

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

L74899DL1994PLC128577

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCB0657N

(ii) (a) Name of the company

CAPITAL INDIA FINANCE LIMIT

(b) Registered office address

2nd Floor, DLF Centre Sansad Marg NA
New Delhi
Central Delhi
Delhi
110001

(c) *e-mail ID of the company

secretarial@capitalindia.com

(d) *Telephone number with STD code

01149546000

(e) Website

www.capitalindia.com

(iii) Date of Incorporation

16/11/1994

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CAPITAL INDIA CORP PRIVATE +	U65990DL2022PTC395053	Holding	73.04
2	CAPITAL INDIA HOME LOANS L +	U65990DL2017PLC322041	Subsidiary	99.89

3	RAPIPAY FINTECH PRIVATE LIM +	U72200DL2009PTC189149	Subsidiary	52.5
4	CAPITAL INDIA ASSET MANAG +	U65999DL2017PTC323549	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	204,000,000	77,734,260	77,734,260	77,734,260
Total amount of equity shares (in Rupees)	2,040,000,000	777,342,600	777,342,600	777,342,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF FACE VALUE RS. 10/- EACH +				
Number of equity shares	204,000,000	77,734,260	77,734,260	77,734,260
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,040,000,000	777,342,600	777,342,600	777,342,600

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,000,000	0	0	0
Total amount of preference shares (in rupees)	100,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES OF FACE VALUE RS. 10/- +				
Number of preference shares	10,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	100,000,000	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	189,340	77,544,920	77734260	77,342,600	77,342,600	
Increase during the year	0	3,000	3000	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	0	3,000	3000			
Equity Shares Dematerialised						
Decrease during the year	3,000	0	3000	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	3,000	0	3000			
Equity Shares Dematerialised						
At the end of the year	186,340	77,547,920	77734260	77,342,600	77,342,600	
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

(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	750	1000000	750,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			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
Non-convertible debentures	1,150,000,000	0	400,000,000	750,000,000
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**

1,634,306,000

(ii) Net worth of the Company

5,854,226,000

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)	56,775,720	73.04	0	
10.	Others	0	0	0	
	Total	56,775,720	73.04	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	2,248,159	2.89	0	
	(ii) Non-resident Indian (NRI)	4,036	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	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)	18,706,199	24.06	0	
10.	Others Clearing Member	146	0	0	
	Total	20,958,540	26.96	0	0

Total number of shareholders (other than promoters)

1,323

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

1,324

**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)	1,184	1,323
Debenture holders	4	2

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	0
(i) Non-Independent	2	0	2	0	0	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	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)
Harsh Kumar Bhanwala	06417704	Whole-time director	0	
Keshav Porwal	06706341	Managing Director	0	
Vinod Somani	00327231	Director	0	
Yogendra Pal Singh	08347484	Director	0	
Subhash Chander Kalia	00075644	Director	0	
Rachna Dikshit	08759332	Director	0	08/08/2023
Vineet Kumar Saxena	AKFPS0894P	CEO	0	08/08/2023
Vikas Sriastava	ASLPS5386G	CFO	0	
Rachit Malhotra	BJRPM7845Q	Company Secretary	0	

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

2

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)
Neeraj Toshniwal	ACCPT2249N	CFO	19/08/2022	Cessation
Vikas Sriastava	ASLPS5386G	CFO	21/10/2022	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	23/09/2022	1,237	66	94.2

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	30/04/2022	6	6	100
2	10/08/2022	6	6	100
3	07/10/2022	6	6	100
4	14/11/2022	6	6	100
5	13/02/2023	6	6	100

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 COMMITTEE	30/04/2022	4	4	100
2	AUDIT COMMITTEE	10/08/2022	4	4	100
3	AUDIT COMMITTEE	07/10/2022	4	4	100
4	AUDIT COMMITTEE	28/10/2022	4	4	100
5	AUDIT COMMITTEE	14/11/2022	4	4	100
6	AUDIT COMMITTEE	13/02/2023	4	4	100
7	NOMINATION COMMITTEE	14/04/2022	3	3	100
8	NOMINATION COMMITTEE	10/08/2022	3	3	100
9	NOMINATION COMMITTEE	07/10/2022	3	3	100
10	STAKEHOLDER COMMITTEE	13/04/2022	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	
1	Harsh Kumar	5	5	100	13	13	100	
2	Keshav Porwal	5	5	100	14	14	100	
3	Vinod Somani	5	5	100	14	14	100	
4	Yogendra Pal	5	5	100	13	13	100	
5	Subhash Char	5	5	100	10	10	100	
6	Rachna Diksh	5	5	100	15	15	100	

