

# 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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv) 

| Type of the Company | Category of the Company   | Sub-category of the Company   |
|---------------------|---------------------------|-------------------------------|
| Private 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

(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    | K                        | Financial and insurance Service    | K8                     | Other financial 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    | ACTIS PC INVESTMENT (MAURI |            | Holding                                      | 99.99            |

## 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             | 980,000,000        | 736,999,686    | 736,999,686        | 736,999,686     |
| Total amount of equity shares (in Rupees) | 9,800,000,000      | 7,369,996,860  | 7,369,996,860      | 7,369,996,860   |

Number of classes

| Class of Shares               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------------|--------------------|----------------|--------------------|-----------------|
| Equity Shares of Rs.10/- each |                    |                |                    |                 |
| Number of equity shares       | 980,000,000        | 736,999,686    | 736,999,686        | 736,999,686     |

|   |               |               |               |               |
|---|---------------|---------------|---------------|---------------|
| Nominal value per share (in rupees)       | 10            | 10            | 10            | 10            |
| Total amount of equity shares (in rupees) | 9,800,000,000 | 7,369,996,860 | 7,369,996,860 | 7,369,996,860 |

**(b) Preference share capital**

| Particulars                                   | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares             | 20,000,000         | 13,299,900     | 13,299,900         | 13,299,900      |
| Total amount of preference shares (in rupees) | 200,000,000        | 132,999,000    | 132,999,000        | 132,999,000     |

Number of classes

1

| Class of shares                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Preference Shares of Rs.10/- each             |                    |                |                    |                 |
| Number of preference shares                   | 20,000,000         | 13,299,900     | 13,299,900         | 13,299,900      |
| Nominal value per share (in rupees)           | 10                 | 10             | 10                 | 10              |
| Total amount of preference shares (in rupees) | 200,000,000        | 132,999,000    | 132,999,000        | 132,999,000     |

**(c) Unclassified share capital**

| Particulars                         | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0                  |

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

| Class of shares                               | Number of shares |             |           | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|-------------|-----------|----------------------|----------------------|---------------|
|   | Physical         | DEMAT       | Total     |                      |                      |               |
| <b>Equity shares</b>                          |                  |             |           |                      |                      |               |
| <b>At the beginning of the year</b>           | 0                | 736,999,686 | 736999686 | 7,369,996,860        | 7,369,996,860        |               |
| <b>Increase during the year</b>               | 0                | 0           | 0         | 0                    | 0                    | 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                | 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<br><input type="text"/>  |   |             |           |             |            |   |
| <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<br><input type="text"/> |   |             |           |             |            |   |
| <b>At the end of the year</b>               | 0 | 736,999,686 | 736999686 | 7,369,996,8 | 7,369,996, |   |

|  |            |   |          |             |             |   |
|--|------------|---|----------|-------------|-------------|---|
| <b>Preference shares</b>                     |            |   |          |             |             |   |
| <b>At the beginning of the year</b>          | 13,299,900 | 0 | 13299900 | 132,999,000 | 132,999,000 |   |
| <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<br><input type="text"/> |            |   |          |             |             |   |
| <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<br><input type="text"/>  |            |   |          |             |             |   |
| <b>At the end of the year</b>                | 13,299,900 | 0 | 13299900 | 132,999,000 | 132,999,000 |   |

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              |                      | (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    | 35,350          | 30,000 debentures having | 815,010,000 |
| Partly convertible debentures | 0               | 0                        | 0           |
| Fully convertible debentures  | 0               | 0                        | 0           |
| <b>Total</b>                  |                 |                          | 815,010,000 |

**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    | 580,000,000                                 | 495,000,000              | 259,990,000              | 815,010,000                           |
| 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**

