

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)

U72400MH2006PTC293037

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 PAYMENTS PRIVATE LIMITED	PAYU PAYMENTS PRIVATE LIMITED
Registered office address	Wallace Towers, First Floor,Crossing of Sahar Road, Vile Parle East,Vileparle (East),Mumbai,Mumbai,Maharashtra,India,4000 57	Wallace Towers, First Floor,Crossing of Sahar Road, Vile Parle East,Vileparle (East),Mumbai,Mumbai,Maharashtra,India,4000 57
Latitude details	19.108804	19.1087460
Longitude details	72.85315	72.8532268

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

Registered office - Photo.pdf

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

AA*****1D

(c) *e-mail ID of the company

*****tarial@payu.in

(d) *Telephone number with STD code

91*****00

(e) Website	https://payu.in/								
iv *Date of Incorporation (DD/MM/YYYY)	24/05/2006								
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>	Indian 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				
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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)	25/09/2025								
(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

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	62	Computer programming, consultancy and related activities	100

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

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

12

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1		78194601	MIH Payments Holdings B.V.	Holding	100
2	U72900DL2022PTC397624		PAYU INDIA INNOVATIONS PRIVATE LIMITED	Subsidiary	100
3	U72200KA2000PTC028279		PAYU DIGITAL LABS PRIVATE LIMITED	Subsidiary	100
4	U74110MH2018FTC317439		LazyPay Private Limited	Subsidiary	100
5	U72100MH2015PTC266824		PaySense Services India Private Limited	Subsidiary	100
6	U65910MH1992PTC068664		PayU Finance India Private Limited	Subsidiary	100
7		2077047	Wibmo Inc.	Subsidiary	100

8	U72200MH2008PTC184354		MINDGATE SOLUTIONS PRIVATE LIMITED	Subsidiary	70
9		3590/2013	Mindgate Solutions FZ LLC - UAE	Subsidiary	70
10		201815640K	Mindgate Pte Ltd (Singapore)	Subsidiary	70
11		15791477	Mindgate Solutions UK Ltd	Subsidiary	70
12		6919147	Mindgate Solutions Inc USA	Subsidiary	70

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	4000050000.00	3221819928.00	3221819928.00	3221819928.00
Total amount of equity shares (in rupees)	40000500000.00	32218199280.00	32218199280.00	32218199280.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY				
Number of equity shares	4000050000	3221819928	3221819928	3221819928
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	40000500000	32218199280	32218199280	32218199280

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference	999950000.00	0.00	0.00	0.00

shares				
Total amount of preference shares (in rupees)	9999500000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
PREFERENCE				
Number of preference shares	999950000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	9999500000	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	10000	3015308862	3015318862.00	30153188620	30153188620	
Increase during the year	0.00	206511065.00	206511065.00	2065110650.00	2065110650.00	13847380517.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	206501066	206501066.00	2065010660	2065010660	13847380517
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
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	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Pursuant to the conversion of physical shares into demat mode	0	9999	9999.00	99990	99990	
Decrease during the year	9999.00	0.00	9999.00	99990.00	99990.00	0
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						
Pursuant to the conversion of physical shares into demat mode	9999	0	9999.00	99990	99990	
At the end of the year	1.00	3221819927.00	3221819928.00	32218199280.00	32218199280.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
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						
Not applicable	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
Not applicable	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

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

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

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

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
Total				

(c) Fully convertible debentures

*Number of classes

0

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

Classes of fully 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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					

VI Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

39339227183.78

ii * Net worth of the Company

68215546556.02

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)	3221819927	100.00	0	0.00
10	Others	0	0.00	0	0.00
	Total	3221819927.00	100	0.00	0

Total number of shareholders (promoters)

1

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)	1	0.00	0	0.00
10	Others	0	0.00	0	0.00
	Total	1.00	0	0.00	0

Total number of shareholders (other than promoters)

1

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

2.00

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
	Total	2.00

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

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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	1	1
Members (other than promoters)	1	1
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	0	0	0	0	0
B Non-Promoter	2	5	2	6	0.00	0.00
i Non-Independent	2	2	2	3	0	0

ii Independent	0	3	0	3	0	0
C Nominee Directors representing	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
Total	2	5	2	6	0.00	0.00

