

# 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]



सत्यमेव जयते

# 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

U67120GJ1995PLC025373

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABC6398N

(ii) (a) Name of the company

FINCARE SMALL FINANCE BAN

(b) Registered office address

301-306, 3rd Floor, ABHIJEET -V,  
Opp. Mayor's Bungalow, Law Garden Road, Mithakhali  
Ahmedabad  
Ahmedabad  
Gujarat  
380006

(c) \*e-mail ID of the company

sfbcompsec@fincarebank.com

(d) \*Telephone number with STD code

07940011000

(e) Website

www.fincarebank.com

(iii) Date of Incorporation

05/04/1995

(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

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(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

(f) Specify the reasons for not holding the same

## 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	K1	Banking activities by Central, Commercial and Saving banks	100

## 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	FINCARE BUSINESS SERVICES L	U74900GJ2014PLC132578	Holding	78.58

## 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	300,000,000	220,779,720	220,779,720	220,779,720
Total amount of equity shares (in Rupees)	3,000,000,000	2,207,797,200	2,207,797,200	2,207,797,200

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	300,000,000	220,779,720	220,779,720	220,779,720
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,000,000,000	2,207,797,200	2,207,797,200	2,207,797,200

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	220,779,720	220,779,720	2,207,797,200	2,207,797,200	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>				0	0	
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>				0	0	
<b>At the end of the year</b>	0	220,779,720	220779720	2,207,797,2	2,207,797,2	;
<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 <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	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)

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

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

Date of the previous annual general meeting	<input type="text" value="27/09/2022"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
	Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	
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	8,500	205882.35	1,750,000,000
Partly convertible debentures	0		0
Fully convertible debentures	0		0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			1,750,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	11,000	0	2,500	8,500
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

**(i) Turnover**

5,672,700,000

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

12,330,700,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	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)	173,489,568	78.58	0	
10.	Others	0	0	0	
	<b>Total</b>	173,489,568	78.58	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	5,137,640	2.33	0	
	(ii) Non-resident Indian (NRI)	20,000	0.01	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	3,747,660	1.7	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)	30,822,828	13.96	0	
10.	Others	7,562,024	3.43	0	
	<b>Total</b>	47,290,152	21.43	0	0

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

186

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

187

**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	1	1
Members (other than promoters)	153	186
Debenture holders	11,000	8,500

**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>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	7	1	7	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	3	0	3	0	0.07
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	3	0	3	0	0.07
(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	10	1	10	0	0.07

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

**(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)
SUNIL SATYAPAL GUL 	00016990	Director		
ALOK PRASAD	00080225	Director	336	
RAJEEV YADAV	00111379	Managing Director		
AARTHI SIVANANDH	00140141	Director		
SAMEER YOGESH NA 	00157693	Nominee director	162,213	
DIVYA SEHGAL	01775308	Nominee director		
DHIRAJ PODDAR	01946905	Nominee director		
PRAMOD KABRA	02252403	Director		
VINAY BAIJAL	07516339	Director		
NANDA SAMEER DAVI 	08673208	Director		
NARAYANANNADADU 	07877022	Director		
KEYUR GOPALBHAI D 	ACOPD0302Q	CFO	245,946	
SHEFALY KOTHARI	AMIPK2156M	Company Secretar		

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 1

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)
VARUN SABHLOK	07704720	Director	30/08/2022	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 4

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	27/09/2022	182	23	87
EXTRA ORDINARY GENERAL MEETING	19/07/2022	177	14	79
EXTRA ORDINARY GENERAL MEETING	05/08/2022	181	18	83
EXTRA ORDINARY GENERAL MEETING	15/03/2023	185	17	85

## B. BOARD MEETINGS

\*Number of meetings held

17

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2022	11	7	63.64
2	25/04/2022	11	8	72.73
3	26/05/2022	11	8	72.73
4	09/06/2022	11	6	54.55
5	17/06/2022	11	8	72.73
6	27/06/2022	11	8	72.73
7	18/07/2022	11	9	81.82
8	29/07/2022	11	6	54.55
9	06/08/2022	11	9	81.82
10	12/08/2022	11	9	81.82
11	23/08/2022	11	10	90.91
12	02/11/2022	11	8	72.73

## C. COMMITTEE MEETINGS

Number of meetings held

38

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

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/05/2022	7	4	57.14
2	Audit Committee	26/05/2022	7	4	57.14
3	Audit Committee	29/07/2022	7	4	57.14
4	Audit Committee	12/08/2022	7	6	85.71
5	Audit Committee	29/08/2022	7	4	57.14
6	Audit Committee	17/10/2022	7	6	85.71
7	Audit Committee	02/11/2022	7	5	71.43
8	Audit Committee	24/11/2022	7	5	71.43
9	Audit Committee	21/12/2022	7	5	71.43
10	Audit Committee	10/01/2023	7	6	85.71

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SUNIL SATYA	17	14	82.35	31	27	87.1	
2	ALOK PRASA	17	16	94.12	28	26	92.86	
3	RAJEEV YAD	17	17	100	12	12	100	
4	AARTHI SIVA	17	12	70.59	7	4	57.14	
5	SAMEER YOC	17	12	70.59	19	14	73.68	
6	DIVYA SEHG	17	6	35.29	2	2	100	
7	DHIRAJ PODI	17	1	5.88	16	2	12.5	
8	PRAMOD KAE	17	11	64.71	12	10	83.33	
9	VINAY BAIJAL	17	17	100	23	23	100	
10	NANDA SAME	17	11	64.71	18	14	77.78	
11	NARAYANAN	8	6	75	14	8	57.14	

**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	RAJEEV YADAV	MANAGING DIR +	39,300,000	0	0	0	39,300,000
	Total		39,300,000	0	0	0	39,300,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KEYUR GOPALBH +	CHIEF FINANCIAL OFFICER +	18,426,500	0	0	0	18,426,500
2	SHEFALY KOTHAR +	COMPANY SECRETARY +	3,721,671	0	0	0	3,721,671
	Total		22,148,171	0	0	0	22,148,171

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Alok Prasad	Independent Director +	0	0	0	2,000,000	2,000,000
2	Sameer Nanavati	Nominee Director +	0	0	0	1,900,000	1,900,000
3	Sunil Gulati	Independent Director +	0	0	0	2,000,000	2,000,000
4	Aarathi Sivanandh	Independent Director +	0	0	0	1,400,000	1,400,000
5	Vinay Bajjal	Independent Director +	0	0	0	2,000,000	2,000,000
6	Nanda Dave	Independent Director +	0	0	0	1,800,000	1,800,000
7	NARAYANANNADA +	Independent Director +	0	0	0	1,000,000	1,000,000
8	VARUN SABHLOK	Independent Director +	0	0	0	800,000	800,000
	Total		0	0	0	12,900,000	12,900,000

**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

Umesh G. Parikh, Partner of Parikh Dave & Associates

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2413

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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