

# 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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- Times Tower, 1st Floor, Kamala Mills Compound Senapati  
Bapat Marg, Lower Parel, Mumbai NA  
Mumbai  
Mumbai City  
Maharashtra  
400012
- (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 | Indian Non-Government company |
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	THE BOMBAY STOCK EXCHANGE LIMITED	1

(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, Vikh  
roli (West), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

23/09/2024

(b) Due date of AGM

30/09/2024

(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	J	Information and communication	J7	Data processing, hosting and related activities; web portal	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NSDL e-Governance (Malaysia)		Subsidiary	51
2	Protean eGov Technologies Au		Subsidiary	100

3	PROTEAN ACCOUNT AGGREGA	U67200MH2020PLC349258	Subsidiary	100
4	PROTEAN INFOSEC SERVICES L	U72900MH2021PLC368593	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	500,000,000	40,446,732	40,446,732	40,446,732
Total amount of equity shares (in Rupees)	5,000,000,000	404,467,320	404,467,320	404,467,320

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	500,000,000	40,446,732	40,446,732	40,446,732
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	5,000,000,000	404,467,320	404,467,320	404,467,320

###### (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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	40,421,394	40421394	404,213,940	404,213,940	
<b>Increase during the year</b>	1	25,338	25339	253,390	253,390	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	25,338	25338	253,380	253,380	
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	
x. Others, specify	1	0	1	10	10	0
Converted from Demat to Remat						
<b>Decrease during the year</b>	0	1	1	10	10	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	
iv. Others, specify	0	1	1	10	10	
Converted from Demat to Remat						
<b>At the end of the year</b>	1	40,446,731	40446732	404,467,320	404,467,320	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE004A01022

**(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) <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 <input type="text"/>			
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"/>			
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 <input type="text"/>			
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
<b>Total</b>			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
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

8,808,119,644

**(ii) Net worth of the Company**

9,302,995,512

**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)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (promoters)**

0

**(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	8,926,241	22.07	0	
	(ii) Non-resident Indian (NRI)	243,204	0.6	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	1,843,699	4.56	0	



4.	Banks	11,132,629	27.52	0	
5.	Financial institutions	3,743,560	9.26	0	
6.	Foreign institutional investors	151,413	0.37	0	
7.	Mutual funds	200,508	0.5	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	9,404,114	23.25	0	
10.	Others            Alternate Investment Fund,	4,801,364	11.87	0	
	<b>Total</b>	40,446,732	100	0	0

**Total number of shareholders (other than promoters)**

148,723

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

148,723

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

8

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GAM MULTISTOCK - E	CITIBANK N.A. CUSTODY SERVICES			21,550	0.05
SPDR S&P EMERGING I	HSBC SECURITIES SERVICES 11TH F			7,631	0.01
MORGAN STANLEY AS	CITIBANK N.A. CUSTODY SERVICES			3,193	0.01
ASTORNE CAPITAL VC	#19-96, THE CENTRAL 8 EU TONG S			10,939	0.03
RADIANT GLOBAL FUND	ORBIS FINANCIAL CORPORATION I			100	0
SOCIETE GENERALE - C	SBI-SG GLOBAL SECURITIES SERVIC			80,000	0.2
INDIA MAX INVESTME	ICICI BANK LTD SMS DEPT 1ST FLO			20,000	0.05
PROBUS INVESTMENT	CITIBANK N.A. CUSTODY SERVICES			8,000	0.02

**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	0	0
Members (other than promoters)	186	148,723
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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	8	2	7	0.2	0
(i) Non-Independent	2	2	2	2	0.2	0
(ii) Independent	0	6	0	5	0	0
<b>C. Nominee Directors representing</b>	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	2	8	2	7	0.2	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)
SHAILESH VISHNUBH	00007347	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ABHAYA PRASAD HO	02593219	Director	0	
SHAILESH SHARAD K	07679583	Director	0	
LLOYD MATHIAS	02879668	Director	0	
PREETI MEHTA	00727923	Director	0	
ARUNA KRISHNAMUF	06986715	Director	0	
MUKESH AGARWAL	03054853	Director	0	29/07/2024
SURESH SETHI	06426040	Managing Director	78,904	
JAYESH WAMAN SUL	07432517	Whole-time directo	41,547	
SUDEEP BHATIA	ADQPB9745G	CFO	396	04/06/2024
MAULESH JAGATKUM	AGLPK3603N	Company Secretar	4,486	

