

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72200MH1996PLC102385

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCM3451B

(ii) (a) Name of the company

MICROPRO SOFTWARE SOLUTIONS

(b) Registered office address

Plot No. 28, 702, Wing A, 7th Floor, IT Park, Gayatri Naga
r, NA
NAGPUR
Nagpur
Maharashtra
440022

(c) *e-mail ID of the company

compliance@microproindia.co

(d) *Telephone number with STD code

9373693405

(e) Website

https://www.microproindia.co

(iii) Date of Incorporation

05/09/1996

(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	NSE EMERGE	1,014

(b) CIN of the Registrar and Transfer Agent

U67120MH1993PTC074079

Pre-fill

Name of the Registrar and Transfer Agent

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

9, SHIV SHAKTI INDUSTRIAL ESTATE, J.R.BORICHA MARG
LOWER PAREL (EAST)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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	15,000,000	14,299,400	14,299,400	14,299,400
Total amount of equity shares (in Rupees)	150,000,000	142,994,000	142,994,000	14,299,400

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	15,000,000	14,299,400	14,299,400	14,299,400
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	142,994,000	142,994,000	14,299,400

(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)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	250,000	0	250000	2,500,000	2,500,000	

Increase during the year	0	14,049,400	14049400	142,994,000	142,994,000	284,658,400
i. Public Issues	0	3,790,400	3790400	37,904,000	37,904,000	269,118,400
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	10,000,000	10000000	100,000,000	100,000,000	0
iv. Private Placement/ Preferential allotment	0	259,000	259000	2,590,000	2,590,000	15,540,000
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	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				2,500,000	2,500,000	0
Conversion of physical shares to Demat form						
Decrease during the year	0	0	0	2,500,000	2,500,000	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				2,500,000	2,500,000	
At the end of the year	250,000	14,049,400	14299400	142,994,000	142,994,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	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						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0PZK01014

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

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	25,000		
	Face value per share	100		
After split / Consolidation	Number of shares	250,000		
	Face value per share	10		

(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)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

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.)	
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
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

214,825,000

(ii) Net worth of the Company

474,547,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,664,100	46.6	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	
	Total	6,664,100	46.6	0	0

Total number of shareholders (promoters)

7

(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	7,065,700	49.41	0	
	(ii) Non-resident Indian (NRI)	40,000	0.28	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)	507,200	3.55	0	
10.	Others Clearing Members	22,400	0.16	0	
	Total	7,635,300	53.4	0	0

Total number of shareholders (other than promoters)

1,649

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

1,656

**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	6	7
Members (other than promoters)	3	1,649
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	3	0	1	0	4.59	0
B. Non-Promoter	3	0	2	3	17.06	0
(i) Non-Independent	3	0	2	0	17.06	0
(ii) Independent	0	0	0	3	0	0
C. Nominee Directors representing	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	6	0	3	3	21.65	0

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

8

(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)
SANJAY YADAVRAO I +	01568141	Managing Director	656,000	
MEHER SHREERAM F +	01568099	Whole-time directo	1,291,500	
MANISH SURESH PES +	01568162	Whole-time directo	1,148,000	
PARAG SHAM DESHF +	10195204	Director	0	
SANDEEP KUNJBIHAI +	10190189	Director	0	
ANUJA SUBHASH BIS +	08284537	Director	0	
SUNIL NILKANTH CHA +	AAIPC2264Q	CFO	0	
SULABH SINGH PARI +	CEYPP7865L	Company Secretar	0	

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

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
HITESH DHIRAJLAL	00479828	Whole-time director	03/04/2023	Cessation
PRASHANT RENUK	01568265	Whole-time director	03/04/2023	Cessation
SRINIVAS SABBINE	03509986	Director	03/04/2023	Cessation
PARAG SHAM DES	10195204	Additional director	16/06/2023	Appointment
SANDEEP KUNJBIF	10190189	Additional director	16/06/2023	Appointment
ANUJA SUBHASH E	08284537	Additional director	16/06/2023	Appointment
PARAG SHAM DES	10195204	Director	03/07/2023	Change in designation
SANDEEP KUNJBIF	10190189	Director	03/07/2023	Change in designation
ANUJA SUBHASH E	10195204	Director	03/07/2023	Change in designation
SANJAY YADAVRA	01568141	Managing Director	26/06/2023	Change in designation
SUNIL NILKANTH C	AAIPC2264Q	CFO	08/07/2023	Appointment
GIRISH GHANSHYA	ANQPV5255R	Company Secretary	21/07/2023	Appointment
GIRISH GHANSHYA	ANQPV5255R	Company Secretary	31/01/2024	Cessation
SULABH SINGH PA	CEYPP7865L	Company Secretary	08/02/2024	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

6

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	02/05/2023	9	9	100
EXTRA-ORDINARY GENERAL MEETING	29/05/2023	9	9	100
EXTRA-ORDINARY GENERAL MEETING	03/07/2023	9	9	100
EXTRA-ORDINARY GENERAL MEETING	11/07/2023	9	9	100
EXTRA-ORDINARY GENERAL MEETING	24/07/2023	15	8	86.61
ANNUAL GENERAL MEETING	11/09/2023	15	9	97.53

B. BOARD MEETINGS

*Number of meetings held

16

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2023	6	3	50
2	07/04/2023	3	3	100
3	04/05/2023	3	3	100
4	25/05/2023	3	3	100
5	13/06/2023	3	3	100
6	16/06/2023	3	3	100
7	26/06/2023	6	6	100
8	08/07/2023	6	6	100
9	21/07/2023	6	6	100
10	01/08/2023	6	6	100
11	18/09/2023	6	6	100
12	30/10/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

15

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	26/06/2023	3	3	100
2	Audit Committee	08/07/2023	3	3	100
3	Audit Committee	21/07/2023	3	3	100
4	Audit Committee	01/08/2023	3	3	100
5	Audit Committee	30/10/2023	3	3	100
6	Audit Committee	26/12/2023	3	3	100
7	Audit Committee	23/02/2024	3	3	100
8	Nomination & I	26/06/2023	3	3	100
9	Nomination & I	08/07/2023	3	3	100
10	Nomination & I	21/07/2023	3	3	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	
1	SANJAY YAD	16	16	100	14	14	100	
2	MEHER SHRE	16	15	93.75	3	3	100	
3	MANISH SUR	16	16	100	0	0	0	
4	PARAG SHAM	10	10	100	11	11	100	
5	SANDEEP KU	10	10	100	12	12	100	
6	ANUJA SUBH	10	10	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJAY YADAVRA +	Managing Direct +	6,658,000	0	0	516,000	7,174,000
2	MEHER SHREERA +	Whole-time direc +	6,455,000	0	0	489,000	6,944,000
3	MANISH SURESH +	Whole-time direc +	6,455,000	0	0	472,000	6,927,000
	Total		19,568,000	0	0	1,477,000	21,045,000

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	SUNIL NILKANTH C +	CFO	1,099,548	0	0	0	1,099,548
2	GIRISH GHANSHY +	Company Secre +	105,250	0	0	0	105,250
3	SULABH SINGH PA +	Company Secre +	134,000	0	0	0	134,000
	Total		1,338,798	0	0	0	1,338,798

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

0

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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 Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company