

FORM NO. MGT-7

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

U65923MH2015PTC264997

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCF5878N

(ii) (a) Name of the company

FINTREE FINANCE PRIVATE LIM

(b) Registered office address

4TH FLOOR, ENGINEERING CENTRE, OPERA HOUSE, 9 MATTHEW ROAD
MUMBAI
Mumbai City
Maharashtra
400004

(c) *e-mail ID of the company

CS*****@CE.COM

(d) *Telephone number with STD code

18*****11

(e) Website

<https://fintreefinance.com/>

(iii) Date of Incorporation

28/05/2015

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

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 27/09/2024

(b) Due date of AGM 30/09/2024

(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 | 30,450,009 | 30,407,947 | 30,407,947 | 30,407,947 |
| Total amount of equity shares (in Rupees) | 304,500,090 | 304,079,470 | 304,079,470 | 304,079,470 |

Number of classes 1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------|--------------------|----------------|--------------------|-----------------|
| EQUITY SHARES | | | | |
| Number of equity shares | 30,450,009 | 30,407,947 | 30,407,947 | 30,407,947 |

| | | | | |
|---|-------------|-------------|-------------|-------------|
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 304,500,090 | 304,079,470 | 304,079,470 | 304,079,470 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 1,200,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 12,000,000 | 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 | 1,200,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 12,000,000 | 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 |
|---|------------------|-------|----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 30,407,947 | 0 | 30407947 | 304,079,470 | 304,079,470 | |
| Increase during the year | 0 | 0 | 0 | 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 | | | | | | | |
| | | | | | | | |
| Decrease during the year | | 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 | | | | | | | |
| | | | | | | | |
| At the end of the year | | 30,407,947 | 0 | 30407947 | 304,079,47 | 304,079,47 | |
| | | | | | | | |
| 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)

| 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 | | 27/09/2023 | |
| Date of registration of transfer (Date Month Year) | | 07/04/2023 | |
| Type of transfer | Equity Shares | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | 500 | Amount per Share/ Debenture/Unit (in Rs.) | 10 |
| Ledger Folio of Transferor | 02 | | |
| Transferor's Name | Bhattar | | Anil |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | 07 | | |

| | | | |
|---|----------------------|--|----------------------|
| Transferee's Name | Shah | Amulakh | Lalit |
| | 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 | 11,000 | 10000 | 110,000,000 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 110,000,000 |

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 | 0 | 110,000,000 | 0 | 110,000,000 |
| 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

352,986,356.81

(ii) Net worth of the Company

222,479,639.13

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 | 21,194,014 | 69.7 | 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) | 8,781,433 | 28.88 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 29,975,447 | 98.58 | 0 | 0 |

Total number of shareholders (promoters)

5

(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 | 432,500 | 1.42 | 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 | 432,500 | 1.42 | 0 | 0 |
|--|--|--------------|---------|------|---|---|

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 | 5 | 5 |
| Members (other than promoters) | 2 | 1 |
| Debenture holders | 0 | 1 |

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 | 2 | 0 | 2 | 0 | 12.8 | 0 |
| B. Non-Promoter | 1 | 0 | 1 | 0 | 0 | 0 |
| (i) Non-Independent | 1 | 0 | 1 | 0 | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 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 | 3 | 0 | 3 | 0 | 12.8 | 0 |

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

6

(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) |
|-------------------|------------|---------------------|--------------------------------|--|
| LALIT AMULAKH SHA | 03549047 | Managing Director | 2,149,982 | |
| RAJESH HARICHARA | 00354025 | Whole-time director | 0 | |
| PIYUSH AMULAKH SH | 06415589 | Director | 1,743,213 | |
| SANDEEP MAHENDR | AELPC9192A | CFO | 0 | |
| SWETA PANKAJ PAR | BNEPP7457E | Company Secretar | 0 | |
| RAJESH HARICHARA | AAKPD6891L | CEO | 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) |
|------------------|------------|--|---|--|
| RAJESH HARICHARA | AAKPD6891L | CEO | 12/02/2024 | 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

4

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|--------------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Extra Ordinary General Meeting | 26/06/2023 | 6 | 5 | 98.58 |
| Extra Ordinary General Meeting | 26/07/2023 | 6 | 5 | 98.58 |
| Extra Ordinary General Meeting | 04/08/2023 | 6 | 5 | 98.58 |
| Annual General Meeting | 27/09/2023 | 6 | 5 | 98.58 |

