

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

2504, 2505, 2506, 25th Floor, One Lodha Place Lodha World Towers, Senapati Bapat Marg, Lower Parel Delisle Road
Mumbai
Mumbai
Maharashtra
400012

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	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

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)(viii) *Whether Annual general meeting (AGM) held Yes No(a) If yes, date of AGM (b) Due date of AGM (c) Whether any extension for AGM granted Yes No**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY***Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	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	ARKA FINANCIAL HOLDINGS P	U65993MH2021PTC363806	Holding	99.99
2	KIRLOSKAR OIL ENGINES LIMIT	L29100PN2009PLC133351	Holding	0

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	1,000,000,000	928,728,108	928,728,108	928,728,108
Total amount of equity shares (in Rupees)	10,000,000,000	9,287,281,080	9,287,281,080	9,287,281,080

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	1,000,000,000	928,728,108	928,728,108	928,728,108
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	9,287,281,080	9,287,281,080	9,287,281,080

(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)	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1	884,022,265	884022266	8,840,222,6	8,840,222,	
Increase during the year	0	44,705,843	44705843	447,058,430	447,058,43	122,941,065
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	44,705,842	44705842	447,058,420	447,058,42	122,941,065
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	0	1	1	10	10	0
Dematerialisation of equity share						
Decrease during the year	1	0	1	10	10	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	
iv. Others, specify	1	0	1	10	10	
Dematerialisation of equity share						
At the end of the year	0	928,728,108	928728108	9,287,281,0	9,287,281,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE03W101010

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

0

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

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

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)		12/03/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		IN30021427468271	
Transferor's Name	Bhandari		Vimal
	Surname	middle name	first name

Ledger Folio of Transferee		IN30290245600114	
Transferee's Name	Gupta		Amit Kumar
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width:100%;" type="text"/>			
Type of transfer	<input style="width:50%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:50%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:50%;" type="text"/>
Ledger Folio of Transferor		<input style="width:100%;" type="text"/>	
Transferor's Name	<input style="width:50%;" type="text"/>	<input style="width:50%;" type="text"/>	<input style="width:50%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width:100%;" type="text"/>	
Transferee's Name	<input style="width:50%;" type="text"/>	<input style="width:50%;" type="text"/>	<input style="width:50%;" 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	3,073,538	1,000 & 1,00,000, 10,00,000	14,078,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			14,078,000,000

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
Non-convertible debentures	12,642,000,000	4,250,000,000	2,814,000,000	14,078,000,000
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 Papers	4,100	500000	2,050,000,000	500000	2,050,000,000
Total	4,100		2,050,000,000		2,050,000,000

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

(i) Turnover

5,707,872,961.84

(ii) Net worth of the Company

11,748,903,029.39

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)	928,709,775	100	0	
10.	Others	0	0	0	
	Total	928,709,775	100	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	18,333	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)	0	0	0	
10.	Others	0	0	0	

	Total	18,333	0	0	0
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Total number of shareholders (other than promoters)

1

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

8

**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	8	8
Members (other than promoters)	1	1
Debenture holders	228	3,205

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	0	0	0	0	0	0
B. Non-Promoter	1	6	1	7	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	4	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	7	0	0

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

10

(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)
Mr. Vimal Bhandari	00001318	Whole-time director	0	
Mr. Mahesh Chhabria	00166049	Director	1	
Ms. Gauri Kirloskar	03366274	Director	0	
Mr. Sivanandhan Dhan	03607203	Director	0	
Mr. Harish Engineer	01843009	Director	0	
Mr. Vijay Chugh	07112794	Director	0	14/06/2024
Mr. Yogesh Kapur	00070038	Director	0	
Mr. Gurumurthy Ramar	10366010	Director	0	
Mr. Amit Kumar Gupta	AHVPG3911E	CFO	1	
Ms. Niki Chirag Mehta	AVHPM0709Q	Company Secretar	0	

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

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Gurumurthy Ran	10366010	Additional director	25/10/2023	Appointment
Mr. Gurumurthy Ran	10366010	Director	23/01/2024	Change in designation
Mr. Vimal Bhandari	00001318	Whole-time director	01/11/2023	Re-appointment

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

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	16/06/2023	8	7	99.99
Extraordinary General Meet	23/01/2024	8	7	99.99

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/04/2023	7	7	100
2	25/07/2023	7	7	100
3	25/10/2023	8	7	87.5
4	23/01/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

10

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	28/04/2023	5	5	100
2	Audit Committee	25/07/2023	5	5	100
3	Audit Committee	25/10/2023	5	5	100
4	Audit Committee	23/01/2024	5	5	100
5	Audit Committee	29/03/2024	6	5	83.33
6	Nomination and Remuneration	25/04/2023	3	3	100
7	Nomination and Remuneration	23/01/2024	3	3	100
8	Corporate Social Responsibility	05/03/2024	4	4	100
9	Stakeholders' Meeting	25/04/2023	3	3	100
10	Stakeholders' Meeting	25/10/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 25/06/2024 (Y/N/NA)
		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	Mr. Vimal Bha	4	4	100	3	3	100	Yes
2	Mr. Mahesh C	4	4	100	9	9	100	Yes
3	Ms. Gauri Kirl	4	3	75	1	1	100	No
4	Mr. Sivanandh	4	4	100	7	7	100	Yes
5	Mr. Harish Eng	4	4	100	7	7	100	No
6	Mr. Vijay Chug	4	4	100	6	6	100	No
7	Mr. Yogesh Ka	4	4	100	8	7	87.5	Yes
8	Mr. Gurumurth	2	2	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	Mr. Vimal Bhandari	Executive Vice-C		0	0		
	Total			0	0		

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	Mr. Amit Kumar Guj	Chief Financial C		0	0		
2	Ms. Niki Mehta	Company Secre		0	0	0	
	Total			0	0	0	

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sivanandhan Di	Non-Executive Di	0	500,000	0	750,000	1,250,000
2	Mr. Harish Engineer	Non-Executive Di	0	500,000	0	825,000	1,325,000
3	Mr. Vijay Chugh	Non-Executive Di	0	500,000	0	675,000	1,175,000
4	Mr. Yogesh Kapur	Non-Executive Di	0	500,000	0	705,000	1,205,000
5	Mr. Gurumurthy Ra	Non-Executive Di	0	0	0	220,000	220,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
6	Mr. Mahesh Chhabra	Non-Executive N	0	2,500,000	0	875,000	3,375,000
7	Ms. Gauri Kirloskar	Non-Executive N	0	500,000	0	300,000	800,000
	Total		0	5,000,000	0	4,350,000	9,350,000

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

Avinash Bagul

Whether associate or fellow

Associate Fellow

Certificate of practice number

19862

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

VIMAL BHANDARI
Digitally signed by VIMAL BHANDARI
Date: 2024.09.06 16:08:57 +05'30'

DIN of the director

To be digitally signed by

Niki Chirag Mehta
Digitally signed by Niki Chirag Mehta
Date: 2024.09.06 16:09:28 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

List of attachments

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List of shareholders and Debentureholders
Form_MGT_8_AFL.pdf
MGT-7 Clarification.pdf

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

