

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

U51109WB1994PLC063746

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECS3377B

(ii) (a) Name of the company

VFS CAPITAL LIMITED

(b) Registered office address

F-15, GEETANJALI PARK,
18/3A, KUMUD GHOSHAL ROAD, ARIADHA
KOLKATA
West Bengal
700057

(c) *e-mail ID of the company

kuldip@vfscapital.in

(d) *Telephone number with STD code

03366551414

(e) Website

www.vfscapital.in

(iii) Date of Incorporation

28/06/1994

| (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

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(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 | 99.62 |

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

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

| 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 | 77,000,000 | 44,473,020 | 44,473,020 | 44,473,020 |
| Total amount of equity shares (in Rupees) | 770,000,000 | 444,730,200 | 444,730,200 | 444,730,200 |

Number of classes

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of equity shares | 77,000,000 | 44,473,020 | 44,473,020 | 44,473,020 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 770,000,000 | 444,730,200 | 444,730,200 | 444,730,200 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 3,000,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 30,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | 3,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 30,000,000 | 0 | 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 |
|---|------------------|------------|----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 1,281,826 | 43,191,194 | 44473020 | 444,730,200 | 444,730,200 | |
| Increase during the year | 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 NIL | | | | 0 | 0 | |
| Decrease during the year | 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 NIL | | | | 0 | 0 | |
| At the end of the year | 1,281,826 | 43,191,194 | 44473020 | 444,730,200 | 444,730,200 | |
| | | | | | | |
| 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 NIL | | | | 0 | 0 | |
| 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 NIL | | | | 0 | 0 | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

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

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|---------|--|------------|
| Date of the previous annual general meeting | | | |
| 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 | | | |
| Transferor's Name | | | |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | | |

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

| | | |
|------------------|----------------------|---|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock |
|------------------|----------------------|---|

| | | | |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

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

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| 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

1,365,213,739

(ii) Net worth of the Company

1,680,580,029

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 | 36,093,346 | 81.16 | 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 | 36,093,346 | 81.16 | 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 | 5,254,674 | 11.82 | 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 | 3,125,000 | 7.03 | 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 | 8,379,674 | 18.85 | 0 | 0 |
|--|--------------|-----------|-------|---|---|

Total number of shareholders (other than promoters)

15

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

17

**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 (other than promoters) | 15 | 15 |
| 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 | 1 | 1 | 1 | 1 | 79.24 | 1.92 |
| B. Non-Promoter | 0 | 4 | 0 | 4 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Independent | 0 | 4 | 0 | 4 | 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 | 1 | 5 | 1 | 5 | 79.24 | 1.92 |

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) |
|-----------------------|-------------|-------------------|--------------------------------|--|
| AJIT KUMAR MAITY | 00250806 | Director | 852,949 | |
| KULDIP MAITY | 00250869 | Managing Director | 35,240,397 | |
| SANKAR DATTA | 00043283 | Director | 0 | |
| TAPAN KUMAR MUKHERJEE | 00239251 | Director | 0 | |
| JAYSHREE ASHWINKUMAR | 00584392 | Director | 0 | 01/04/2022 |
| PRADIPTA KUMAR JENI | 08523744 | Director | 0 | |
| PIYALI DEB | ATBPD9154C | Company Secretary | 0 | |
| SUBHASIS GHOSH | AHGGPG1372E | CFO | 0 | 31/05/2022 |

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

3

| 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) |
|----------------|-------------|--|---|--|
| SUBHASIS GHOSH | AHGGPG1372E | CFO | 03/05/2021 | APPOINTMENT |
| SAMTA AGARWAL | AFTPA7480G | Company Secretary | 04/06/2021 | RESIGNATION |
| PIYALI DEB | ATBPD9154C | Company Secretary | 16/08/2021 | APPOINTMENT |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|--------------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| ANNUAL GENERAL MEETING | 08/12/2021 | 17 | 7 | 81.35 |
| EXTRA ORDINARY GENERAL MEETING | 30/03/2022 | 17 | 7 | 81.35 |

B. BOARD MEETINGS

*Number of meetings held

6

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 18/06/2021 | 6 | 6 | 100 |
| 2 | 13/08/2021 | 6 | 2 | 33.33 |
| 3 | 07/12/2021 | 6 | 6 | 100 |
| 4 | 30/12/2021 | 6 | 2 | 33.33 |
| 5 | 26/03/2022 | 6 | 6 | 100 |
| 6 | 29/03/2022 | 6 | 2 | 33.33 |

