

**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

L65910TN1988PLC131102

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACT6999G

(ii) (a) Name of the company

NIYOGIN FINTECH LIMITED

(b) Registered office address

MIG 944, Ground Floor, TNHB Colony, 1st Main Road Velacher  
y NA  
Chennai  
Chennai  
Tamil Nadu  
600012

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

niyogin.compliance@niyogin.i

(d) \*Telephone number with STD code

02262514646

(e) Website

www.niyogin.com

(iii) Date of Incorporation

01/02/1988

(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	A	1

(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, Vikh  
roli (West), 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	K8	Other financial activities	96.68

## 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	Investdirect Capital Services Pr +	U74999MH2015PTC266834	Subsidiary	60.76
2	Moneymap Investment Advise +	U74900MH2015PTC270286	Subsidiary	100
3	Iserveu Technology Private Lin +	U72900OR2016PTC025851	Subsidiary	51

#### 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	126,586,000	95,141,515	95,141,515	95,141,515
Total amount of equity shares (in Rupees)	1,265,860,000	951,415,150	951,415,150	951,415,150

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	126,586,000	95,141,515	95,141,515	95,141,515
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,265,860,000	951,415,150	951,415,150	951,415,150

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	9,000,000	0	0	0
Total amount of preference shares (in rupees)	90,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	9,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	90,000,000	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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	53,800	94,285,525	94339325	943,393,250	943,393,250	
<b>Increase during the year</b>	0	802,190	802190	8,021,900	8,021,900	24,754,216.4
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	144,590	144590	1,445,900	1,445,900	1,330,504.5
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	
x. Others, specify	0	657,600	657600	6,576,000	6,576,000	23,423,712
Conversion of Warrants into equity shares						
<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						
<b>At the end of the year</b>	53,800	95,087,715	95141515	951,415,150	951,415,150	
<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						
<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

INE480D01010

(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	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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
Partly convertible debentures	0		0
Fully convertible debentures	0		0
<b>Total</b>			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
<b>Non-convertible debentures</b>	0	0	0	0
<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**

417,346,000

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

3,051,140,000

**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	11,597,987	12.19	0	
	(ii) Non-resident Indian (NRI)	25,804,344	27.12	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	
	<b>Total</b>	37,402,331	39.31	0	0

**Total number of shareholders (promoters)**

3

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage





Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CARMIGNAC PORTFOLIO	62,HOMJI STREET,FORT, MUMBAI -			400,000	0.42
NEXUS GLOBAL OPPOS	SV ROAD, SANTACRUZ WEST, MUN			50,000	

**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	3	3
Members (other than promoters)	4,712	8,165
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
<b>A. Promoter</b>	0	2	0	2	0	27.12
<b>B. Non-Promoter</b>	1	4	1	4	0.26	0.52
(i) Non-Independent	1	0	1	0	0.26	0
(ii) Independent	0	4	0	4	0	0.52
<b>C. Nominee Directors representing</b>	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	6	0.26	27.64

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)
AMIT VIJAY RAJPAL	07557866	Director	25,804,344	
GAURAV MAKARAND	02640421	Director	0	
KAPIL KAPOOR	00178966	Director	490,052	
SUBHASRI SRIRAM	01998599	Director	0	
TASHWINDER HARJA	06572282	Managing Director	249,704	
ERIC MICHAEL WETL	08347413	Director	0	
ASHBY HENRY BENN	09441825	Director	0	
ABHISHEK AJIT THAK	AFOPT4169A	CFO	0	
NEHA KSHITIJ DARUJ	AZPPA1981Q	Company Secretar	8,001	

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

0

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)

**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	14/09/2023	6,443	52	28.35
Extra-ordinary General Mee	02/08/2023	4,544	41	28.49

**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

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2023	7	7	100
2	04/07/2023	7	6	85.71
3	09/08/2023	7	7	100
4	09/11/2023	7	5	71.43
5	09/02/2024	7	7	100
6	22/03/2024	7	5	71.43

### C. COMMITTEE MEETINGS

Number of meetings held

15

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	11/05/2023	4	4	100
2	Audit Committee	04/07/2023	4	4	100
3	Audit Committee	09/08/2023	4	4	100
4	Audit Committee	09/11/2023	4	3	75
5	Audit Committee	09/02/2024	4	4	100
6	Independent Director	09/08/2023	4	4	100
7	Nomination and Remuneration	11/05/2023	3	3	100
8	Nomination and Remuneration	09/08/2023	3	3	100
9	Nomination and Remuneration	09/11/2023	3	3	100
10	Nomination and Remuneration	09/02/2024	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on  (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	AMIT VIJAY R	6	4	66.67	6	5	83.33	
2	GAURAV MAH	6	6	100	9	9	100	
3	KAPIL KAPOOR	6	6	100	11	11	100	
4	SUBHASRI SRIRAM	6	6	100	14	14	100	
5	TASHWINDER SINGH	6	6	100	0	0	0	
6	ERIC MICHAEL WELLS	6	6	100	10	10	100	
7	ASHBY HENRY BE	6	3	50	7	5	71.43	

**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	TASHWINDER SINGH	MANAGING DIRECTOR	15,198,000	0	6,896,000		22,094,000
	Total		15,198,000	0	6,896,000	0	22,094,000

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	NEHA DARUKA	COMPANY SECRETARY	2,260,000	0	302,000	0	2,562,000
2	ABHISHEK THAKKAR	CFO	6,000,000	0	0	0	6,000,000
	Total		8,260,000	0	302,000	0	8,562,000

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	KAPIL KAPOOR	Director	0	0	0	575,000	575,000
2	ERIC MICHAEL WELLS	Director	0	0	0	550,000	550,000
3	SUBHASRI SRIRAM	Director	0	0	0	650,000	650,000
4	ASHBY HENRY BE	Director	0	0	0	275,000	275,000
	Total		0	0	0	2,050,000	2,050,000

**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

Mitesh J. Shah & Associates

Whether associate or fellow

Associate  Fellow

Certificate of practice number

12891

**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

#### List of attachments

**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**

## Annex -1

## IX – C. COMMITTEE MEETINGS

Total Number of Committee Meetings: 15

## 1. Audit Committee

Sr. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	May 11, 2023	4	4	100
2	July 04, 2023	4	4	100
3	August 09, 2023	4	4	100
4	November 09, 2023	4	3	75
5	February 09, 2024	4	4	100

## 2. Nomination and Remuneration Committee

Sr. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	May 11, 2023	3	3	100
2	August 09, 2023	3	3	100
3	November 09, 2023	3	3	100
4	February 09, 2024	3	3	100

## 3. Stakeholders Relationship Committee

Sr. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	May 11, 2023	4	4	100

## 4. Risk Management Committee

Sr. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	May 11, 2023	4	4	100
2	August 09, 2023	4	4	100



3	November 09, 2023	4	3	75
4	February 09, 2024	4	4	100

**5. Independent Directors Meeting**

<b>Sr. No.</b>	<b>Date of meeting</b>	<b>Total No. of Directors entitled to attend the Meeting</b>	<b>No. of Directors attended</b>	<b>% of Attendance</b>
1	August 09, 2023	4	4	100

**For Niyogin Fintech Limited**

**Neha Daruka**  
**Company Secretary & Compliance Officer**  
**A41425**