

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

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

AABCB6398N

(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

U72400TG2003PTC041636

Pre-fill

Name of the Registrar and Transfer Agent

KARVY COMPUTERSHARE PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

46,,AVENUE, 4TH STREET,NO.1, BANJARA HILLS,
HYDERABAD.

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

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Fincare Business Services Limit	U74900KA2014PLC075614	Holding	91.11

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	50,000,000	37,459,354	37,459,354	37,459,354
Total amount of equity shares (in Rupees)	500,000,000	374,593,540	374,593,540	374,593,540

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	50,000,000	37,459,354	37,459,354	37,459,354
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	374,593,540	374,593,540	374,593,540

(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
Equity shares				
At the beginning of the year	37,459,354	374,593,540	374,593,540	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	37,459,354	374,593,540	374,593,540	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(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		28/09/2017		
Date of registration of transfer (Date Month Year)		28/09/2017		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred	11,105,123	Amount per Share/ Debenture/Unit (in Rs.)	0	
Ledger Folio of Transferor	43			
Transferor's Name	Future Financial Services		Private Limited	
	Surname	middle name	first name	
Ledger Folio of Transferee	42			
Transferee's Name	Fincare Business Services Lin	NA	NA	
	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) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	12,100	126033.057851	1,525,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,978,697,413
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			7,828,030,217
Deposit			0
Total			12,331,727,630

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	412,500,000	1,250,000,000	137,500,000	1,525,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Commercial Paper	500	500000	250,000,000	500000	250,000,000
Total	500		250,000,000		250,000,000

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

3,140,755,318

(ii) Net worth of the Company

3,278,662,110

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6	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)	34,128,757	91.11	0	
10.	Others	0	0	0	
	Total	34,128,763	91.11	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	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)	1,665,295	4.45	0	
10.	Others Indium IV (Mauritius) Holdi	1,665,296	4.45	0	
	Total	3,330,591	8.9	0	0

Total number of shareholders (other than promoters)

2

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

9

**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	9	7
Members (other than promoters)	1	2
Debenture holders	4	11

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	2	0	1	1	0	0
B. Non-Promoter	0	5	0	6	0	0
(i) Non-Independent	0	2	0	1	0	0
(ii) Independent	0	3	0	5	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	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	1	0	0
Total	2	6	1	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(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)
Sameer Yogesh Nanava	00157693	Nominee director	1	
Susan Thomas	00472794	Director	0	
Pramod Kabra	02252403	Director	0	
Rajeev Yadav	00111379	Managing Director	1	
Alok Prasad	00080225	Director	0	
Vinay Baijal	07516339	Director	0	
Sunil Gulati	00016990	Director	0	
Varun Sabhlok	07704720	Director	0	
Praveen Kumar Agarwa	08064084	Nominee director	0	19/05/2018
Keyur Doshi	ACOPD0302Q	CFO	1	
Shefaly Kothari	AMIPK2156M	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 20

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)
Srikrishna Dwaram	03133413	Nominee director	19/06/2017	Cessation
Rajeev Yadav	00111379	Director	24/06/2017	Cessation
Soham Shukla	00157667	Director	24/06/2017	Cessation
Sameer Nanavati	00157693	Director	24/06/2017	Cessation
Alok Prasad	00080225	Director	24/06/2017	Cessation
Rajeev Yadav	00111379	Additional director	24/06/2017	Appointment
Rajeev Yadav	00111379	Managing Director	17/07/2017	Change in Designation
Sameer Nanavati	00157693	Nominee director	24/06/2017	Appointment
Alok Prasad	00080225	Additional director	20/07/2017	Appointment
Alok Prasad	00080225	Director	28/09/2017	Change in Designation
Sunil Gulati	00016990	Director	20/07/2017	Appointment
Sunil Gulati	00016990	Director	28/09/2017	Change in Designation
Varun Sabhlok	07704720	Additional director	31/08/2017	Appointment
Varun Sabhlok	07704720	Director	28/09/2017	Change in Designation
Rajiv Sabharwal	00057333	Nominee director	05/09/2017	Appointment
Rajiv Sabharwal	00057333	Nominee director	16/01/2018	Cessation
Praveen Kumar Agarwa	08064084	Nominee director	05/02/2018	Appointment
Vivek Kothari	AGIPK7318M	CFO	01/05/2017	Cessation
Keyur Doshi	ACOPD0302Q	CFO	01/05/2017	Appointment
Rajeev Yadav	AAAPY2968H	CEO	17/07/2017	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