4,026,868,701

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

11,111,246,166

**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                | 0          |
|        | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                | 0          |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                | 0          |
| 2.     | Government                              |                  |            |                  |            |
|        | (i) Central Government                  | 0                | 0          | 0                | 0          |
|        | (ii) State Government                   | 0                | 0          | 0                | 0          |
|        | (iii) Government companies              | 0                | 0          | 0                | 0          |
| 3.     | Insurance companies                     | 0                | 0          | 0                | 0          |
| 4.     | Banks                                   | 0                | 0          | 0                | 0          |
| 5.     | Financial institutions                  | 0                | 0          | 0                | 0          |

|     |   |             |     |   |   |
|-----|---|-------------|-----|---|---|
| 6.  | Foreign institutional investors         | 0           | 0   | 0 | 0 |
| 7.  | Mutual funds                            | 0           | 0   | 0 | 0 |
| 8.  | Venture capital                         | 0           | 0   | 0 | 0 |
| 9.  | Body corporate<br>(not mentioned above) | 736,999,686 | 100 | 0 | 0 |
| 10. | Others                                  | 0           | 0   | 0 | 0 |
|     | <b>Total</b>                            | 736,999,686 | 100 | 0 | 0 |

**Total number of shareholders (promoters)**

2

**(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                              | 0                | 0          | 0                | 0          |
|        | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                | 0          |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                | 0          |
| 2.     | Government                              |                  |            |                  |            |
|        | (i) Central Government                  | 0                | 0          | 0                | 0          |
|        | (ii) State Government                   | 0                | 0          | 0                | 0          |
|        | (iii) Government companies              | 0                | 0          | 0                | 0          |
| 3.     | Insurance companies                     | 0                | 0          | 0                | 0          |
| 4.     | Banks                                   | 0                | 0          | 0                | 0          |
| 5.     | Financial institutions                  | 0                | 0          | 0                | 0          |
| 6.     | Foreign institutional investors         | 0                | 0          | 0                | 0          |
| 7.     | Mutual funds                            | 0                | 0          | 0                | 0          |
| 8.     | Venture capital                         | 0                | 0          | 0                | 0          |
| 9.     | Body corporate<br>(not mentioned above) | 0                | 0          | 0                | 0          |
| 10.    | Others Trust                            | 0                | 0          | 13,299,900       | 100        |



|  |              |   |   |            |     |
|--|--------------|---|---|------------|-----|
|  | <b>Total</b> | 0 | 0 | 13,299,900 | 100 |
|--|--------------|---|---|------------|-----|

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

2

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

4

**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                         | 2                            | 2                      |
| Members<br>(other than promoters) | 2                            | 2                      |
| Debenture holders                 | 5,223                        | 5,223                  |

**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>                       | 1  | 0             | 1  | 0             | 0  | 0             |
| <b>B. Non-Promoter</b>                   | 0  | 4             | 0  | 4             | 0  | 0             |
| (i) Non-Independent                      | 0  | 3             | 0  | 3             | 0  | 0             |
| (ii) Independent                         | 0  | 1             | 0  | 1             | 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             |
| <b>Total</b>                             | 1  | 4             | 1  | 4             | 0  | 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) |
|-------------------------|------------|---------------------|--------------------------------|--|
| Krishnan Venkateswarar  | 01827316   | Whole-time director | 0                              |  |
| Asanka Haren Edirimuni  | 03010463   | Director            | 0                              |  |
| Pratik Jain             | 05347739   | Director            | 0                              |  |
| Sudarshan Sampathkumar  | 01875316   | Director            | 0                              |  |
| Hossameldin Abdelhameed | 08999601   | Director            | 0                              |  |
| Sandip Mahendra Parikh  | AGGPP9206K | CFO                 | 0                              |  |
| Nitin Ganpat Pangarkar  | AVYPP9215F | Company Secretary   | 0                              |  |
| Krishnan Venkateswarar  | ARZPS3853R | CEO                 | 0                              |  |

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

0

| 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) |
|------|---------|--|---|--|
|      |         |  |   |  |

**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

3

| Type of meeting               | Date of meeting | Total Number of Members entitled to attend meeting | Attendance                 |                         |
|-------------------------------|-----------------|--|----------------------------|-------------------------|
|                               |                 |  | Number of members attended | % of total shareholding |
| Extraordinary General Meeting | 05/04/2023      | 2  | 2                          | 100                     |
| Extraordinary General Meeting | 08/06/2023      | 2  | 2                          | 100                     |
| Annual General Meeting        | 24/08/2023      | 2  | 2                          | 100                     |

**B. BOARD MEETINGS**

\*Number of meetings held

4

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 1      | 22/05/2023      | 5  | 5                            | 100             |
| 2      | 27/07/2023      | 5  | 5                            | 100             |
| 3      | 31/10/2023      | 5  | 5                            | 100             |
| 4      | 06/02/2024      | 5  | 5                            | 100             |