C. COMMITTEE MEETINGS

Number of meetings held

29

| 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 | NOMINATION | 18/06/2021 | 3 | 3 | 100 |
| 2 | NOMINATION | 07/12/2021 | 3 | 3 | 100 |
| 3 | NOMINATION | 26/03/2022 | 3 | 3 | 100 |
| 4 | AUDIT & RISK | 18/06/2021 | 3 | 3 | 100 |
| 5 | AUDIT & RISK | 07/12/2021 | 3 | 3 | 100 |
| 6 | AUDIT & RISK | 26/03/2022 | 3 | 3 | 100 |
| 7 | CORPORATE | 26/03/2022 | 3 | 3 | 100 |
| 8 | IT STRATEGY | 18/06/2021 | 3 | 3 | 100 |
| 9 | IT STRATEGY | 10/12/2021 | 3 | 3 | 100 |
| 10 | IT STRATEGY | 26/03/2022 | 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 | 30/08/2022 |
| | | | | | | | | (Y/N/NA) |
| | | | | | | | | |

| | | | | | | | | |
|---|-------------|---|---|-----|----|----|-------|-----|
| 1 | AJIT KUMAR | 6 | 6 | 100 | 19 | 19 | 100 | Yes |
| 2 | KULDIP MAIT | 6 | 6 | 100 | 27 | 27 | 100 | Yes |
| 3 | SANKAR DAT | 6 | 6 | 100 | 7 | 7 | 100 | No |
| 4 | TAPAN KUMA | 6 | 6 | 100 | 4 | 4 | 100 | No |
| 5 | JAYSHREE A | 6 | 6 | 100 | 6 | 5 | 83.33 | No |
| 6 | PRADIPTA KL | 6 | 6 | 100 | 0 | 0 | 0 | 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

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|--------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | AJIT KUMAR MAIT | NON EXECUTIV | 0 | 0 | 0 | 7,531,520 | 7,531,520 |
| 2 | KULDIP MAITY | MANAGING DIR | 17,400,000 | 0 | 0 | 2,088,000 | 19,488,000 |
| | Total | | 17,400,000 | 0 | 0 | 9,619,520 | 27,019,520 |

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 | SUBHASIS GHOSH | CHIEF FINANC | 1,422,631 | 0 | 0 | 86,997 | 1,509,628 |
| 2 | SAMTA AGARWAL | COMPANY SEC | 376,871 | 0 | 0 | 91,606 | 468,477 |
| 3 | PIYALI DEB | COMPANY SEC | 541,161 | 0 | 0 | 33,662 | 574,823 |
| | Total | | 2,340,663 | 0 | 0 | 212,265 | 2,552,928 |

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 | TAPAN KUMAR MU | INDEPENDENT | 0 | 0 | 0 | 162,000 | 162,000 |
| 2 | SANKAR DATTA | INDEPENDENT | 0 | 0 | 0 | 189,000 | 189,000 |
| 3 | JAYSHREE ASHWI | INDEPENDENT | 0 | 0 | 0 | 162,000 | 162,000 |
| 4 | PRADIPTA KUMAR | INDEPENDENT | 0 | 0 | 0 | 94,500 | 94,500 |
| | Total | | 0 | 0 | 0 | 607,500 | 607,500 |

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

1

| 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 |
|--|--|---------------|--|--------------------------------|---|
| VFS CAPITAL LIM | RESERVE BANK | 11/08/2021 | RESERVE BANK O | 500000 | 0 |

(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

SAURABH BASU

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

14347

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

KULDIP
MAITY
Digitally signed by
KULDIP MAITY
Date: 2022.09.20
18:09:34 +05'30'

DIN of the director

00250869

To be digitally signed by

PIYALI
DEB
Digitally signed by
PIYALI DEB
Date: 2022.09.20
18:10:55 +05'30'

- ☒ 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

VFSMGT 8 31032022.pdf
VFS Shareholder List 31032022.pdf
List of Committee Meetings 2122.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