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

4

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)
PREETI MEHTA	00727923	Additional director	20/09/2023	Change in designation
ARUNA KRISHNAM	06986715	Additional director	20/09/2023	Change in designation
KARAN BHAGAT	03247753	Director	24/01/2024	Cessation
SHAILESH VISHNU	00007347	Director	25/09/2023	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

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 MEETI	20/09/2023	255	24	56.68

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2023	10	9	90
2	08/08/2023	10	9	90
3	10/08/2023	10	9	90
4	06/10/2023	10	9	90
5	30/10/2023	10	9	90
6	08/11/2023	10	10	100
7	30/11/2023	10	9	90
8	16/01/2024	10	9	90
9	07/02/2024	9	8	88.89
10	26/03/2024	9	9	100

**C. COMMITTEE MEETINGS**

Number of meetings held

19

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	19/05/2023	5	5	100
2	Audit Committee	08/08/2023	5	5	100
3	Audit Committee	06/10/2023	5	5	100
4	Audit Committee	30/11/2023	5	5	100
5	Audit Committee	06/02/2024	5	5	100
6	Audit Committee	07/02/2024	5	5	100
7	Nomination & Remuneration	02/06/2023	4	4	100
8	Nomination & Remuneration	08/08/2023	4	4	100
9	Nomination & Remuneration	10/08/2023	4	4	100
10	Nomination & Remuneration	29/11/2023	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	23/09/2024
								(Y/N/NA)
1	SHAILESH VI	10	10	100	13	13	100	Yes
2	ABHAYA PRA	10	10	100	15	15	100	Yes
3	SHAILESH SH	10	10	100	10	10	100	Yes
4	LLOYD MATH	10	10	100	15	15	100	Yes
5	PREETI MEH	10	10	100	5	5	100	Yes
6	ARUNA KRISI	10	10	100	7	7	100	Yes
7	MUKESH AGA	10	9	90	10	10	100	Not Applicable
8	SURESH SET	10	10	100	2	2	100	Yes
9	JAYESH WAM	10	10	100	4	4	100	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SURESH SETHI	Managing Director	48,726,950	0	27,602,930	4,433,659	80,763,539
2	JAYESH WAMAN S	Whole Time Director	36,861,420	0	23,281,851	5,645,158	65,788,429
	Total		85,588,370	0	50,884,781	10,078,817	146,551,968

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	SUDEEP BHATIA	CFO	13,752,820	0	3,834,207	976,006	18,563,033
2	MAULESH JAGATK	Company Secretary	3,960,970	0	541,956	420,369	4,923,295
	Total		17,713,790	0	4,376,163	1,396,375	23,486,328

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	SHAILESH VISHNU	Director	0	2,508,832	0	3,300,000	5,808,832
2	ABHAYA PRASAD	Director	0	1,505,298	0	3,300,000	4,805,298
3	SHAILESH SHARA	Director	0	1,505,298	0	3,000,000	4,505,298
4	LLOYD MATHIAS	Director	0	1,505,298	0	3,200,000	4,705,298
5	PREETI MEHTA	Director	0	1,505,298	0	1,600,000	3,105,298
6	ARUNA KRISHNAM	Director	0	1,505,298	0	2,200,000	3,705,298
7	MUKESH AGARWA	Director	0	0	0	2,700,000	2,700,000
	Total		0	10,035,322	0	19,300,000	29,335,322

**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

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### 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

S. N. Viswanathan

Whether associate or fellow

Associate  Fellow

Certificate of practice number

24335

#### 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. ...  dated

(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

Jayesh  
Waman Sule  
Digitally signed by  
Jayesh Waman Sule  
Date: 2024.11.21  
19:05:37 +05'30'

DIN of the director

0\*4\*2\*1\*

#### To be digitally signed by

Maulesh  
Jagat  
Kantharia.  
Digitally signed by  
Maulesh Jagat  
Kantharia.  
Date: 2024.11.21  
19:07:18 +05'30'

Company Secretary

Company secretary in practice

Membership number

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Protean_Final_MGT-8_Signed.pdf
CTC_DP under Sec 89.pdf
Details of Committee Meeting.pdf

<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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**