

# Form No. MGT-7

## Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form



Form language

English  Hindi

## I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

U65910MH1992PTC068664

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	PAYU FINANCE INDIA PRIVATE LIMITED	PAYU FINANCE INDIA PRIVATE LIMITED
Registered office address	Wallace Towers, Second Floor,Crossing of Sahar Road, Vile Parle East,Vileparle (East),Mumbai,Mumbai,Maharashtra,India,4000 57	Wallace Towers, Second Floor,Crossing of Sahar Road, Vile Parle East,Vileparle (East),Mumbai,Mumbai,Maharashtra,India,4000 57
Latitude details	19.109155	19.109155
Longitude details	72.853228	72.853228

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

PayU Fin RO photos.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*OB

(c) \*e-mail ID of the company

\*\*\*\*\*t.compliance@payufin.com

(d) \*Telephone number with STD code

02\*\*\*\*\*86

(e) Website	<a href="https://www.payufin.in/">https://www.payufin.in/</a>								
iv *Date of Incorporation (DD/MM/YYYY)	22/09/1992								
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Private company								
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares								
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/Guarantee and association company/Subsidiary of Foreign Company)</i>	Non-government company								
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No								
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input type="radio"/> Yes <input checked="" type="radio"/> No								
(b) Details of stock exchanges where shares are listed									
<table border="1"> <thead> <tr> <th>S. No.</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code					
S. No.	Stock Exchange Name	Code							
viii Number of Registrar and Transfer Agent									
<table border="1"> <thead> <tr> <th>CIN of the Registrar and Transfer Agent</th> <th>Name of the Registrar and Transfer Agent</th> <th>Registered office address of the Registrar and Transfer Agents</th> <th>SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent				
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent						
ix * (a) Whether Annual General Meeting (AGM) held									
<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) If yes, date of AGM (DD/MM/YYYY)									
23/09/2025									
(c) Due date of AGM (DD/MM/YYYY)									
30/09/2025									
(d) Whether any extension for AGM granted									
<input type="radio"/> Yes <input checked="" type="radio"/> No									
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension									
(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)									

(g) Specify the reasons for not holding the same

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## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1
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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 activities	64	Financial service activities, except insurance and pension funding	100

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

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

1
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S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U72100MH2015PTC266824		PAYSENSE SERVICES INDIA PRIVATE LIMITED	Holding	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	165000000	130482849	130482849	130482849
Total amount of equity shares (in rupees)	1650000000.00	1304828490.00	1304828490.00	1304828490.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	165000000	130482849	130482849	130482849
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	1650000000.00	1304828490.00	1304828490.00	1304828490.00

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

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
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**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	0	82820698	82820698.00	828206980	828206980	
<b>Increase during the year</b>	0.00	47662151.00	47662151.00	476621510.00	476621510.00	7565809942.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	17417515	17417515.00	174175150	174175150	7565809942
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	30244636	30244636.00	302446360	302446360	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify NA	0	0	0.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
<b>At the end of the year</b>	0.00	130482849.00	130482849.00	1304828490.00	1304828490.00	7565809942.00
<b>(ii) Preference shares</b>						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
<b>At the beginning of the year</b>	30244636	0	30244636.00	302446360	302446360	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
<b>Decrease during the year</b>	30244636.00	0.00	30244636.00	302446360.00	302446360.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Conversion into Equity Shares	30244636	0	30244636.00	302446360	302446360	
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE0CLA01013

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

0

Class of shares		
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

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

**iv Debentures (Outstanding as at the end of financial year)**

**(a) Non-convertible debentures**

\*Number of classes

2
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Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Secured Redeemable Non - Convertible Debenture	2850	1000000	2850000000.00
Secured Redeemable Non - Convertible Debenture	10000	100000	1000000000.00
<b>Total</b>	<b>12850.00</b>	<b>1100000.00</b>	<b>3850000000.00</b>

Classes of non-convertible 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
Secured Redeemable Non - Convertible Debenture	0	2850000000	0	2850000000.00
Secured Redeemable Non - Convertible Debenture	0	1000000000	0	1000000000.00
<b>Total</b>	<b>0.00</b>	<b>3850000000.00</b>	<b>0.00</b>	<b>3850000000.00</b>

**(b) Partly convertible debentures**

\*Number of classes

0
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Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible 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