Saurabh Basu

ACS, ACMA, MBA (Fin)
Practising Company Secretary
Insolvency Professional

S BASU & ASSOCIATES

Company Secretaries
Code No.- S2017WB456500
10/6/2 Raja Rammohan Roy Road,
3rd Floor, Kolkata - 700008

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

We have examined the registers, records and books and papers of **VFS CAPITAL LIMITED** (Formerly Village Financial Services Limited) (**CIN:U51109WB1994PLC063746**) having a registered office at **F-15, GEETANJALI PARK, 18/3A, KUMUD GHOSHAL ROAD, ARIADAH KOLKATA - 700057** (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 **31st March, 2022**. 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 to the extent it's applicable to the Company in respect of:

1. Its status under the Act;
2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
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;



Continuation Sheet

S BASU & ASSOCIATES
Company Secretaries
Code No.- S2017WB456500

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;
19. The certificate is to be read with **Annexure – A** and forms and integral part of this certificate.

Place: Kolkata

Date: 29.08.2022

S Basu & Associates
Company Secretaries



Membership No. ACS18686 CP No: 14347
Peer Review No : 1017/2020
UDIN: A018686D000868436

ANNEXURE - A

The Certificate (MGT – 8) of **VFS CAPITAL LIMITED**(Formerly Village Financial Services Limited) for the financial year ended **31st March, 2022** of even date is to be read along with this Annexure:

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to be expressing an opinion on this Secretarial Records, Systems Standards and procedures based on our verification and observation.
2. We have followed the general practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done in some cases on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we follow provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required we have obtained the Management representation about compliance of laws rules and regulations and happening of events.
5. This Certificate is neither an assurance as to the future viability of the Company nor of efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata

Date: 29.08.2022

S Basu & Associates
Company Secretaries



Membership No. ACS18686 CP No: 14347
Peer Review No : 1017/2020
UDIN: A018686D000868436

VFS CAPITAL LIMITED
(FORMERLY KNOWN AS VILLAGE FINANCIAL SERVICES LIMITED)
CIN: U51109WB1994PLC063746
F-15, GEETANJALI PARK, 18/3A KUMUD GHOSHAL ROAD ARIADHA KOLKATA -700057

Shareholding pattern as on 31st March, 2022

| First Name | Middle Name | Last Name | Folio No | DP-ID Client ID Account No | Number of Shares Held | Class of Shares |
|---|-------------|-------------|----------|----------------------------|-----------------------|-----------------|
| KULDIP | | MAITY | 020 | 12023000 01206872 | 35240397 | Equity share |
| AJIT | KUMAR | MAITY | 021 | 12023000 01208559 | 852949 | Equity share |
| TRIPTI | | MAITY | 035 | - | 10 | Equity share |
| NIVEDITA | | MAITY | 036 | - | 10 | Equity share |
| ROHAN | | MAITY | 037 | - | 10 | Equity share |
| RAHUL | | MAITY | 038 | - | 10 | Equity share |
| MR. MUKUL MAHAVIR PRASAD AGARWAL & M/S. PARAM CAPITAL RESEARCH PVT. LTD - JOINTLY | | | 039 | IN300159 11168037 | 3617945 | Equity share |
| VIJAY | | KHETAN | 040 | IN301549 30731487 | 103380 | Equity share |
| MONIL | | BHALA | 041 | 12032500 00015375 | 51685 | Equity share |
| BHAVIN | HARESH | THAKKAR | 042 | IN301549 16828085 | 51685 | Equity share |
| SACHIT | RAMESH | MOTWANI | 043 | 12028500 00010115 | 31011 | Equity share |
| MANGESH | ANIL | BHADANG | 044 | IN304295 27282445 | 20674 | Equity share |
| MR. BHAILAL UMARSHI MARU & MRS. SHEELA BHAILAL MARU - JOINTLY | | | 045 | IN301151 13130049 | 41348 | Equity share |
| AJAY | JAYRAM | PRABHUDESAI | 046 | IN300829 10089434 | 10337 | Equity share |
| MR. SATYANARYAN KARWA & MRS. PRITI KARWA - JOINTLY | | | 047 | - | 1240438 | Equity share |
| IDFC FIRST BANK LIMITED | | | 048 | IN304203 10000004 | 3125000 | Equity share |
| RANJITA | | MAITY | 049 | 12023000 01271235 | 86131 | Equity share |
| TOTAL | | | | | 44473020 | |

