

# FORM NO. MGT-7

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



## 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  
NA  
KOLKATA  
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

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 11/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	99.74

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

\*No. of Companies for which information is to be given 0

Pre-fill All

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

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	80,140,000	59,297,360	59,297,360	59,297,360
Total amount of equity shares (in Rupees)	801,400,000	592,973,600	592,973,600	592,973,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	80,140,000	59,297,360	59,297,360	59,297,360
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	801,400,000	592,973,600	592,973,600	592,973,600

**(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
<b>PREFERENCE</b>				
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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	1,281,826	43,191,194	44473020	444,730,200	444,730,200	
<b>Increase during the year</b>	0	14,824,340	14824340	161,061,660	161,061,660	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	14,824,340	14824340	148,243,400	148,243,400	0
iv. Private Placement/ Preferential allotment	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				12,818,260	12,818,260	0
Physical Equity Shares fully dematerialised during the year						
<b>Decrease during the year</b>	0	0	0	12,818,260	12,818,260	0
i. Buy-back of shares	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				12,818,260	12,818,260	
Physical Equity Shares fully dematerialised during the year						
<b>At the end of the year</b>	1,281,826	58,015,534	59,297,360	592,973,600	592,973,600	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NIL						
<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				0	0	
NIL						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE00Y401015

(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	30/08/2022		
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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
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**

1,690,480,129

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

1,820,477,664

**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	46,987,196	79.24	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 NIL	0	0	0	
	<b>Total</b>	46,987,196	79.24	0	0

**Total number of shareholders (promoters)**

1

**(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	8,143,497	13.73	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	4,166,667	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 NIL	0	0	0	



	<b>Total</b>	12,310,164	20.76	0	0
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**Total number of shareholders (other than promoters)**

16

**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	1
Members (other than promoters)	15	16
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	1	1	0	79.24	0
<b>B. Non-Promoter</b>	0	3	0	5	0	1.92
(i) Non-Independent	0	0	0	2	0	1.92
(ii) Independent	0	3	0	3	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	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	1,137,265	
KULDIP MAITY	00250869	Managing Director	46,987,196	
SANKAR DATTA	00043283	Director	0	
TAPAN KUMAR MUKH	00239251	Director	0	
PRADIPTA KUMAR JEN	08523744	Director	0	
SHIVANJALI MEHTA	09818458	Director	0	
PRIYANKA GATHANI	ASKPG2100P	CFO	0	31/05/2023
PIYALI DEB	ATBPD9154C	Company Secretar	0	

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

7

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)
PRIYANKA GATHANI	ASKPG2100P	CFO	01/06/2022	Appointment
SANKAR DATTA	00043283	Director	08/12/2022	Cessation
SANKAR DATTA	00043283	Director	15/03/2023	Appointment
SHIVANJALI MEHTA	09818458	Director	15/03/2023	Appointment
KULDIP MAITY	AHKPM6137H	CEO	15/03/2023	Appointment
JAYSHREE ASHWINKU	00584392	Director	01/04/2022	Cessation
SUBHASIS GHOSH	AHGPG1372E	CFO	31/05/2022	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

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	30/08/2022	17	7	81.35
EXTRA ORDINARY GENERAL MEETING	15/03/2023	17	7	81.35

## B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2022	5	2	40
2	25/05/2022	5	5	100
3	19/08/2022	5	4	80
4	08/12/2022	5	5	100
5	30/03/2023	6	6	100

## C. COMMITTEE MEETINGS

Number of meetings held

34

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	25/05/2022	3	3	100
2	NOMINATION	19/08/2022	3	2	66.67
3	NOMINATION	08/12/2022	3	3	100
4	NOMINATION	30/03/2023	3	3	100
5	AUDIT & RISK	25/05/2022	3	3	100
6	AUDIT & RISK	19/08/2022	3	3	100
7	AUDIT & RISK	08/12/2022	3	3	100
8	AUDIT & RISK	30/03/2023	3	3	100
9	IT STRATEGY	19/08/2022	4	4	100
10	IT STRATEGY	08/12/2022	4	4	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	11/09/2023
								(Y/N/NA)
1	AJIT KUMAR	5	4	80	23	22	95.65	Yes
2	KULDIP MAIT	5	5	100	30	30	100	Yes
3	SANKAR DAT	5	4	80	7	7	100	No
4	TAPAN KUMA	5	4	80	5	5	100	No
5	PRADIPTA KL	5	4	80	7	7	100	No
6	SHIVANJALI M	1	1	100	1	1	100	Yes

