

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

L67190MH2007PLC289249

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABC17142M

(ii) (a) Name of the company

5PAISA CAPITAL LIMITED

(b) Registered office address

IIFL HOUSE, SUN INFOTECH PARK, ROAD NO 16V,
B-23, MIDC, THANE INDUSTRIAL AREA, WAGLE ESTATE
THANE
Thane
Maharashtra
400604

(c) *e-mail ID of the company

csteam@5paisa.com

(d) *Telephone number with STD code

02262727000

(e) Website

www.5paisa.com

(iii) Date of Incorporation

10/07/2007

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1
2	NATIONAL STOCK EXCHANGE	1,024

(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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

11/07/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

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	K7	Financial Advisory, brokerage and Consultancy Services	83.22
2	K	Financial and insurance Service	K8	Other financial activities	16.78

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

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

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	5PAISA P2P LIMITED	U67120MH2017PLC302564	Subsidiary	100

2	5PAISA INSURANCE BROKERS LIMITED	U66020MH2018PLC316449	Subsidiary	100
3	5PAISA TRADING LIMITED	U52609MH2020PLC338333	Subsidiary	100

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	80,000,000	29,417,318	29,417,318	29,417,318
Total amount of equity shares (in Rupees)	800,000,000	294,173,180	294,173,180	294,173,180

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	80,000,000	29,417,318	29,417,318	29,417,318
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	800,000,000	294,173,180	294,173,180	294,173,180

(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	Physical	DEMAT	Total			
At the beginning of the year	11,406	25,504,512	25515918	255,159,180	255,159,180	
Increase during the year	0	3,911,387	3911387	39,113,870	39,113,870	0
i. Pubic 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	3,817,400	3817400	38,174,000	38,174,000	
v. ESOPs	0	84,000	84000	840,000	840,000	
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		9,987	9987	99,870	99,870	
Physical shares Dematerialised						
Decrease during the year	9,987	0	9987	99,870	99,870	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	9,987		9987	99,870	99,870	
Physical shares Dematerialised						
At the end of the year	1,419	29,415,899	29417318	294,173,180	294,173,180	
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

INE618L01018

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

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

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

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

2,966,582,319

(ii) Net worth of the Company

3,777,544,916

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	8,650,698	29.41	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 Persons acting in concert	160,000	0.54	0	
	Total	8,810,698	29.95	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	4,254,970	14.46	0	
	(ii) Non-resident Indian (NRI)	816,073	2.77	0	
	(iii) Foreign national (other than NRI)	200	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	7,313,990	24.86	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8,180,497	27.81	0	
10.	Others Trust, Foreign Companies,C	40,890	0.14	0	
	Total	20,606,620	70.04	0	0

Total number of shareholders (other than promoters)

21,468

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

21,475

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

9

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Wf Asian Reconnaissance	CITIBANK N.A. CUSTODY SERVICES			2,905,906	9.88
Hwic Asia Fund Class /	DEUTSCHE BANK AG DB HOUSE, H			2,570,186	8.74
Bank Muscat India Fur	HSBC SECURITIES SERVICES 11TH F			1,007,856	3.43
Lobco Limited	Tower 3, Wing B, Kohinoor City Ma			433,444	1.47
BENJAMIN JOHN PAUL	GERALD FRANCIS PAULEY 17 PURS			2,647	0.01
HABROK INDIA MASTE	KOTAK MAHINDRA BANK LIMITED			154,186	0.52
RIMCO INDIA LIMITED	11TH FLR, BLDG NO.3, NESCO - IT F			240,000	0.81
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIMI			1,681	0
QUADRATURE CAPITAL	INDIA SUB CUSTODY, 6th FLOOR,P			731	0

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	7	7
Members (other than promoters)	15,740	21,468
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	4	2	4	0.24	0
(i) Non-Independent	2	0	2	0	0.24	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	4	0.24	0

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

9

(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)
DR. ARCHANA NIRAN.	00028037	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MS. NIRALI SANGHI	00319389	Director	0	
MR. RAVINDRA BABU	00984163	Director	0	
MR. MILIN KAIMAS ME	01297508	Director	0	
MR. PRAKARSH SHAR	07376258	Whole-time director	70,040	
MR. GOURAV MUNJAL	06360031	Whole-time director	150	
MR. PRAKARSH SHAR	AEOPG0698A	CEO	70,040	
MR. GOURAV MUNJAL	BIHPM1896A	CFO	150	
MRS. NAMITA GODBO	AJKPM4483C	Company Secretary	0	

(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)
MR. PRAKARSH SHAR	07376258	Whole-time director	22/12/2021	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

1

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	11/06/2021	15,547	73	39.79

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/04/2021	6	5	83.33
2	20/04/2021	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	14/07/2021	6	6	100
4	19/10/2021	6	6	100
5	10/01/2022	6	5	83.33
6	16/02/2022	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

26

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 COMM	20/04/2021	3	3	100
2	AUDIT COMM	14/07/2021	3	3	100
3	AUDIT COMM	19/10/2021	3	3	100
4	AUDIT COMM	10/01/2022	3	2	66.67
5	AUDIT COMM	16/02/2022	3	3	100
6	NOMINATION	20/04/2021	4	4	100
7	NOMINATION	14/07/2021	4	4	100
8	NOMINATION	19/10/2021	4	4	100
9	STAKEHOLDER	23/03/2022	3	3	100
10	CORPORATE	24/03/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	11/07/2022
								(Y/N/NA)
1	DR. ARCHAN	6	6	100	11	11	100	Yes
2	MS. NIRALI S.	6	4	66.67	9	8	88.89	Yes

3	MR. RAVINDR	6	5	83.33	3	3	100	Yes
4	MR. MILIN KA	6	6	100	9	9	100	Yes
5	MR. PRAKAR	6	6	100	4	4	100	Yes
6	MR. GOURAV	6	6	100	3	3	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Prakarsh Gagneja	WHOLE-TIME D	12,812,539	0	500,000	0	13,312,539
2	Mr. Gourav Munjal	WHOLE-TIME D	4,769,995	0	60,000	0	4,829,995
	Total		17,582,534	0	560,000	0	18,142,534

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	MR. PRAKARSH G.	CEO	12,812,539	0	500,000	0	13,312,539
2	MR. GOURAV MUNJAL	CFO	4,769,995	0	60,000	0	4,829,995
3	MRS. NAMITA GODE	COMPANY SEC	4,843,246	0	0	0	4,843,246
	Total		22,425,780	0	560,000	0	22,985,780

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ravindra Garikipati	Independent Dir	0	0	0	225,000	225,000
2	Dr. Archana Niranjana	Independent Dir	0	0	0	450,000	450,000
3	Mr. Milin Mehta	Independent Dir	0	0	0	420,000	420,000
4	Ms. Nirali Sanghi	Independent Dir	0	0	0	360,000	360,000
	Total		0	0	0	1,455,000	1,455,000

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

Aparna Joshi

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6738

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

Gourav
Munjal

Digitally signed by
Gourav Munjal
Date: 2022.09.07
16:07:45 +05'30'

DIN of the director

06360031

To be digitally signed by

NAMITA
AMOD
GODBOLE

Digitally signed by
NAMITA AMOD
GODBOLE
Date: 2022.09.07
16:08:08 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

21056

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

Details of committee meeting.pdf
5PCL MGT 8 2022 signed.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