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	Harsh Kumar Bhanu	Whole-time Director	21,116,805	0	0	672,000	21,788,805
2	Keshav Porwal	Managing Director	20,091,558	0	0	0	20,091,558
	Total		41,208,363	0	0	672,000	41,880,363

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vineet Kumar Saxena	CEO	30,948,127	0	0	1,152,000	32,100,127
2	Neeraj Toshniwal	CFO	9,298,528	0	0	201,814	9,500,342
3	Vikas Sriastava	CFO	4,228,824	0	0	196,790	4,425,614
4	Rachit Malhotra	Company Secretary	7,834,800	0	0	235,200	8,070,000
	Total		52,310,279	0	0	1,785,804	54,096,083

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	Vinod Somani	Independent Dir +	0	0	0	990,000	990,000
2	Yogendra Pal Singh +	Independent Dir +	0	0	0	955,000	955,000
3	Rachna Dikshit	Independent Dir +	0	0	0	850,000	850,000
4	Subhash Chander K +	Independent Dir +	0	0	0	1,025,000	1,025,000
	Total		0	0	0	3,820,000	3,820,000

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

Naveen Garg

Whether associate or fellow

Associate Fellow

Certificate of practice number

32159

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

39894

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 Committee Meetings_CIFL-2022-23

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

**LIST OF COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR
ENDED ON MARCH 31, 2023**

AUDIT COMMITTEE

Number of Meetings Held

S. No.	Date of Meeting	Total Number of members as on the date of meeting	Attendance	
			Number of members attended	As % age of total members
1.	30/04/2022	4	4	100
2.	10/08/2022	4	4	100
3.	07/10/2022	4	4	100
4.	28/10/2022	4	4	100
5.	14/11/2022	4	4	100
6.	13/02/2023	4	4	

NOMINATION & REMUNERATION COMMITTEE

Number of Meetings Held

S. No.	Date of Meeting	Total Number of members as on the date of meeting	Attendance	
			Number of members attended	As % age of total members
1.	14/04/2022	3	3	100
2.	10/08/2022	3	3	100
3.	07/10/2022	3	3	100

STAKEHOLDERS RELATIONSHIP COMMITTEE

Number of Meetings held

S. No.	Date of Meeting	Total Number of members as on the date of meeting	Attendance	
			Number of members attended	As % age of total members
1.	13/04/2022	3	3	100



CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Number of Meetings held

S. No.	Date of Meeting	Total Number of members as on the date of meeting	Attendance	
			Number of members attended	As % age of total members
1.	13/04/2022	3	3	100

RISK MANAGEMENT COMMITTEE

Number of Meetings held

S. No.	Date of Meeting	Total Number of members as on the date of meeting	Attendance	
			Number of members attended	As % age of total members
1.	13/04/2022	4	4	100
2.	10/08/2022	4	4	100
3.	14/11/2022	4	4	100
4.	13/02/2023	4	4	100

ASSET-LIABILITY COMMITTEE

Number of Meetings held

S. No.	Date of Meeting	Total Number of members as on the date of meeting	Attendance	
			Number of members attended	As % age of total members
1.	30/04/2022	5	5	100
2.	10/08/2022	5	5	100
3.	14/11/2022	4	4	100
4.	13/02/2023	6	6	100

INVESTMENT COMMITTEE

Number of Meetings held

S. No.	Date of Meeting	Total Number of members as on the date of meeting	Attendance	
			Number of members attended	As % age of total members
1.	15/04/2022	3	3	100

2.	01/08/2022	3	3	100
3.	08/10/2022	3	3	100
4.	08/11/2022	3	3	100
5.	03/02/2023	3	3	100

IT STRATEGY COMMITTEE

Number of Meetings held

S. No.	Date of Meeting	Total Number of members as on the date of meeting	Attendance	
			Number of members attended	As % age of total members
1.	13/04/2022	4	4	100
2.	11/10/2022	4	4	100

For Capital India Finance Limited

Rachit Malhotra

Chief Compliance Officer & Company Secretary
Membership No.: A39894

Corporate office :
Level - 20, Birla Aurora,
Dr. Annie Besant Road,
Worli, Mumbai,
Maharashtra- 400030

P : +91 22 45036000
E : info@capitalindia.com
CIN No: L74899DL1994PLC128577
(Capital India Finance Limited)

Registered Office :
2nd Floor, DLF Centre,
Sansad Marg,
New Delhi - 110001

P : +91 11 4954 6000
W : www.capitalindia.com