**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/ Sweat equity	Others	Total Amount
1	KULDIP MAITY	MANAGING DIF	26,490,054	0	0	2,505,600	28,995,654
	Total		26,490,054	0	0	2,505,600	28,995,654

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	PRIYANKA GATHA	CHIEF FINANCI	1,220,840	0	0	674,740	1,895,580
2	SUBHASIS GHOSH	CHIEF FINANCI	270,000	0	0	16,894	286,894
3	PIYALI DEB	COMPANY SEC	928,800	0	0	57,716	986,516
	Total		2,419,640	0	0	749,350	3,168,990

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AJIT KUMAR MAIT	NON EXECUTIV	9,029,496	0	0	9,647	9,039,143

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	SANKAR DATTA	NON-INDEPENI	0	0	0	220,500	220,500
3	PRADIPTA KUMAR	INDEPENDENT	0	0	0	220,500	220,500
4	TAPAN KUMAR ML	INDEPENDENT	0	0	0	193,500	193,500
5	SHIVANJALI MEHT	INDEPENDENT	0	0	0	45,000	45,000
	Total		9,029,496	0	0	689,147	9,718,643

#### 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

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. ... 10 dated 25/04/2023 (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: 2023.10.20  
12:58:07 +05'30'

DIN of the director

00250869

**To be digitally signed by**

PIYALI  
DEB  
Digitally signed by  
PIYALI DEB  
Date: 2023.10.20  
12:58:24 +05'30'

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

8883

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**

VFS MGT 8.pdf  
Shareholding pattern as on 31-03-2023.pdf  
Committee Meeting Details.pdf  
Transfer Details.pdf  
[Clarification for error in this e-form MGT 7.](#)

**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,

3<sup>rd</sup> 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, ARIADHA 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 **31<sup>st</sup> March, 2023**. 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.





# Continuation Sheet

**S BASU & ASSOCIATES**

Company Secretaries

Code No.- S2017WB456500

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. Acceptance/ renewal/ repayment of deposits;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;



# Continuation Sheet

**S BASU & ASSOCIATES**  
Company Secretaries  
Code No.- S2017WB456500

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: 07.10.2023**

**S Basu & Associates**  
**Company Secretaries**



**Membership No. ACS18686 CP No: 14347**  
**Peer Review No : 1017/2020**  
**UDIN: A018686E001212551**

# Continuation Sheet

**S BASU & ASSOCIATES**

Company Secretaries

Code No.- S2017WB456500

## ANNEXURE - A

The Certificate (MGT – 8) of **VFS CAPITAL LIMITED** (Formerly Village Financial Services Limited) for the financial year ended **31<sup>st</sup> March, 2023** 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 these 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. The Company issued and allotted 1,48,24,340 (One Crore Forty-Eight Lakhs Twenty-Four Thousand Three Hundred and Forty) fully paid-up equity shares of face value of INR 10.00 (Indian Rupees Ten Only) each, at par, as Bonus Equity Shares to the existing equity shareholders of the Company on March 30, 2023.
5. Wherever required we have obtained the Management representation about compliance of laws rules and regulations and happening of events.
6. 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: 07.10.2023**