<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

<b>Classes of fully convertible debentures</b>	<b>Number of units</b>	<b>Nominal value per unit</b>	<b>Total value (Outstanding at the end of the year)</b>
<b>Total</b>			

<b>Classes of fully convertible debentures</b>	<b>Outstanding as at the beginning of the year</b>	<b>Increase during the year</b>	<b>Decrease during the year</b>	<b>Outstanding as at the end of the year</b>
<b>Total</b>				

**(d) Summary of Indebtedness**

<b>Particulars</b>	<b>Outstanding as at the beginning of the year</b>	<b>Increase during the year</b>	<b>Decrease during the year</b>	<b>Outstanding as at the end of the year</b>
Non-convertible debentures	0.00	3850000000.00	0.00	3850000000.00
Partly convertible debentures				
Fully convertible debentures				
<b>Total</b>	0.00	3850000000.00	0.00	3850000000.00

**v Securities (other than shares and debentures)**

0

<b>Type of Securities</b>	<b>Number of Securities</b>	<b>Nominal Value of each Unit</b>	<b>Total Nominal Value</b>	<b>Paid up Value of each Unit</b>	<b>Total Paid up Value</b>

<b>Total</b>	0.00		0.00		0.00
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#### **IV Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

11638207076.80

ii \* Net worth of the Company

19599293380.2

#### **VI SHARE HOLDING PATTERN**

##### **A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00

8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	130482849	100.00	0	0.00
10	Others  [redacted]	0	0.00	0	0.00
	<b>Total</b>	130482849.00	100.00	0.00	0.00

Total number of shareholders (promoters)

2

**B 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	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00

8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <div style="border: 1px solid black; width: 100px; height: 20px; display: inline-block;"></div>	0	0.00	0	0.00
<b>Total</b>		0.00	0.00	0.00	0.00

Total number of shareholders (other than promoters)

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

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	0
3	Individual - Transgender	0
4	Other than individuals	2
	<b>Total</b>	2.00

#### C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

#### VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	0
Debenture holders	2	3

## 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>	1	2	2	4	0.00	0.00
i Non-Independent	1	1	2	2	0	0
ii Independent	0	1	0	2	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and 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
<b>Total</b>	1	2	2	4	0.00	0.00

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

9

### B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
DEEPAK MENDIRATTA	08736848	Director	0	
DEEPAK MENDIRATTA	ASHPM6693G	CEO	0	
HEMANG MADHUSUDAN DATTANI	07741872	Director	0	15/05/2025

RAVINDRA PANDEY	07188637	Director	0	
GURMEET SINGH MISSION	AKPPM7638B	Company Secretary	0	
MANISH NARAYAN KULKARNI	10504746	Director	0	
MANISH NARAYAN KULKARNI	ABPPK5295H	CFO	0	
MADHUMITA GANGULI	00676830	Director	0	
DEEPA ZACHARIAS	10519853	Director	0	31/07/2025

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

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
DEEPA ZACHARIAS	10519853	Additional Director	25/04/2024	Appointment
MANISH NARAYAN KULKARNI	10504746	Additional Director	16/05/2024	Appointment
MADHUMITA GANGULI	00676830	Additional Director	20/06/2024	Appointment
MADHUMITA GANGULI	00676830	Director	24/09/2024	Change in designation
MANISH NARAYAN KULKARNI	10504746	Director	24/09/2024	Change in designation
DEEPA ZACHARIAS	10519853	Director	24/09/2024	Change in designation
RAVINDRA PANDEY	07188637	Director	24/09/2024	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

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

EXTRA ORDINARY GENERAL MEETING	28/06/2024	2	2	100
ANNUAL GENERAL MEETING	24/09/2024	2	2	100

## B BOARD MEETINGS

\*Number of meetings held

9

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2024	5	5	100.00
2	20/06/2024	5	5	100.00
3	13/08/2024	6	6	100.00
4	19/09/2024	6	6	100.00
5	12/11/2024	6	6	100.00
6	21/11/2024	6	4	66.67
7	23/01/2025	6	3	50.00
8	24/02/2025	6	5	83.33
9	18/03/2025	6	6	100.00

## C COMMITTEE MEETINGS

Number of meetings held

20

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	23/05/2024	3	3	100.00
2	Audit Committee Meeting	20/06/2024	3	3	100.00