### 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             | 22/05/2023      | 3   | 3                          | 100             |
| 2      | Audit Committee             | 27/07/2023      | 3   | 3                          | 100             |
| 3      | Audit Committee             | 31/10/2023      | 3   | 3                          | 100             |
| 4      | Audit Committee             | 06/02/2024      | 3   | 3                          | 100             |
| 5      | Nomination and Remuneration | 23/05/2023      | 3   | 3                          | 100             |
| 6      | Risk Management             | 15/05/2023      | 5   | 5                          | 100             |
| 7      | Risk Management             | 26/10/2023      | 5   | 5                          | 100             |
| 8      | IT Strategy Committee       | 21/07/2023      | 6   | 5                          | 83.33           |
| 9      | IT Strategy Committee       | 15/01/2024      | 6   | 5                          | 83.33           |
| 10     | Asset Liability             | 03/05/2023      | 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 | 27/09/2024                   |
|        |                      |  |                             |                 |  |                             |                 | (Y/N/NA)                     |
| 1      | Krishnan Venk        | 4  | 4                           | 100             | 6  | 6                           | 100             | Yes                          |
| 2      | Asanka Haren         | 4  | 4                           | 100             | 1  | 1                           | 100             | No                           |

|   |               |   |   |     |   |   |     |     |
|---|---------------|---|---|-----|---|---|-----|-----|
| 3 | Pratik Jain   | 4 | 4 | 100 | 9 | 9 | 100 | Yes |
| 4 | Sudarshan Sa  | 4 | 4 | 100 | 6 | 6 | 100 | No  |
| 5 | Hossameldin / | 4 | 4 | 100 | 5 | 5 | 100 | No  |

**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

1

| S. No. | Name               | Designation      | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others    | Total<br>Amount |
|--------|--------------------|------------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1      | Krishnan Venkatesv | Whole time direc | 37,398,779   | 0          | 0                             | 4,607,915 | 42,006,694      |
|        | Total              |                  | 37,398,779   | 0          | 0                             | 4,607,915 | 42,006,694      |

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

3

| S. No. | Name               | Designation       | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others    | Total<br>Amount |
|--------|--------------------|-------------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1      | Krishnan Venkatesv | Chief Executive   | 37,398,779   | 0          | 0                             | 4,607,915 | 42,006,694      |
| 2      | Sandip Mahendra P  | Chief Financial C | 20,349,164   | 0          | 0                             | 724,802   | 21,073,966      |
| 3      | Nitin Ganpat Panga | Company Secre     | 2,931,423    | 0          | 0                             | 0         | 2,931,423       |
|        | Total              |                   | 60,679,366   | 0          | 0                             | 5,332,717 | 66,012,083      |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name  | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>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

| 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

PRADEEP KUMAR PURWAR

Whether associate or fellow

Associate  Fellow

Certificate of practice number

5918

**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.  
 (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 the 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 a 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.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... 14 dated 23/05/2024

(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:

- 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.
- 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

Digitally signed by  
KRISHNAN  
VENKATESWARAN  
AN SRINIVASAN  
Date: 2024.11.14  
18:39:28 +05'30'

DIN of the director

0\*8\*7\*1\*

To be digitally signed by

Digitally signed by  
NITIN  
GANPAT  
PANGARKAR  
Date: 2024.11.14  
18:28:35 +05'30'

Company Secretary

Company secretary in practice

Membership number

2\*8\*3

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

Attach

Attach

Attach

Attach

### List of attachments

List of Shareholding\_31-03-2024.pdf  
Form MGT-8\_Profectus Capital\_FY 2023-2  
ROC Clarification Letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

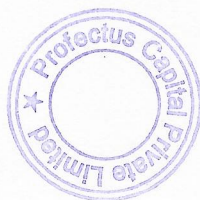
This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