**S Basu & Associates**  
**Company Secretaries**

**Saurabh Basu**  
**Proprietor**

**Membership No. ACS18686 CP No: 14347**

**Peer Review No : 1017/2020**

**UDIN: A018686E001212551**

## SHAREHOLDING PATTERN AS ON 31ST MARCH, 2023

First Name	Middle Name	Last Name	Folio No	DP-ID Client ID Account No	Number of Shares Held	Class of Shares
Kuldip		Maity	-	1202300001206872	4,69,87,196	Equity share
Ajit	Kumar	Maity	-	1202300001208559	11,37,265	Equity share
Tripti		Maity	-	1202300001282089	13	Equity share
Nivedita		Dey	-	1202300001282207	13	Equity share
Rohan		Maity	-	1202300001282737	13	Equity share
Rahul		Maity	-	1202300001286098	13	Equity share
Ranjita		Maity	-	1202300001271235	1,14,841	Equity share
Sachit	Ramesh	Motwani	-	1201090033696055	41,348	Equity share
Satyanarayan Karwa and Priti Karwa - jointly through M/s Synthetic Fibres Trading Co.			-	1202300000000358	16,53,917	Equity share
Mukul Mahavir Prasad Agarwal and M/s Param Capital Research Private Limited - jointly through M/s Param Value Investments			-	IN30015911168037	48,23,927	Equity share
Vijay		Khetan	-	IN30154930731487	1,37,840	Equity share
Monil		Bhala	-	IN30160412478709	68,914	Equity share
Bhavin	Haresh	Thakker	-	IN30154916828085	68,914	Equity share
Mangesh	Anil	Bhadang	-	IN30429527282445	27,565	Equity share
Sheela Bhailal Maru and Bhailal Umarshi Maru - Jointly			-	IN30115113130008	55,131	Equity share
Ajay	Jayram	Prabhudesai	-	IN30082910089434	13,783	Equity share
IDFC First Bank Limited			-	IN30420310000004	41,66,667	Equity share
<b>TOTAL</b>					<b>5,92,97,360</b>	

For VFS CAPITAL LIMITED

*Piyali Deb.*  
**PIYALI DEB**  
**COMPANY SECRETARY**  
**M. NO. F8883**



**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

**DETAILS OF COMMITTEE MEETINGS OF VFS CAPITAL LIMITED**  
**FINANCIAL YEAR 2022-23**

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 Meeting	25-May-2022	3	3	100%
2	Nomination & Remuneration Committee Meeting	19-August-2022	3	2	66.67%
3	Nomination & Remuneration Committee Meeting	08-December-2022	3	3	100%
4	Nomination & Remuneration Committee Meeting	30-March-2023	3	3	100%
5	Audit & Risk Management Committee Meeting	25-May-2022	3	3	100%
6	Audit & Risk Management Committee Meeting	19-August-2022	3	3	100%
7	Audit & Risk Management Committee Meeting	08-December-2022	3	3	100%
8	Audit & Risk Management Committee Meeting	30-March-2023	3	3	100%
9	Corporate Social Responsibility Committee Meeting	19-August-2022	3	3	100%
10	IT Strategy Committee Meeting	19-August-2022	4	4	100%
11	IT Strategy Committee Meeting	08-December-2022	4	4	100%



12	Borrowing & Investment Committee Meeting	31-May-2022	2	2	100%
13	Borrowing & Investment Committee Meeting	28-June-2022	2	2	100%
14	Borrowing & Investment Committee Meeting	01-August-2022	2	2	100%
15	Borrowing & Investment Committee Meeting	07-September-2022	2	2	100%
16	Borrowing & Investment Committee Meeting	08-September-2022	2	2	100%
17	Borrowing & Investment Committee Meeting	08-September-2022	2	2	100%
18	Borrowing & Investment Committee Meeting	26-September-2022	2	2	100%
19	Borrowing & Investment Committee Meeting	29-September-2022	2	2	100%
20	Borrowing & Investment Committee Meeting	07-November-2022	2	2	100%
21	Borrowing & Investment Committee Meeting	12-November-2022	2	2	100%
22	Borrowing & Investment Committee Meeting	23-November-2022	2	2	100%
23	Borrowing & Investment Committee Meeting	02-January-2023	2	2	100%
24	Borrowing & Investment Committee Meeting	12-January-2023	2	2	100%
25	Borrowing & Investment Committee Meeting	25-January-2023	2	2	100%
26	Borrowing & Investment Committee Meeting	15-February-2023	2	2	100%
27	Borrowing & Investment Committee Meeting	22-February-2023	2	2	100%
28	Borrowing & Investment Committee Meeting	15-March-2023	2	2	100%