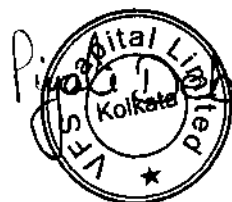
For VFS CAPITAL LIMITED

Piyali Deb
PIYALI DEB
COMPANY SECRETARY
M. NO. F8883



Details of Committee Meetings VFS Capital Limited for the Financial Year 2021-22

| Sl. No. | Type of meeting | Date of Meeting | Total Number of Members as on date of the Meeting | Number of Members Attended | % of attendance |
|---------|-------------------------------------|-----------------|---|----------------------------|-----------------|
| 1 | Nomination & Remuneration Committee | 18/06/2021 | 3 | 3 | 100 |
| 2 | Nomination & Remuneration Committee | 07/12/2021 | 3 | 3 | 100 |
| 3 | Nomination & Remuneration Committee | 26/03/2021 | 3 | 3 | 100 |
| 4 | Audit & Risk Management Committee | 18/06/2021 | 3 | 3 | 100 |
| 5 | Audit & Risk Management Committee | 07/12/2021 | 3 | 3 | 100 |
| 6 | Audit & Risk Management Committee | 26/03/2021 | 3 | 3 | 100 |
| 7 | Corporate Strategy Committee | 26/03/2021 | 3 | 3 | 100 |
| 8 | IT Strategy Committee | 18/06/2021 | 3 | 3 | 100 |
| 9 | IT Strategy Committee | 10/12/2021 | 3 | 3 | 100 |
| 10 | IT Strategy Committee | 26/03/2021 | | 3 | 100 |
| 11 | Borrowing & Investment Committee | 11/05/2021 | 3 | 3 | 100 |
| 12 | Borrowing & Investment Committee | 02/08/2021 | 3 | 3 | 100 |
| 13 | Borrowing & Investment Committee | 23/08/2021 | 3 | 3 | 100 |
| 14 | Borrowing & Investment Committee | 30/08/2021 | 3 | 3 | 100 |



VFS Capital Limited


(Formerly Village Financial Services Ltd.)


CIN : U51109WB1994PLC063746

Registered Office : Village Tower, F-15 Geetanjali Park, 18/3A Kumud Ghoshal Road, Ariadaha, Kolkata - 700057, West Bengal, India

 www.vfscapital.in

 contact@vfscapital.in

 +91 33 6655 1414

 +91 33 6655 1499



| | | | | | |
|----|----------------------------------|------------|---|---|-----|
| 15 | Borrowing & Investment Committee | 16/09/2021 | 3 | 3 | 100 |
| 16 | Borrowing & Investment Committee | 28/09/2021 | 3 | 3 | 100 |
| 17 | Borrowing & Investment Committee | 18/10/2021 | 3 | 3 | 100 |
| 18 | Borrowing & Investment Committee | 11/11/2021 | 3 | 3 | 100 |
| 19 | Borrowing & Investment Committee | 14/12/2021 | 3 | 3 | 100 |
| 20 | Borrowing & Investment Committee | 27/01/2022 | 3 | 3 | 100 |
| 21 | Borrowing & Investment Committee | 19/02/2022 | 2 | 2 | 100 |
| 22 | Borrowing & Investment Committee | 22/02/2022 | 2 | 2 | 100 |
| 23 | Borrowing & Investment Committee | 24/02/2022 | 2 | 2 | 100 |
| 24 | Borrowing & Investment Committee | 09/03/2022 | 2 | 2 | 100 |
| 25 | Borrowing & Investment Committee | 21/03/2022 | 2 | 2 | 100 |
| 26 | Borrowing & Investment Committee | 30/03/2022 | 2 | 2 | 100 |
| 27 | Asset Liability Committee | 10/04/2021 | 2 | 2 | 100 |
| 28 | Asset Liability Committee | 09/08/2021 | 2 | 2 | 100 |
| 29 | Asset Liability Committee | 09/10/2021 | 2 | 2 | 100 |
| 30 | Asset Liability Committee | 10/01/2022 | 2 | 2 | 100 |

FOR VFS CAPITAL LIMITED

Piyali Deb

PIYALI DEB
COMPANY SECRETARY