**SHAREHOLDING PATTERN OF PROFECTUS CAPITAL PRIVATE LIMITED AS ON 31<sup>st</sup> MARCH 2024**

| Sr. No    | Name of Shareholder   | No. of Shares       | Paid-up Amt (Rs.)     | % of Holding |
|-----------|---|---------------------|-----------------------|--------------|
| <b>A.</b> | <b>EQUITY SHARES OF RS. 10 EACH</b>   |                     |                       |              |
| 1         | Actis PC (Mauritius) Limited  | 500                 | 5,000                 | 0.0001       |
| 2         | Actis PC Investment (Mauritius) Limited   | <b>73,69,99,186</b> | <b>7,36,99,91,860</b> | 99.9999      |
|           | <b>TOTAL (A)</b>  | <b>73,69,99,686</b> | <b>7,36,99,96,860</b> | <b>100</b>   |
| <b>B.</b> | <b>SERIES A OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH</b> |                     |                       |              |
| 1         | Vistra ITCL (India) Limited (Trustee of Profectus CIP Trust)                      | 93,50,000           | 9,35,00,000           | <b>100</b>   |
| <b>C.</b> | <b>SERIES B OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH</b> |                     |                       |              |
| 1         | Vistra ITCL (India) Limited (Trustee of Profectus CIP Trust)                      | 22,42,000           | 2,24,20,000           | <b>100</b>   |
| <b>D.</b> | <b>SERIES C COMPULSORILY CONVERTIBLE PREFERENCE SHARES OF RS.10 EACH</b>          |                     |                       |              |
| 1         | Vistra ITCL (India) Limited (Trustee of Profectus MIP Trust)                      | 2,07,900            | 20,79,000             | <b>100</b>   |
| <b>E</b>  | <b>SERIES D OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES</b>               |                     |                       |              |
|           | Vistra ITCL (India) Limited (Trustee of Profectus CIP Trust)                      | 15,00,000           | 1,50,00,000           | <b>100</b>   |
|           | <b>TOTAL SHARE CAPITAL (A+B+C+D+E)</b>  | <b>75,02,99,586</b> | <b>7,50,29,95,860</b> | <b>100</b>   |

for PROFECTUS CAPITAL PRIVATE LIMITED

  
**NITIN PANGARKAR**  
**COMPANY SECRETARY**  
 ACS No-23863



Profectus Capital Private Limited



FORM NO. MGT-8

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

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**  
**(UDIN: F005769F001351245)**

We have examined the registers, records and books and papers of **Profectus Capital Private Limited, CIN: U65999MH2017PTC295967** (hereinafter referred to as 'the Company'), as required to be maintained under the Companies Act, 2013 ('the Act') and the Rules made thereunder for the financial year ended on **31<sup>st</sup> March, 2024**. 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 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 thereof;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies (ROC) , ~~Regional Director, Central Government, the Tribunal, Court or other authorities,~~ within the prescribed time;
  4. calling/convening/holding meetings of Board of Directors and its committees, viz. Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, IT Strategy Committee, ~~Corporate Social Responsibility Committee~~ , ~~Borrowing Committee~~ , and Asset Liability Committee ~~and Allotment Committee~~ 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 resolutions passed by circulation ~~and resolutions passed by postal ballot, if any~~ have been properly recorded in the Minutes 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; **(Not Applicable)**
  6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act; **(Not Applicable)**
  7. contracts/arrangements with related parties as specified in Section 188 of the Act; **(Not Applicable)**





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, wherever applicable, as follows;~~
  - a) Issue and allotment of 3,500 (Three Thousand Five Hundred) rated, listed, secured, redeemable, non-convertible debentures having face value of Rs. 1,00,000/- each, at par, aggregating to Rs. 35,00,00,000 (Indian Rupees Thirty Five Crore) on a Private Placement basis to Nippon Life India Trustee Ltd- A/C Nippon India Credit Risk Fund, Nippon Life India Trustee Ltd- A/C Nippon India Fixed Horizon Fund XLV-SR5 and Morgan Stanley India Primary Dealer Private Limited via Board Resolution dated 12<sup>th</sup> April, 2023 and Special Resolution passed at an Extraordinary General Meeting held on 05<sup>th</sup> April, 2023.
  - b) Issue and allotment of 1450 (One Thousand Four Hundred Fifty) senior, secured, listed, rated, redeemable, non-convertible debentures of the face value of Rs.1,00,000 (Indian Rupees One Lakh) each, aggregating up to Rs. 14,50,00,000 (Indian Rupees Fourteen Crores Fifty Lakhs) on a private placement basis to Trust MF Fixed Maturity Plan- Series II, Trust Investment Advisors Private Limited and Morgan Stanley India Primary Dealer Private Limited via Board Resolution dated 19<sup>th</sup> May and Special Resolution passed at an Extraordinary General Meeting held on 05<sup>th</sup> April, 2023.
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; **(Not Applicable)**
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; **(Not Applicable)**
11. signing of audited financial statements 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-appointment/ retirement/ filling up casual vacancies/~~ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors, as the Joint Auditors of the Company pursuant to the provisions of the Companies Act, 2013 and rules made thereunder and RBI vide Circular Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 to fix their remuneration at the Annual General Meeting held on 24<sup>th</sup> August, 2023 for a period of three year (financial 2023-24 to financial 2025-26 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; **(Not Applicable)**
15. acceptance/renewal/repayment of deposits; **(Not Applicable)** as the Company has not accepted/renewed/repaid any deposits from the public during the financial year.