29	Borrowing & Investment Committee Meeting	22-March 2023	2	2	100%
30	Borrowing & Investment Committee Meeting	30-March-2023	2	2	100%
31	Asset Liability Committee Meeting	08-April-2022	2	2	100%
32	Asset Liability Committee Meeting	07-July-2022	2	2	100%
33	Asset Liability Committee Meeting	10-October-2022	2	2	100%
34	Asset Liability Committee Meeting	10-January-2023	2	2	100%

**FOR VFS CAPITAL LIMITED**

*Piyali Deb.*

**PIYALI DEB**  
**COMPANY SECRETARY**  
**Membership No – F8883**



**Date: 11-09-2023**

**Place: Kolkata**

## **TO WHOM SO EVER IT MAY CONCERN**

### **Details of share transfers/debenture transfers since closure date of last financial year**

Since transfer of shares by shareholders of an unlisted public company in physical form are barred by Rule No.9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, all transfer of shares in case of public company are now taking place only in demat mode. The Company is not having any debentures as on March 31, 2023. So far, the details of transfer of shares in demat mode are concerned, since the details are unascertainable, the Company is not in a position to report such transfer in demat mode. Accordingly, the list of shareholders of the Company as on March 31, 2022 and March 31, 2023 are attached for kind reference.

**FOR VFS CAPITAL LIMITED**

*Piyali Deb.*

**PIYALI DEB**

**COMPANY SECRETARY**

**MEMBERSHIP NO: F8883**



**DATE: 11-09-2023**

**PLACE: KOLKATA**



**SHAREHOLDING PATTERN AS ON 31-03-2022**

Shareholder Name	Folio No / DP-ID Client ID Account No	Number of Shares Held	Class of Shares
Kuldip Maity	1202300001206872	35240397	Equity Share
Ajit Kumar Maity	1202300001208559	852949	Equity Share
Tripti Maity	035	10	Equity Share
Nivedita Dey	036	10	Equity Share
Rohan Maity	037	10	Equity Share
Rahul Maity	038	10	Equity Share
Ranjita Maity	1202300001271235	86131	Equity Share
Satyanarayan Karwa and Priti Karwa - jointly through M/s Synthetic Fibres Trading Co.	047	1240438	Equity Share
Sachit Ramesh Motwani	1202850000010115	31011	Equity Share
Mukul Mahavir Prasad Agarwal and M/s Param Capital Research Private Limited - jointly through M/s Param Value Investments	IN30015911168037	3617945	Equity Share
Vijay Khetan	IN30154930731487	103380	Equity Share
Monil Bhala	1203250000015375	51685	Equity Share
Bhavin Haresh Thakkar	IN30154916828085	51685	Equity Share
Mangesh Anil Bhadang	IN30429527282445	20674	Equity Share
Bhailal Umarshi Maru and Sheela Bhailal Maru - Jointly	045	41348	Equity Share
Ajay Jayram Prabhudesai	IN30082910089434	10337	Equity Share
IDFC First Bank Limited	IN30420310000004	3125000	Equity Share
<b>TOTAL</b>		<b>44473020</b>	

**For VFS CAPITAL LIMITED**

*Piyali Deb.*

**PIYALI DEB**  
**COMPANY SECRETARY**  
**M. NO. F8883**



**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



**Corporate Office :**  
Eco Space Business Park  
Tower - 4B, 4th Floor, Room No. 403  
Newtown, Rajarhat, Kolkata - 700160  
West Bengal, India

