

# 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

U74140WB1991PLC053189

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAECA6121D

(ii) (a) Name of the company

AROHAN FINANCIAL SERVICES

(b) Registered office address

PTI Building, 4th Floor, DP-9, Sector-5, Salt Lake NA  
Kolkata  
Parganas North  
West Bengal  
700091

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

compliance@arohan.in

(d) \* Telephone number with STD code

03340156000

(e) Website

www.arohan.in

(iii) Date of Incorporation

27/09/1991

(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

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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 07/08/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

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 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## 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	180,000,000	121,177,303	121,177,303	121,177,303
Total amount of equity shares (in Rupees)	1,800,000,000	1,211,773,030	1,211,773,030	1,211,773,030

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	180,000,000	121,177,303	121,177,303	121,177,303
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,800,000,000	1,211,773,030	1,211,773,030	1,211,773,030

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	450,000,000	29,211,177	29,211,177	29,211,177
Total amount of preference shares (in rupees)	4,500,000,000	292,111,770	292,111,770	292,111,770

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Share				
Number of preference shares	450,000,000	29,211,177	29,211,177	29,211,177
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	4,500,000,000	292,111,770	292,111,770	292,111,770

**(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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	330,041	119,847,262	120177303	1,201,773,030	1,201,773,030	
<b>Increase during the year</b>	0	1,310,887	1310887	13,108,870	13,108,870	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	1,000,000	1000000	10,000,000	10,000,000	
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	
x. Others, specify Conversion		310,887	310887	3,108,870	3,108,870	
<b>Decrease during the year</b>	310,887	0	310887	3,108,870	3,108,870	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify Conversion	310,887	0	310887	3,108,870	3,108,870	
<b>At the end of the year</b>	19,154	121,158,149	121177303	1,211,773,0	1,211,773,0	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	29,211,177	29211177	292,111,770	292,111,770	0
i. Issues of shares	0	29,211,177	29211177	292,111,770	292,111,770	
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	29,211,177	29211177	292,111,770	292,111,770	

ISIN of the equity shares of the company

INE808K01017

(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)			
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"/>
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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"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	60,004,000	10,100000,10000000	6,162,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			6,162,000,000

**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	6,106,000,000	1,150,000,000	1,094,000,000	6,162,000,000
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**

10,694,538,000

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

13,380,251,000

**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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	40,567,328	33.48	0	0
10.	Others	0	0	0	0
	<b>Total</b>	40,567,328	33.48	0	0

**Total number of shareholders (promoters)**

2

**(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	5,110,399	4.22	0	0
	(ii) Non-resident Indian (NRI)	2,165,237	1.79	0	0
	(iii) Foreign national (other than NRI)	2,546,643	2.1	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	61,015,139	50.35	29,211,177	100
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	5,474,442	4.52	0	0
10.	Others Trust	4,298,115	3.55	0	0

	<b>Total</b>	80,609,975	66.53	29,211,177	100
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**Total number of shareholders (other than promoters)**

303

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

305

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

5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Aavishkaar Goodwill I	6th Floor, Tower A, 1 Cybercity, Eb			18,539,529	15.3
Tano India Private Equ	IFS Court, 28 Cyber City, Ebene, Ma			16,687,029	13.77
Maj Invest Financial In	Langelline Alle, 35, 2100, Copenha			15,401,267	12.71
TR Capital III Mauritius	8, Wyndham Street, 6th Floor, Hon			9,718,722	8.02
Teachers Insurance an	730, 3rd Avenue, New York, NY 10			668,592	0.55

## **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	2	2
Members (other than promoters)	274	303
Debenture holders	1,680	1,544

## **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	0
<b>B. Non-Promoter</b>	1	4	1	4	0	0.01
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	0	0.01
<b>C. Nominee Directors representing</b>	0	5	0	6	0	0

(i) Banks & FIs	0	1	0	1	0	0
(ii) Investing institutions	0	4	0	5	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	11	1	12	0	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 15

**(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)
DINESH KUMAR MITTA	00040000	Director	0	
SUMANTRA BANERJE	00075243	Director	10,000	
RAJAT MOHAN NAG	07083831	Director	0	
MATANGI GOWRISHAI	01518137	Director	0	
VINEET CHANDRA RA	00606290	Nominee director	0	
ANURAG AGRAWAL	02385780	Director	0	
WILHELMUS MARTIN	02142559	Nominee director	0	
DAVID PARADISO	08181832	Nominee director	0	
SHRI RAM MEENA	08452187	Nominee director	0	12/05/2023
PAUL GRATIEN ROBIN	07828525	Nominee director	0	12/05/2023
STEPHEN DONGWON	08640160	Additional director	0	
PIYUSH GOENKA	02117859	Nominee director	0	
MANOJ KUMAR NARA	03172919	Managing Director	0	
MILIND RAMCHANDRA	AALPN4055H	CFO	10,000	
ANIRUDH SINGH THAK	ACIPT3974C	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)
KASPER SVARRER	07252475	Nominee director	11/05/2022	Cessation
DAVID ARTURO PARA	08181832	Nominee director	11/05/2022	Appointment
STEPHEN DONGWON	08640160	Additional director	01/12/2022	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