16. borrowings from ~~directors, members,~~ public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable, as detailed below:

| Sr. No | Name of the charge holder          | Nature of facility  | Instrument creating the charge                              | Date       | Amount (INR) | Creation/Modification/Satisfaction | Charge Id |
|--------|------------------------------------|---|---|------------|--------------|------------------------------------|-----------|
| 1.     | Beacon Trusteeship Limited         | 3500 Senior, Secured, Listed, Rated, Redeemable, Non-Convertible Debentures | Unattested Deed of Hypothecation executed on April 12, 2023 | 12/04/2023 | 350000000    | Creation                           | 100734047 |
| 2.     | Ujjivan Small Finance Bank Limited | Secured Term Loan   | Unattested Deed of Hypothecation executed on April 19, 2023 | 19/04/2023 | 200000000    | Creation                           | 100705457 |
| 3.     | Beacon Trusteeship Limited         | 1450 Senior, Secured, Listed, Rated, Redeemable, Non-Convertible Debentures | Unattested Deed of Hypothecation executed on May 19, 2023   | 19/05/2023 | 145000000    | Creation                           | 100772915 |
| 4.     | CSB Bank Limited                   | Term Loan   | Hypothecation Agreement executed dated May 30, 2023         | 30/05/2023 | 250000000    | Creation                           | 100730011 |
| 5.     | Indian Overseas Bank               | Term Loan   | Letter of Hypothecation executed on June 7, 2023            | 07/06/2023 | 200000000    | Creation                           | 100734483 |
| 6.     | Equitas Small                      | Term Loan   | -   | 24/07/2023 | 150000000    | Satisfaction                       | 100401015 |



|    |                                 |  |  |            |            |              |           |
|----|---------------------------------|--|--|------------|------------|--------------|-----------|
|    | Finance Bak Limited             |  |  |            |            |              |           |
| 7  | DBS Bank India Limited          | Term Loan  | Deed of hypothecation dated July 28, 2023 executed in favour of DBS Bank India Limited           | 28/07/2023 | 250000000  | Creation     | 100755471 |
| 8  | Karnataka Bank Limited          | Term Loan  | Deed of hypothecation agreement dated July 31, 2023 executed in favour of Karnataka Bank Limited | 31/07/2023 | 200000000  | Creation     | 100756052 |
| 9  | Hinduja Leyland Finance Limited | Term Loan  | -  | 07/09/2023 | 150000000  | Satisfaction | 100370805 |
| 10 | DCB Bank Limited                | Term Loan  | Deed of Hypothecation by Borrower dated 25th September 2023                                      | 25/09/2023 | 250000000  | Creation     | 100793520 |
| 11 | Indusind Bank Limited           | Term Loan  | Deed of Hypothecation for Term Loan with effect from 27 <sup>th</sup> September 2023             | 27/09/2023 | 400000000  | Creation     | 100787559 |
| 12 | SBICAP Trustee Company Limited  | Term Loan-Rs 200 Cr and Working Capital Facility - Rs. 6 Cr. | Deed of Hypothecation dated October 13, 2023   | 13/10/2023 | 2060000000 | Creation     | 100794575 |
| 13 | RBL Bank Limited                | Term Loan  | Supplemental Deed of Hypothecation executed on 19th  | 19/12/2023 | 1150000000 | Modification | 100498907 |