**SHAREHOLDING PATTERN AS ON 31-03-2023**

Shareholder Name	Folio No / DP-ID Client ID Account No	Number of Shares Held	Class of Shares
Kuldip Maity	1202300001206872	4,69,87,196	Equity Share
Ajit Kumar Maity	1202300001208559	11,37,265	Equity Share
Tripti Maity	1202300001282089	13	Equity Share
Nivedita Dey	1202300001282207	13	Equity Share
Rohan Maity	1202300001282737	13	Equity Share
Rahul Maity	1202300001286098	13	Equity Share
Ranjita Maity	1202300001271235	1,14,841	Equity Share
Sachit Ramesh Motwani	1201090033696055	41,348	Equity Share
Satyanarayan Karwa and Priti Karwa - jointly through M/s Synthetic Fibres Trading Co.	1202300000000358	16,53,917	Equity Share
Mukul Mahavir Prasad Agarwal and M/s Param Capital Research Private Limited - jointly through M/s Param Value Investments	IN30015911168037	48,23,927	Equity Share
Vijay Khetan	IN30154930731487	1,37,840	Equity Share
Monil Bhala	IN30160412478709	68,914	Equity Share
Bhavin Haresh Thakkar	IN30154916828085	68,914	Equity Share
Mangesh Anil Bhadang	IN30429527282445	27,565	Equity Share
Sheela Bhallal Maru and Bhailal Umarshi Maru - Jointly	IN30115113130008	55,131	Equity Share
Ajay Jayram Prabhudesai	IN30082910089434	13,783	Equity Share
IDFC First Bank Limited	IN30420310000004	41,66,667	Equity Share
<b>TOTAL</b>		<b>5,92,97,360</b>	

For VFS CAPITAL LIMITED

*Piyali Deb.*

PIYALI DEB  
COMPANY SECRETARY  
M. NO. F8883



**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

To  
The Registrar of Companies  
Nizam Palace, 2nd MSO Building,  
234/4, AJC Bose Road, 2<sup>nd</sup> floor,  
Kolkata-700020

Dear Sir,

**Sub: Clarification on the error faced in filling details at point IV (i) (d) of e-form MGT-7 for the financial year 2022-23**

**Ref: VFS Capital Limited (CIN: U51109WB1994PLC063746)**

This is with reference to the above captioned subject.

Please be informed that all the equity shares of the Company have been dematerialized as at the end of the financial year 2022-23. Hence accordingly, we have filled the details in e-form MGT 7 at point IV (i) (d) sub point (x) under the head "Increase during the year" and sub point (iv) under the head "Decrease during the year" as highlighted below ((screenshot attached as Annexure 1), so that it reflects the correct position of equity shares and equity share capital of the Company as at the end of the financial year 2022-23 as given below:

**Point IV (i) (d) of e-form MGT 7:**

Class of shares	Number of shares			Total nominal amount	Total paid-up amount	Total premium
	Physical	Demat	Total			
Equity Shares						
At the beginning of the year	1,281,826	43,191,194	44473020	444,730,200	444,730,200	
Increase during the year	0	14,824,340	14824340	148243400	148,243,400	0
i. Public Issues	0	0	0	0	0	0
ii. Rights Issues	0	0	0	0	0	0
iii. Bonus Issues	0	14,824,340	14824340	148,243,400	148,243,400	0

**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](http://www.vfscapital.in)

[contact@vfscapital.in](mailto:contact@vfscapital.in)

+91 33 6655 1414

+91 33 6655 1499





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						
Physical Equity Shares fully dematerialised during the financial year	0	1,281,826	1281826	12,818,260	12,818,260	0
<b>Decrease during the year</b>	0	0	0	12,818,260	12,818,260	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares Fortified	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others Specify						
Physical Equity Shares fully dematerialised during the financial year	1,281,826	0	1281826	12,818,260	12,818,260	0
<b>At the end of the year</b>	0	59,297,360	59297360	592,973,600	592,973,600	0

However, it is found that, when the form is reopened again after getting it signed and prescrutinised, the entire figures at point IV (i) (d) sub point (x) under the head "Increase during the year" and sub point (iv) under the head "Decrease during the year" are getting distorted and erased off (screenshot attached as Annexure 2),





resulting in display of wrong information of equity shares and equity share capital of the Company as at the end of the year 2022-23.