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
RENU SUD KARNAD	00008064	Director	0	
JAIRAJ MANOHAR PURANDARE	00159886	Director	0	
GOPIKA PANT	00388675	Director	0	
ARVIND AGARWAL	02175753	Director	0	
JOHANNES BUNE	10488060	Director	0	
LAURENT DOMINIQUE LE MOAL	10496251	Director	0	
GAUTAM UJWAL THAKAR	10745833	Director	0	30/06/2025
ANIRBAN MUKHERJEE	07157585	Director	0	
DIMPLE MAYANK MEHTA	████████	Company Secretary	0	
ANIRBAN MUKHERJEE	████████	CEO	0	
ARVIND AGARWAL	████████	CFO	0	

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

9

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)
GAUTAM UJWAL THAKAR	10745833	Additional Director	27/08/2024	Appointment
GAUTAM UJWAL THAKAR	10745833	Director	27/09/2024	Change in designation
RENU SUD KARNAD	00008064	Director	27/09/2024	Change in designation
JAIRAJ MANOHAR PURANDARE	00159886	Director	27/09/2024	Change in designation
GOPIKA PANT	00388675	Director	27/09/2024	Change in designation
JOHANNES BUNE	10488060	Director	27/09/2024	Change in designation
LAURENT DOMINIQUE LE MOAL	10496251	Director	27/09/2024	Change in designation
ANURADHA AGGARWAL	████████	Company Secretary	27/08/2024	Cessation
DIMPLE MAYANK MEHTA	████████	Company Secretary	28/08/2024	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

1

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
Annual General Meeting	27/09/2024	2	2	100

B BOARD MEETINGS

*Number of meetings held

8

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	24/05/2024	7	7	100
2	21/06/2024	7	7	100
3	27/08/2024	8	8	100
4	25/10/2024	8	8	100
5	14/11/2024	8	7	87.5
6	22/01/2025	8	8	100
7	24/02/2025	8	8	100
8	21/03/2025	8	8	100

C COMMITTEE MEETINGS

Number of meetings held

23

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	24/05/2024	3	3	100
2	Audit Committee	21/06/2024	3	3	100
3	Audit Committee	27/08/2024	3	3	100
4	Audit Committee	03/10/2024	3	3	100
5	Audit Committee	13/11/2024	3	3	100
6	Audit Committee	19/03/2025	3	3	100
7	Corporate Social Responsibility and Environmental Social and Governance Committee	23/05/2024	3	3	100
8	Corporate Social Responsibility and Environmental Social and Governance Committee	14/08/2024	3	3	100

9	Corporate Social Responsibility and Environmental Social and Governance Committee	20/03/2025	3	3	100
10	Nomination and Remuneration Committee	07/05/2024	3	3	100
11	Nomination and Remuneration Committee	23/05/2024	3	3	100
12	Nomination and Remuneration Committee	14/08/2024	3	2	66.67
13	Nomination and Remuneration Committee	13/11/2024	3	3	100
14	Nomination and Remuneration Committee	21/03/2025	3	3	100
15	Risk Management Committee	17/04/2024	2	2	100
16	Risk Management Committee	23/05/2024	2	2	100
17	Risk Management Committee	12/08/2024	3	2	66.67
18	Risk Management Committee	13/11/2024	3	3	100
19	Risk Management Committee	07/02/2025	3	3	100
20	Risk Management Committee	19/03/2025	3	3	100
21	Stakeholders Engagement and Customer Relationship Committee	14/08/2024	3	2	66.67
22	Stakeholders Engagement and Customer Relationship Committee	21/03/2025	3	3	100
23	Investment Committee	15/01/2025	4	4	100

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	25/09/2025 (Y/N/NA)
1	RENU SUD KARNAD	8	8	100	12	9	75	Yes
2	JAIRAJ MANOHAR PURANDARE	8	8	100	13	13	100	Yes
3	GOPIKA PANT	8	8	100	14	14	100	Yes
4	GAUTAM UJWAL THAKAR	8	8	100	12	12	100	Not applicable
5	ANIRBAN MUKHERJEE	8	7	87	7	7	100	Yes
6	ARVIND AGARWAL	6	6	100	0	0	0	Yes
7	JOHANNES BUNE	8	8	100	6	6	100	Yes
8	LAURENT DOMINIQUE LE MOAL	8	8	100	4	4	100	Yes