7

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	11/08/2022	296	13	45.27
Extra Ordinary General Mee	26/09/2022	298	13	60.99
Extra Ordinary General Mee	18/11/2022	300	9	45.63
Extra Ordinary General Mee	26/11/2022	300	10	65.64
Extra Ordinary General Mee	12/12/2022	300	12	52.98
Extra Ordinary General Mee	15/03/2023	302	9	45.62
Extra Ordinary General Mee	29/03/2023	302	12	58.88

### B. BOARD MEETINGS

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2022	11	10	90.91
2	17/06/2022	12	8	66.67
3	12/08/2022	12	10	83.33
4	26/08/2022	12	8	66.67

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	11/11/2022	12	9	75
6	23/11/2022	12	6	50
7	01/12/2022	12	6	50
8	22/12/2022	13	8	61.54
9	14/02/2023	13	11	84.62
10	23/03/2023	13	8	61.54

### C. COMMITTEE MEETINGS

Number of meetings held

25

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	10/05/2022	4	4	100
2	Audit Committee	11/08/2022	4	4	100
3	Audit Committee	10/11/2022	5	2	40
4	Audit Committee	23/11/2022	5	3	60
5	Audit Committee	13/02/2023	5	5	100
6	Audit Committee	23/03/2023	5	5	100
7	Risk Committee	11/05/2022	5	4	80
8	Risk Committee	12/08/2022	5	4	80
9	Risk Committee	11/11/2022	5	2	40
10	Risk Committee	14/02/2023	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	07/08/2023
								(Y/N/NA)

1	DINESH KUM	10	10	100	4	3	75	Yes
2	SUMANTRA E	10	7	70	19	12	63.16	Yes
3	RAJAT MOHA	10	7	70	16	15	93.75	Yes
4	MATANGI GO	10	10	100	16	15	93.75	Yes
5	VINEET CHAN	10	7	70	10	7	70	Yes
6	ANURAG AGP	10	10	100	8	8	100	Yes
7	WILHELMUS	10	4	40	6	0	0	No
8	DAVID PARAL	9	6	66.67	0	0	0	No
9	SHRI RAM ME	10	2	20	0	0	0	Not Applicable
10	PAUL GRATIE	10	1	10	0	0	0	Not Applicable
11	STEPHEN DC	3	2	66.67	0	0	0	Yes
12	PIYUSH GOE	10	8	80	22	18	81.82	No
13	MANOJ KUMA	10	10	100	10	9	90	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	Manoj Kumar Naray	Managing Direct	23,061,605	0	0	0	23,061,605
	Total		23,061,605	0	0	0	23,061,605

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	Milind Ramchandra	Chief Financial C	12,354,285	0	0	0	12,354,285
2	Anirudh Singh G Th	Company Secre	8,874,899	0	0	0	8,874,899
	Total		21,229,184	0	0	0	21,229,184

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
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Matangi Gowrishan	Independent Dir	0	1,250,000	0	700,000	1,950,000
2	Sumantra Banerjee	Independent Dir	0	1,250,000	0	520,000	1,770,000
3	Rajat Mohan Nag	Independent Dir	0	1,250,000	0	580,000	1,830,000
4	Dinesh Kumar Mitta	Independent Dir	0	2,500,000	0	460,000	2,960,000
	Total		0	6,250,000	0	2,260,000	8,510,000

#### 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

2

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
Arohan Financial S	RBI	08/07/2022	The Foreign Exchan	INR 0.05 Lakhs	
Arohan Financial S	RBI	12/01/2023	The Foreign Exchan	INR 0.16 lakhs	

(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

Prateek Kohli

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

16457

**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. ... **211.15E** dated **12/05/2023**

(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

MANOJ KUMAR  
NARAYAN  
NAMBIAR  
Digitally signed by  
MANOJ KUMAR  
NARAYAN NAMBIAR  
Date: 2023.10.04  
18:46:43 +05'30'

DIN of the director

03172919

**To be digitally signed by**

ANIRUDH  
SINGH G  
THAKUR  
Digitally signed by  
ANIRUDH SINGH G  
THAKUR  
Date: 2023.10.04  
18:48:54 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

13210

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**

MGT8.pdf  
List of ShareholdersDebentureholders.pdf  
Debenture Transfer detail 01-04-2022.pdf  
Share Transfer detail as on 01-04-2022.pd  
[Details of Committee meeting 2022-23\\_Fin](#)

**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**