETINGS

*Number of meetings held

13

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2021	6	6	100
2	18/06/2021	6	6	100
3	13/07/2021	6	6	100
4	06/08/2021	6	6	100
5	13/08/2021	6	5	83.33
6	26/08/2021	6	5	83.33
7	01/09/2021	6	5	83.33
8	03/09/2021	8	8	100
9	04/09/2021	8	8	100
10	26/10/2021	8	8	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
11	01/11/2021	8	8	100
12	19/01/2022	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

7

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	18/06/2021	3	3	100
2	Audit Committee	03/09/2021	3	3	100
3	IPO Committee	07/09/2021	4	4	100
4	Audit Committee	19/01/2022	3	3	100
5	Nomination and Remuneration	19/01/2022	3	3	100
6	Nomination and Remuneration	23/03/2022	3	3	100
7	Risk Management	24/03/2022	6	6	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 15/09/2022 (Y/N/NA)
		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	
1	SRINIVAS K	13	12	92.31	2	2	100	No
2	DAVID SCOT	13	13	100	0	0	0	Yes
3	PETER ALEX	13	13	100	5	5	100	Yes
4	NIKHIL MOHT	13	13	100	4	4	100	Yes
5	NATRAJAN R	6	6	100	6	6	100	Yes
6	SUBRAMANIA	6	6	100	1	1	100	Not Applicable
7	AMRITA GAN	6	6	100	4	4	100	Yes

8	RUCHITA TAN	6	6	100	0	0	0	No
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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	SRINIVAS KONDE	Managing Direct	31,096,889	0	0	31,096,889	62,193,778
	Total		31,096,889	0	0	31,096,889	62,193,778

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	Sanjay Kumar Bajaj	CFO	13,211,097	0	0	13,211,097	26,422,194
2	MOHIT NAGAR	Company Secre	1,140,000	0	0	0	1,140,000
	Total		14,351,097	0	0	13,211,097	27,562,194

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUBRAMANIAKUM	Independent Dir	0	0	0	1,750,000	1,750,000
2	NATRAJAN RAMK	Independent Dir	0	0	0	1,458,333	1,458,333
3	AMRITA GANGOTR	Independent Dir	0	0	0	1,341,667	1,341,667
4	RUCHITA TANEJA	Independent Dir	0	0	0	1,166,667	1,166,667
	Total		0	0	0	5,716,667	5,716,667

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

CS.G M Ganapathi

Whether associate or fellow

Associate Fellow

Certificate of practice number

4520

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. ... 18 dated 26/05/2022

(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

Digitally signed by
SRINIVAS
KONDETHIM
MANAPALLI
Date: 2022.11.11
19:17:40 +05'30'

DIN of the director

03533535

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

5659

Certificate of practice number

4520

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

Consent for Short Notices.pdf
List of Shareholders.pdf
Declaration_MGT7.pdf
BM dates with attendance.pdf
Form MGT8.pdf
ICSI UDIN.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