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
	Total		0.00	0.00	0.00	0.00	0.00

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

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Mr. Anirban Mukherjee	CEO	[REDACTED]	0	[REDACTED]	0	[REDACTED]
2	Mr. Arvind Agarwal	CFO	[REDACTED]	0	[REDACTED]		[REDACTED]
3	Ms. Anuradha Aggarwal	Company Secretary	[REDACTED]	0	[REDACTED]	0	[REDACTED]

4	Ms. Dimple Mehta	Company Secretary	[REDACTED]	0	0	0	[REDACTED]
	Total		[REDACTED]	0.00	[REDACTED]	0.00	[REDACTED]

C *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	Renu Sud Karnad	Director	0	[REDACTED]	0	[REDACTED]	[REDACTED]
2	Jairaj Purandare	Director	0	[REDACTED]	0	[REDACTED]	[REDACTED]
3	Gopika Pant	Director	0	[REDACTED]	0	[REDACTED]	[REDACTED]
4	Johannes Bune	Director	0	[REDACTED]	0	[REDACTED]	[REDACTED]
	Total		0.00	[REDACTED]	0.00	00	[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

2

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or Debenture holder (1).xslm

(b) Optional Attachment(s), if any

PayU Payments_Form MGT-8_2024-25_Final.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 PAYMENTS 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

Kirti
Kothari

Digitaly signed by
Kirti Kothari
Date: 2025.12.29
12:58:39 +05:30

Name

Kirti Kothari

Date (DD/MM/YYYY)

24/12/2025

Place

Mumbai

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

1*2*7

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

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

12560

*(b) Name of the Designated Person

DIMPLE MAYANK MEHTA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 21 dated*

(DD/MM/YYYY) 13/06/2025 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**

ARVIND AGARWAL
Date: 2025-06-13
01:56:02 -05'00'

***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

0*1*5*5*

***To be digitally signed by**

MEHTA
Dimple
Date: 2025-06-13
01:56:02 -05'00'

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

1*5*0

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:

eForm Service request number (SRN)

AC0386338

eForm filing date (DD/MM/YYYY)

29/12/2025

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

पेयु पेमेंट्स प्रायव्हेट लिमिटेड

१३९-१४० बी, वॉलेस टॉवर्स, पहिला मजला, क्रोसिंग ऑफ सहार रोड,
गरवारे हाऊसच्या शेजारी, विले पार्ले पूर्व, मुंबई - ४०० ०५७, महाराष्ट्र

जीएसटी: २७एएजेसीएस९०९१डी१झेड०

सीआयएन : यु७२४००एमएच२००६पीटीसी२९३०३७

PayU Payments Private Limited

139-140 B, Wallace Towers, First Floor, Crossing of Sahar Road,
Next To Garware House, Vile Parle East, Mumbai - 400 057, Maharashtra

GST: 27AAJCS9091D1Z0

CIN: U72400MH2006PTC293037



Sr. No.	Type of shareholder/ debenture holder	Category of shareholder	Details of shareholder/ debenture holder	Name of shareholder/ debenture holder	Type of security held	Class of security held	Folio Number / Reference Number	DP ID-Client Id- Account Number	Nationality/ Country of incorporation	Gender	Type of Identifier	Identification No.	Occupation	Number of security held	Nominal value per security (in INR)	Total amount of securities held
1	Entity	Promoter	Body corporate (not mentioned above)	M H Payments Holdings B.V.	Equity	Equity		IN30226914855763	Netherlands	Not applicable	Other registration number	78194601		3221819927	10	32218199270 00
2	Entity	Other than promoter	Body corporate (not mentioned above)	M H India (Mauritius) Ltd	Equity	Equity	3		Mauritius	Not applicable	Other registration number	61085 C1/GBL		1	10	10.00