|    |                                     |           |   |            |            |              |           |
|----|-------------------------------------|-----------|---|------------|------------|--------------|-----------|
|    |                                     |           | December 2023   |            |            |              |           |
| 14 | Utkarsh Small Finance Bank          | Term Loan | Sanction letter for lien over Fixed Deposit receipt.        | 31/01/2024 | 180000000  | Creation     | 100870501 |
| 15 | AU Small Finance Limited            | Term Loan | Deed of Hypothecation dated 02 <sup>nd</sup> February, 2024 | 02/02/2024 | 360000000  | Creation     | 100861662 |
| 16 | Nabkisan Finance Limited            | Term Loan | Deed of Hypothecation dated 07 <sup>th</sup> February, 2024 | 07/02/2024 | 300000000  | Creation     | 100862175 |
| 17 | Bajaj Finance Limited               | Term Loan | Deed of Hypothecation dated 27 <sup>th</sup> February, 2024 | 27/02/2024 | 100000000  | Creation     | 100877038 |
| 18 | Nabsamrudhi Finance Bank Limited    | Term Loan | -   | 05/03/2024 | 100000000  | Satisfaction | 100415455 |
| 19 | AU Small Finance Bank Limited       | Term Loan | -   | 19/03/2024 | 50000000   | Satisfaction | 100367588 |
| 20 | RBL Bank Limited                    | Term Loan | Deed of Hypothecation dated 22 <sup>nd</sup> March, 2024    | 22/03/2024 | 1000000000 | Creation     | 100899883 |
| 21 | Suryoday Small Finance Bank Limited | Term Loan | Deed of Hypothecation dated 27 <sup>th</sup> March, 2024    | 27/03/2024 | 240000000  | Creation     | 100892931 |
| 22 | DCB Bank Limited                    | Term Loan | Deed of Hypothecation dated 27 <sup>th</sup> March, 2024    | 27/03/2024 | 237500000  | Creation     | 100902116 |
| 23 | Aditya Birla Finance Limited        | Term Loan | Deed of Hypothecation dated 28 <sup>th</sup> March, 2024    | 28/03/2024 | 250000000  | Creation     | 100905119 |



|    |                             |                  |  |            |              |              |           |
|----|-----------------------------|------------------|--|------------|--------------|--------------|-----------|
| 24 | Kotak Mahindra Bank Limited | Loan Receivables | supplemental deed of hypothecation executed on September 26, 2023. | 29/03/2024 | 15,00,00,000 | Modification | 100437255 |
|----|-----------------------------|------------------|--|------------|--------------|--------------|-----------|

17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act; **(Not Applicable)**
18. The Company has altered its Memorandum of Association and Articles of Association pursuant to special resolution passed by the shareholders of the Company at the Extraordinary General Meeting of the members of the Company held on 08<sup>th</sup> June, 2023 and has complied with the provisions of the Act and rules made thereunder.

**For Purwar & Purwar Associates LLP**  
**Company Secretaries**  
**[Unique Identification No. L2023MH013700]**  
**[PR: 3174/2023]**

PRADEEP  
KUMAR  
PURWAR

Digitally signed by  
PRADEEP KUMAR PURWAR  
Date: 2024.09.27 19:16:49  
+05'30'

**Pradeep Kumar Purwar**  
**Managing Partner**  
**C.P. No.: 5918**  
**FCS No.: 5769**

**Place: Thane**  
**Date: 27<sup>th</sup> September, 2024**

November 14, 2024

To  
**REGISTRAR OF COMPANIES**  
**MINISTRY OF CORPORATE AFFAIRS**  
Maharashtra, Mumbai

**Subject: Clarifications on Form MGT-7 of Profectus Capital Private Limited (“the Company”)**

Dear Sir/ Madam,

Reference to the submission of Form MGT-7 of the Company for the financial year ended March 31, 2024, we request you to kindly note the following clarifications on points covered under form MGT-7:

**1. CLARIFICATION OF POINT IV(i)(b)- PREFERENCE SHARE CAPITAL**

The authorised share capital of the Company is Rs.1000 Crore consisting of:

1. 98 Crore equity shares of Rs.10 each, amounting to Rs.980 Crore; and
2. 2 Crore of Preference shares of Rs.10 each, amounting to Rs.20 Crore

Kindly note that the Authorised Share Capital (Preference shares) of the Company is Rs.20 Crore divided into 2 Crore Preference shares of Rs.10 each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company.