Accordingly, we are attaching here the explanation of the error we are facing in filling the said e-form MGT 7 for kind understanding and reference of the authority under concern.

The above is for your kind knowledge and reference please.

Thanking You,

Yours faithfully,  
For VFS Capital Limited

*Piyali Deb.*  
Piyali Deb  
Company Secretary  
Membership No: F8883



Encl:

1. Screenshot of the correct information filled in e-form MGT 7 – **attached as Annexure 1;**
2. Screenshot of distorted and wrong information displayed when the said e-form MGT 7 is reopened after the same is filled, signed and prescrutinised – **attached as Annexure 2;**
3. The pdf version of correct e-form MGT 7, duly filled, signed and prescrutinised before reopening the same again – **attached as Annexure 3.**

## **ANNEXURE 1**

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	0	1,281,826	1281826	12,818,260	12,818,260	0
Physical Equity Shares fully dematerialised during						
Decrease during the year	1,281,826	0	1281826	12,818,260	12,818,260	0
i. Buy-back of shares	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	1,281,826	0	1281826	12,818,260	12,818,260	
Physical Equity Shares fully dematerialised during t						
At the end of the year	0	59,297,360	59297360	592,973,600	592,973,600	

## **ANNEXURE 2**



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				12,818,260	12,818,260	0
Physical Equity Shares fully dematerialised during						
Decrease during the year	0	0	0	12,818,260	12,818,260	0
i. Buy-back of shares	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				12,818,260	12,818,260	
Physical Equity Shares fully dematerialised during t						
At the end of the year	1,281,826	58,015,534	59297360	592,973,600	592,973,600	

## **ANNEXURE 3**

# 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  
NA  
KOLKATA  
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

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(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	99.74

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

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

**Pre-fill All**

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

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	80,140,000	59,297,360	59,297,360	59,297,360
Total amount of equity shares (in Rupees)	801,400,000	592,973,600	592,973,600	592,973,600

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	80,140,000	59,297,360	59,297,360	59,297,360
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	801,400,000	592,973,600	592,973,600	592,973,600

**(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
<b>PREFERENCE</b>				
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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	1,281,826	43,191,194	44473020	444,730,200	444,730,200	
<b>Increase during the year</b>	0	16,106,166	16106166	161,061,660	161,061,660	
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	14,824,340	14824340	148,243,400	148,243,400	0
iv. Private Placement/ Preferential allotment	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	0	1,281,826	1281826	12,818,260	12,818,260	0
Physical Equity Shares fully dematerialised during						
<b>Decrease during the year</b>	1,281,826	0	1281826	12,818,260	12,818,260	0
i. Buy-back of shares	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	1,281,826	0	1281826	12,818,260	12,818,260	
Physical Equity Shares fully dematerialised during t						
<b>At the end of the year</b>	0	59,297,360	59297360	592,973,600	592,973,600	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	
NIL						
<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	0	0	0	0	0	
NIL						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE00Y401015

(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	30/08/2022		
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"/>
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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"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
--	---------	-------------	------------

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

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	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
<b>Total</b>			0

**Details of debentures**



Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
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**

1,690,480,129

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

1,820,477,664

**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	46,987,196	79.24	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 NIL	0	0	0	
	<b>Total</b>	46,987,196	79.24	0	0

**Total number of shareholders (promoters)**

1

**(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	8,143,497	13.73	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	4,166,667	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 NIL	0	0	0	

	<b>Total</b>	12,310,164	20.76	0	0
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**Total number of shareholders (other than promoters)**

16

**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	1
Members (other than promoters)	15	16
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	1	1	0	79.24	0
<b>B. Non-Promoter</b>	0	3	0	5	0	1.92
(i) Non-Independent	0	0	0	2	0	1.92
(ii) Independent	0	3	0	3	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	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	1,137,265	
KULDIP MAITY	00250869	Managing Director	46,987,196	
SANKAR DATTA	00043283	Director	0	
TAPAN KUMAR MUKHERJEE	00239251	Director	0	
PRADIPTA KUMAR JENI	08523744	Director	0	
SHIVANJALI MEHTA	09818458	Director	0	
PRIYANKA GATHANI	ASKPG2100P	CFO	0	31/05/2023
PIYALI DEB	ATBPD9154C	Company Secretary	0	

