

# 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

U72900MH1995PLC095642

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACN2082N

(ii) (a) Name of the company

PROTEAN EGOV TECHNOLOGI

(b) Registered office address

Times Tower, 1st Floor, Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel, Mumbai  
Mumbai  
Mumbai City  
Maharashtra  
400017

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

cs@proteantech.in

(d) \*Telephone number with STD code

912240904242

(e) Website

www.proteantech.in

(iii) Date of Incorporation

27/12/1995

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) Mumbai Mumbai City MH 400083 IN

(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

(f) Specify the reasons for not holding the same

Will be held on September 20, 2023

## 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	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

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	NSDL E-GOVERNANCE ACCOU	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	40,421,394	40,421,394	40,421,394
Total amount of equity shares (in Rupees)	5,000,000,000	404,213,940	404,213,940	404,213,940

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	40,421,394	40,421,394	40,421,394
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	5,000,000,000	404,213,940	404,213,940	404,213,940

(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>						
At the beginning of the year	0	40,384,076	40384076	403,840,760	403,840,760	

<b>Increase during the year</b>	0	37,318	37318	373,180	373,180	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	37,318	37318	373,180	373,180	
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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	40,421,394	40421394	404,213,940	404,213,940	
<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						
<input type="text"/>						
<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	<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				<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

Particulars	Number of units	Nominal value per unit	Total value
<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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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**

7,417,442,959

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

8,581,547,576

**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	421,394	1.04	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	13,663,000	33.8	0	
5.	Financial institutions	2,732,000	6.76	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)	11,605,000	28.71	0	
10.	Others AIF	12,000,000	29.69	0	
	<b>Total</b>	40,421,394	100	0	0

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

186

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

186

**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)	60	186
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	6	2	8	0.25	0
(i) Non-Independent	2	2	2	2	0.25	0
(ii) Independent	0	4	0	6	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	6	2	8	0.25	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

**(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	
ABHAYA PRASAD HOT	02593219	Director	0	
SHAILESH SHARAD KI	07679583	Director	0	
LLOYD MATHIAS	02879668	Director	0	
PREETI MEHTA	00727923	Additional director	0	
ARUNA KRISHNAMUR	06986715	Additional director	0	
KARAN BHAGAT	03247753	Director	0	
MUKESH AGARWAL	03054853	Director	0	
SURESH SETHI	06426040	Managing Director	61,500	
JAYESH WAMAN SULE	07432517	Whole-time directo	41,097	
SUDEEP BHATIA	ADQPB9745G	CFO	0	
MAULESH JAGATKUM	AGLPK3603N	Company Secretar	4,000	

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

10

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)
SHAILESH SHARAD K...	07679583	Additional director	31/05/2022	Appointment
LLOYD MATHIAS	02879668	Additional director	28/06/2022	Appointment
SHAILESH SHARAD K...	07679583	Director	12/09/2022	Change in designation
LLOYD MATHIAS	02879668	Director	12/09/2022	Change in designation
NISHITA NIRMAL MHA...	08489369	Director	15/09/2022	Cessation
DHARMISHTA NARENI...	02792246	Director	31/12/2022	Cessation
PREETI MEHTA	00727923	Additional director	15/02/2023	Appointment
ARUNAKRISHNAMURTI...	06986715	Additional director	31/03/2023	Appointment
TEJAS KULIN DESAI	ABFPD4021L	CFO	08/01/2023	Cessation
SUDEEP BHATIA	ADQPB9745G	CFO	09/01/2023	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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA ORDINARY GENERAL MEETING	11/04/2022	60	15	61.39
ANNUAL GENERAL MEETING	12/09/2022	60	28	84.58

### B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/04/2022	8	7	87.5
2	31/05/2022	8	7	87.5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	28/06/2022	9	7	77.78
4	28/09/2022	9	8	88.89
5	23/11/2022	9	8	88.89
6	15/02/2023	8	8	100
7	31/03/2023	9	8	88.89

### C. COMMITTEE MEETINGS

Number of meetings held

13

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	27/06/2022	3	2	66.67
2	Audit Committee	28/09/2022	4	4	100
3	Audit Committee	22/11/2022	4	4	100
4	Audit Committee	15/02/2023	4	4	100
5	Nomination & Remuneration	25/04/2022	4	3	75
6	Nomination & Remuneration	27/06/2022	4	2	50
7	Nomination & Remuneration	26/08/2022	4	3	75
8	Nomination & Remuneration	23/11/2022	4	3	75
9	Nomination & Remuneration	15/02/2023	3	3	100
10	Corporate Social Responsibility	06/06/2022	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on  (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	SHAILESH VI	7	7	100	13	13	100	

2	ABHAYA PRA	7	6	85.71	13	12	92.31	
3	SHAILESH SH	5	5	100	5	5	100	
4	LLOYD MATH	4	4	100	5	5	100	
5	PREETI MEH	1	1	100	2	2	100	
6	ARUNA KRISH	0	0	0	0	0	0	
7	KARAN BHAG	7	2	28.57	8	1	12.5	
8	MUKESH AGA	7	6	85.71	5	5	100	
9	SURESH SET	7	7	100	1	1	100	
10	JAYESH WAM	7	7	100	2	2	100	

**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	33,082,188	0	10,895,775	4,803,000	48,780,963
2	JAYESH WAMAN S	Whole Time Director	28,947,956	0	0	3,922,800	32,870,756
	Total		62,030,144	0	10,895,775	8,725,800	81,651,719

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	TEJAS KULIN DES	CFO	10,366,017	0	0	21,600	10,387,617
2	SUDEEP BHATIA	CFO	4,556,772	0	0	168,049	4,724,821
3	MAULESH JAGATK	Company Secretary	3,877,393	0	0	79,864	3,957,257
	Total		18,800,182	0	0	269,513	19,069,695

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHAILESH VISHNU	Director	0	2,398,117	0	2,800,000	5,198,117
2	ABHAYA PRASAD	Director	0	2,398,117	0	2,200,000	4,598,117

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	SHAILESH SHARA	Director	0	0	0	1,600,000	1,600,000
4	LLOYD MATHIAS	Director	0	0	0	1,300,000	1,300,000
5	PREETI MEHTA	Director	0	0	0	200,000	200,000
6	KARAN BHAGAT	Director	0	2,398,117	0	0	2,398,117
7	MUKESH AGARWA	Director	0	2,398,117	0	1,700,000	4,098,117
8	NISHITA NIRMAL M	Director	0	2,398,117	0	600,000	2,998,117
9	DHARMISHTA NAF	Director	0	2,398,117	0	1,200,000	3,598,117
	Total		0	14,388,702	0	11,600,000	25,988,702

#### 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

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

DIN of the director

#### To be digitally signed by

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 Attachement(s), if any

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

**List of attachments**

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<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**

***Note: This e-form MGT-7 (draft) placed on the website of the Company in compliance of Section 92 of Companies Act, 2013 and the Rules made thereunder. The e-form MGT-7 shall be filed with Ministry of Corporate Affairs upon the completion of 28th Annual General Meeting of the Company as required under Section 92 of Companies Act, 2013 and the Rules made thereunder and the copy of the same shall be furnished on the website of the Company.***