3	Audit Committee Meeting	13/08/2024	3	3	100.00
4	Audit Committee Meeting	19/09/2024	3	3	100.00
5	Audit Committee Meeting	12/11/2024	3	3	100.00
6	Audit Committee Meeting	20/12/2024	3	3	100.00
7	Audit Committee Meeting	18/03/2025	3	3	100.00
8	Nomination and Remuneration Committee Meeting	23/05/2024	3	3	100.00
9	Nomination and Remuneration Committee Meeting	10/06/2024	3	3	100.00
10	Nomination and Remuneration Committee Meeting	20/06/2024	3	3	100.00
11	Nomination and Remuneration Committee Meeting	13/08/2024	3	3	100.00
12	Nomination and Remuneration Committee Meeting	11/11/2024	3	2	66.67
13	Nomination and Remuneration Committee Meeting	06/02/2025	3	3	100.00
14	Nomination and Remuneration Committee Meeting	17/03/2025	3	3	100.00
15	Risk Management Committee	19/06/2024	4	4	100.00
16	Risk Management Committee	01/07/2024	4	3	75.00
17	Risk Management Committee	13/08/2024	5	5	100.00
18	Risk Management Committee	11/11/2024	5	2	40.00
19	Risk Management Committee	17/03/2025	5	4	80.00
20	Corporate Social Responsibility Committee	17/03/2025	4	3	75.00

#### D ATTENDANCE OF DIRECTORS

S. N o	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	
								23/09/2025 (Y/N/NA)
1	DEEPAK MENDIRATTA	9	7	77.78	6	5	83.33	No
2	HEMANG MADHUSUDAN DATTANI	9	7	77.78	16	12	75.00	Not applicable
3	RAVINDRA PANDEY	9	9	100.00	20	20	100.00	No
4	MANISH NARAYAN KULKARNI	9	9	100.00	6	6	100.00	Yes
5	MADHUMITA GANGULI	7	7	100.00	12	10	83.33	No
6	DEEPA ZACHARIAS	9	7	77.78	9	9	100.00	Not applicable

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	<b>Total</b>						

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Gurmeet Singh Mission	Company Secretary	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
2	Deepak Mendiratta (Director and CEO)	CEO	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
3	Manish Kulkarni (Director and CFO)	CFO	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

	<b>Total</b>						
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C \*Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Ravindra Pandey	Director	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
2	Madhumita Ganguli	Director	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	<b>Total</b>		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

#### 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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

5

### XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder & Debenture.xlsm

(b) Optional Attachment(s), if any

Certification in MGT-7 (PayU)  
(1).pdf  
PayU Finance India\_List of Shareholders.pdf  
PayU Finance List of Debenture holders.pdf  
MGT-8 PayU Fin 2024-25 sd (1).pdf  
PayU Finance\_Clarification Letter\_MGT-7.pdf

### XV 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.

#### 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 applicable 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 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 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.

I/ We have examined the registers, records and books and papers of

PAYU FINANCE INDIA  
PRIVATE LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 therefor;

3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;

4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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 including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5 closure of Register of Members / Security holders, as the case may be.

6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7 contracts/arrangements with related parties as specified in section 188 of the Act;

8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/

alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

9 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

10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15 acceptance/ renewal/ repayment of deposits;

16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**To be digitally signed by**

DEEPTI  
SUDHIR  
JOSHI

Digital signature  
by DEEPTI  
SUDHIR  
JOSHI

Name

Deepti Joshi

Date (DD/MM/YYYY)

03/12/2025

Place

Thane

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

8\*6\*

## XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

\*(a) DIN/PAN/Membership number of Designated Person

AKPPM7638B

\*(b) Name of the Designated Person

GURMEET SINGH MISSION

### Declaration

I am authorised by the Board of Directors of the Company vide resolution number\* 09 dated\*

(DD/MM/YYYY) 10/06/2025 to sign this form and declare that all the requirements of 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.

#### \*To be digitally signed by

MANISH  
NARAYAN  
KULKARNI  
Date: 10/06/2025  
19:23:53 +05:30

#### \*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

1\*5\*4\*4\*

#### \*To be digitally signed by

GURMEET  
SINGH  
MISSION  
Date: 10/06/2025  
19:23:53 +05:30

Company Secretary  Company secretary in practice

\*Whether associate or fellow:

Associate  Fellow

Membership number

1\*5\*8

Certificate of practice number

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

**For office use only:**