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

7

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)
PRIYANKA GATHANI	ASKPG2100P	CFO	01/06/2022	Appointment
SANKAR DATTA	00043283	Director	08/12/2022	Cessation
SANKAR DATTA	00043283	Director	15/03/2023	Appointment
SHIVANJALI MEHTA	09818458	Director	15/03/2023	Appointment
KULDIP MAITY	AHKPM6137H	CEO	15/03/2023	Appointment
JAYSHREE ASHWINKUMAR	00584392	Director	01/04/2022	Cessation
SUBHASIS GHOSH	AHGPG1372E	CFO	31/05/2022	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

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	30/08/2022	17	7	81.35
EXTRA ORDINARY GENERAL MEETING	15/03/2023	17	7	81.35

## B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2022	5	2	40
2	25/05/2022	5	5	100
3	19/08/2022	5	4	80
4	08/12/2022	5	5	100
5	30/03/2023	6	6	100

## C. COMMITTEE MEETINGS

Number of meetings held

34

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	25/05/2022	3	3	100
2	NOMINATION	19/08/2022	3	2	66.67
3	NOMINATION	08/12/2022	3	3	100
4	NOMINATION	30/03/2023	3	3	100
5	AUDIT & RISK	25/05/2022	3	3	100
6	AUDIT & RISK	19/08/2022	3	3	100
7	AUDIT & RISK	08/12/2022	3	3	100
8	AUDIT & RISK	30/03/2023	3	3	100
9	IT STRATEGY	19/08/2022	4	4	100
10	IT STRATEGY	08/12/2022	4	4	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	11/09/2023
								(Y/N/NA)
1	AJIT KUMAR	5	4	80	23	22	95.65	Yes
2	KULDIP MAIT	5	5	100	30	30	100	Yes
3	SANKAR DAT	5	4	80	7	7	100	No
4	TAPAN KUMA	5	4	80	5	5	100	No
5	PRADIPTA KU	5	4	80	7	7	100	No
6	SHIVANJALI M	1	1	100	1	1	100	Yes

**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/ Sweat equity	Others	Total Amount
1	KULDIP MAITY	MANAGING DIR	26,490,054	0	0	2,505,600	28,995,654
	Total		26,490,054	0	0	2,505,600	28,995,654

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	PRIYANKA GATHA	CHIEF FINANCE	1,220,840	0	0	674,740	1,895,580
2	SUBHASIS GHOSH	CHIEF FINANCE	270,000	0	0	16,894	286,894
3	PIYALI DEB	COMPANY SEC	928,800	0	0	57,716	986,516
	Total		2,419,640	0	0	749,350	3,168,990

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AJIT KUMAR MAIT	NON EXECUTIV	9,029,496	0	0	9,647	9,039,143

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	SANKAR DATTA	NON-INDEPENDENT	0	0	0	220,500	220,500
3	PRADIPTA KUMAR	INDEPENDENT	0	0	0	220,500	220,500
4	TAPAN KUMAR MUKHERJEE	INDEPENDENT	0	0	0	193,500	193,500
5	SHIVANJALI MEHTA	INDEPENDENT	0	0	0	45,000	45,000
	Total		9,029,496	0	0	689,147	9,718,643

#### 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

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: 2023.10.20  
12:15:48 +05'30'

DIN of the director

**To be digitally signed by**

**PIYALI  
DEB** Digitally signed by  
PIYALI DEB  
Date: 2023.10.20  
12:16:12 +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 Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments**

VFS MGT 8.pdf  
Shareholding pattern as on 31-03-2023.pdf  
Committee Meeting Details.pdf  
Transfer Details.pdf  
Clarification of error in this e-form MGT 7.p

**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**