Accordingly, please note the classes of Preference shares along with details of issued, subscribed and paid-up capital:

| <b>Classes of Preference Shares</b>  | <b>No. of shares issued, subscribed and paid-up</b> | <b>Amount (Rs.)</b> |
|--|---|---------------------|
| SERIES A OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH | 93,50,000   | 9,35,00,000         |
| SERIES B OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH | 22,42,000   | 2,24,20,000         |
| SERIES C COMPULSORILY CONVERTIBLE PREFERENCE SHARES OF RS.10 EACH          | 2,07,900  | 20,79,000           |
| SERIES D OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH | 15,00,000   | 1,50,00,000         |

**2. CLARIFICATION OF POINT – VIII NUMBER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (WHO IS NOT DIRECTOR) AS ON THE FINANCIAL YEAR END DATE**

Kindly note that No of Directors and Key Managerial Personnel (who is not director) as on the financial year end date i.e. 31<sup>st</sup> March 2024 is 7 (Seven) in the Company. Mr. K V Srinivasan is Whole Time Director, and also Chief Executive Officer of the Company. There are two separate details for Mr. K V Srinivasan as Whole-time Director and Chief Executive Officer.

### **3. CLARIFICATION OF POINT -IX (C) COMMITTEE MEETINGS**

Kindly note that total 13 (Thirteen) Committee Meetings were held during the FY 2023-24. However, form does not allow to enter more than 10 Meetings details and hence, the details of all Committee

| S. No | Type of meeting                       | Date of meeting | Total Numbers of Members as on the date of the meeting | Attendance                 |                 |
|-------|---------------------------------------|-----------------|--|----------------------------|-----------------|
|       |                                       |                 |  | Number of members attended | % of attendance |
| 1.    | Audit Committee                       | 22/05/2023      | 3  | 3                          | 100             |
| 2.    | Audit Committee                       | 27/07/2023      | 3  | 3                          | 100             |
| 3.    | Audit Committee                       | 31/10/2023      | 3  | 3                          | 100             |
| 4.    | Audit Committee                       | 06/02/2024      | 3  | 3                          | 100             |
| 5.    | Nomination and Remuneration Committee | 23/05/2023      | 3  | 3                          | 100             |
| 6.    | Risk Management Committee             | 15/05/2023      | 5  | 5                          | 100             |
| 7.    | Risk Management Committee             | 26/10/2023      | 5  | 5                          | 100             |
| 8.    | IT Strategy Committee                 | 21/07/2023      | 6  | 5                          | 83.33           |
| 9.    | IT Strategy Committee                 | 15/01/2024      | 6  | 5                          | 83.33           |
| 10.   | Asset Liability Committee             | 03/05/2023      | 3  | 3                          | 100             |
| 11.   | Asset Liability Committee             | 19/07/2023      | 3  | 3                          | 100             |
| 12.   | Asset Liability Committee             | 19/10/2023      | 3  | 3                          | 100             |
| 13.   | Asset Liability Committee             | 29/01/2024      | 3  | 3                          | 100             |

meeting held during the FY 2023-24 are given, as under:

### **4. CLARIFICATION ON POINT X- REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Kindly note that Mr. K V Srinivasan has drawn remuneration of Rs. 42,006,694/- in capacity of Whole-Time Director and CEO of the Company for the FYE 31<sup>st</sup> March 2024. However, as per Point X of the form, the amount of remuneration of Directors and KMPs is required to be mentioned separately, and hence, the amount of remuneration of Rs. 42,006,694/- of Mr. K V Srinivasan is mentioned in both tables.

Request you to kindly take the above clarification on your record.

Your faithfully

for **PROFECTUS CAPITAL PRIVATE LIMITED**

NITIN GANPAT  
PANGARKAR

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GANPAT PANGARKAR  
Date: 2024.11.14 18:28:00 +05'30'

**NITIN PANGARKAR**  
**COMPANY SECRETARY**  
ACS No: 23863