Form No. MGT - 8

**[Pursuant to section 92 (2) of the Companies Act, 2013 and rule 11 (2) of the
Companies (Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **PayU Payments Private Limited** (the "Company") as required to be maintained under the Companies Act, 2013 (the "Act") and the rules made there under for the financial year ended on **March 31, 2025**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, 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 the provisions of the Act & rules made there under in respect of:
 1. its status under the Act;
 2. the Company has maintained registers / records as required and has duly made entries therein within the time prescribed therefor;
 3. the Company has filed the required forms and returns ~~as stated in the annual return~~, with the Registrar of Companies, the Tribunal / Court Regional Director, Central Government, or other authorities within / beyond the prescribed time;
 4. the Company has:
 - (i) called and convened the meetings of the board of directors, audit committee, nomination and remuneration committee and corporate social responsibility committee as stated in the annual return in respect of which proper notices were given and the proceedings including the circular resolutions have been properly recorded in the minutes books / registers maintained for the purpose and the same have been duly signed.
 - (ii) called and convened the annual general meeting and extra-ordinary general meetings of the members of the Company as stated in the annual return in respect of which proper notices were given and have been properly recorded in the minute books / registers maintained for the purpose and the same have been duly signed;
 5. the Company was not required to close its register of members / security holders;
 6. during the aforesaid financial year, the Company has not entered into any transactions falling within the purview of section 185 of the Act; **Not Applicable**



7. during the aforesaid financial year, all contracts / arrangements entered with related parties were in compliance with the provisions of section 188 of the Act;
8. during the period under review:
 - (i) the Company had allotted 4,31,77,397 Equity Shares having face value of Rs. 10/- each at a premium of Rs. 65.17/- each aggregating to Rs. 324,56,44,932.49/- to the Holding Company, on a rights issue basis on June 26, 2024;
 - (ii) the Company had allotted 3,33,16,662 Equity Shares having face value of Rs. 10/- each at a premium of Rs. 65.98/- each aggregating to Rs. 2,53,13,99,978.76 /- to the Holding Company, on a rights issue basis on November 30, 2024;
 - (iii) the Company had allotted 5,55,41,303 Equity Shares having face value of Rs. 10/- each at a premium of Rs. 67.96/- each aggregating to Rs. 4,32,99,99,981.88 /- to the Holding Company, on a rights issue basis on February 25, 2025; and
 - (iv) the Company had allotted 7,44,65,704 Equity Shares having face value of Rs. 10/- each at a premium of Rs. 67.96/- each aggregating to Rs. 5,80,53,46,283.84 /- to the Holding Company, on a rights issue basis on March 7, 2025.

Further, there were no instances with respect to transfer, transmission or buy back of securities/ redemption of preference shares or debentures/reduction of share capital/securities.

9. there were no instances of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
10. the Company has not declared any dividend during the financial year and accordingly no amount was required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of section 125 of the Act;
11. the signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-section (3), (4) and (5) of section 134 of the Act thereof has been duly complied with;
12. the Company has complied with the provisions of the Act with respect to constitution/appointment/re-appointments/retirement/ disclosures of the directors, key managerial personnel and the remuneration paid to them. There was no casual vacancy in the Board during the year;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; **Not applicable**
14. during the period under review, the Company was not required to take approval from Central Government, Tribunal, Regional Director, Registrar, Court or any such authorities under the various provision of the Act;



15. the Company has not accepted deposits from public within the meaning of sections 73 to 76 of the Act;
16. the Company has not borrowed any moneys from its Directors, Members, Financial Institution, Banks and others and hence the Company has not created/ modified any charge in that respect. Further, during the year under review, the Company has satisfied the charges on its assets;
17. during the year under review, the Company has complied with the provisions of section 186 of the Act with respect to loan given and investments made. However, during the year under review the Company has not provided any guarantee or security to other bodies corporate or persons falling under the provisions of section 186 of the Act; and
18. during the year under review, the Company has not altered Memorandum of Association and / or Articles of Association of the Company.

For M/s. **SAHANI & KOTHARI ASSOCIATES**
Company Secretaries
"A Peer Reviewed Unit"
ICSI Unique Code: P2016MH056500



Kirti Kothari

Partner

Mem. No. F12007

COP: 17287

UDIN: F012007G002607930

Place: Bangalore

Date: December 21, 2025