6

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	19/05/2017	10	8	95.56
Extra Ordinary General Mee	21/06/2017	10	8	95.56
Extra Ordinary General Mee	10/07/2017	10	8	95.56
Annual General Meeting	28/09/2017	9	6	95.56
Extra Ordinary General Mee	22/02/2018	9	8	95.56
Extra Ordinary General Mee	15/03/2018	9	9	100

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2017	8	6	75
2	01/05/2017	8	6	75
3	17/05/2017	8	6	75
4	30/05/2017	8	5	62.5
5	20/06/2017	7	6	85.71
6	24/06/2017	7	5	71.43
7	24/06/2017	3	3	100
8	05/09/2017	9	8	88.89
9	14/11/2017	9	8	88.89
10	23/01/2018	8	7	87.5
11	21/02/2018	9	6	66.67
12	21/03/2018	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

21

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	01/05/2017	5	3	60
2	Audit Committee	30/05/2017	5	3	60
3	Audit Committee	05/09/2017	3	3	100
4	Audit Committee	14/11/2017	6	6	100
5	Audit Committee	13/03/2018	6	5	83.33
6	Corporate Social Responsibility	30/05/2017	5	3	60
7	Corporate Social Responsibility	14/11/2017	4	3	75
8	Customer Service	14/11/2017	5	4	80
9	Customer Service	21/03/2018	5	4	80
10	Internal Audit Monitoring	14/11/2017	5	4	80

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	28/09/2018
								(Y/N/NA)
1	Sameer Yogesh	12	9	75	10	5	50	Yes
2	Susan Thomas	12	4	33.33	15	6	40	No
3	Pramod Kabra	12	12	100	13	13	100	No
4	Rajeev Yadav	11	8	72.73	11	11	100	Yes
5	Alok Prasad	11	9	81.82	9	7	77.78	No
6	Vinay Baijal	12	11	91.67	15	14	93.33	No
7	Sunil Gulati	5	5	100	8	8	100	No
8	Varun Sabhlok	5	4	80	6	6	100	No
9	Praveen Kumar	2	1	50	1	0	0	Not Applicable

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	Sameer Nanavati	Director	1,527,000	0	0	0	1,527,000
2	Rajeev Yadav	Managing Director	26,303,000	0	0	0	26,303,000
	Total		27,830,000	0	0	0	27,830,000

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vivek Kothari	CFO	305,933	0	0	0	305,933
2	Keyur Doshi	CFO	8,008,094	0	0	21,600	8,029,694
3	Shefaly Kothari	CS	1,323,000	0	0	0	1,323,000
	Total		9,637,027	0	0	21,600	9,658,627

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Alok Prasad	Independent Dir	0	0	0	1,200,000	1,200,000
2	Susan Thomas	Independent Dir	0	0	0	550,000	550,000
3	Vinay Baijal	Independent Dir	0	0	0	1,200,000	1,200,000
4	Sunil Gulati	Independent Dir	0	0	0	832,000	832,000
5	Varun Sabhlok	Independent Dir	0	0	0	650,000	650,000
6	Sameer Nanavati	Nominee Director	0	0	0	800,000	800,000
	Total		0	0	0	5,232,000	5,232,000

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 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

RAJEEV YADAV
Digitally signed by
RAJEEV YADAV
Date: 2018.12.27
16:57:39 +05'30'

DIN of the director

00111379

To be digitally signed by

SHEFALY P KOTHARI
Digitally signed by
SHEFALY P
KOTHARI
Date: 2018.12.27
16:58:28 +05'30'

Company Secretary

Company secretary in practice

Membership number

7698

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

List of Shareholders 31032018.pdf
MGT-8.pdf
List of Debenture Holders 31032018.pdf
Committee Meeting details.pdf
Details of outstanding debentures.pdf
Meetings attended by other directors.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