B. BOARD MEETINGS

*Number of meetings held

16

| 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 | 07/04/2023 | 3 | 3 | 100 |
| 2 | 17/04/2023 | 3 | 3 | 100 |
| 3 | 19/06/2023 | 3 | 3 | 100 |
| 4 | 11/07/2023 | 3 | 3 | 100 |
| 5 | 25/07/2023 | 3 | 3 | 100 |
| 6 | 03/08/2023 | 3 | 3 | 100 |
| 7 | 10/08/2023 | 3 | 3 | 100 |
| 8 | 14/08/2023 | 3 | 3 | 100 |
| 9 | 17/08/2023 | 3 | 3 | 100 |
| 10 | 21/08/2023 | 3 | 3 | 100 |
| 11 | 28/08/2023 | 3 | 3 | 100 |
| 12 | 05/09/2023 | 3 | 3 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

2

| 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 | Credit and Ris | 10/06/2023 | 3 | 3 | 100 |
| 2 | Credit and Ris | 18/11/2023 | 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 | 27/09/2024 |
| | | | | | | | | (Y/N/NA) |
| 1 | LALIT AMULA | 16 | 16 | 100 | 0 | 0 | 0 | Yes |

| | | | | | | | | |
|---|------------|----|----|-------|---|---|-----|-----|
| 2 | RAJESH HAR | 16 | 16 | 100 | 2 | 2 | 100 | Yes |
| 3 | PIYUSH AMU | 16 | 15 | 93.75 | 2 | 2 | 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 | Lalit Amulakh Shah | Managing Director | 1,952,400 | 0 | 0 | 0 | 1,952,400 |
| 2 | Rajesh Haricharan I | Whole Time Director | 2,142,000 | 0 | 0 | 0 | 2,142,000 |
| | Total | | 4,094,400 | 0 | 0 | 0 | 4,094,400 |

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 | Sandeep Mahendra | CFO | 2,284,058 | 0 | 0 | 0 | 2,284,058 |
| 2 | Sweta Pankaj Parel | Company Secretary | 593,885 | 0 | 0 | 0 | 593,885 |
| | Total | | 2,877,943 | 0 | 0 | 0 | 2,877,943 |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

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

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

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.
 (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
 (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

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:

- 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.
- 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 | <div>RAJESH HARISHAR AN DUBEY</div> | | |
| DIN of the director | <div>0*3*4*2*</div> | | |
| To be digitally signed by | <div>PARESH NAVITA PANKAJ</div> | | |
| <input checked="" type="radio"/> Company Secretary | | | |
| <input type="radio"/> Company secretary in practice | | | |
| Membership number | <div>4*7*4</div> | Certificate of practice number | <div></div> |
| Attachments | | List of attachments | |
| 1. List of share holders, debenture holders | | <div>Attach</div> | <div>List of Security Holders_FFPL.pdf MGT-6.pdf Intimation of Designated person.pdf List of Board meeting.pdf</div> |
| 2. Approval letter for extension of AGM; | | <div>Attach</div> | |
| 3. Copy of MGT-8; | | <div>Attach</div> | |
| 4. Optional Attachment(s), if any | | <div>Attach</div> | |
| | | <div>Remove attachment</div> | |
| <div>Modify</div> <div>Check Form</div> <div>Prescribing</div> <div>Submit</div> | | | |

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

To,
Registrar of Companies,
108, Everest, Marine Drive,
Mumbai-400002, Maharashtra

Dear Sir,

Subject: Intimation of the Designated Person for furnishing and extending co-operation for providing information with respect to beneficial interest in the shares of the Company

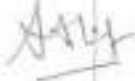
Ref.: Rule 9(7) of the Companies (Management and Administration) Rules, 2014 as introduced by the Companies (Management and Administration) Second Amendment Rules, 2023

Pursuant to the provisions of Rule 9(4) of the Companies (Management and Administration) Rules, 2014 as introduced by the Companies (Management and Administration) Second Amendment Rules, 2023 effective from 27th October 2023, every company is required to designate a person who shall be responsible for furnishing, and extending co-operation for providing information to the Registrar or any other authorized officer with respect to beneficial interest in the shares of the Company.

In this regard, we wish to inform your good office that the Board of Directors of the Company vide resolution passed on 18th November, 2023, designated Mr. Sweta Pankaj Parakh, Company Secretary as the Designated Person(s) of the Company.

Kindly take the above on records.

For Finfree Finance Private Limited



Lalit Amulakh Shah
Managing Director
DIN:03549047
Address: A 3601, 36th Floor, Plot No 370, A
Wing, Shreepati Jewel, Taty Gharpure Marg
Pimpalwadi, Mumbai-400004, Maharashtra.

Date: 25th November, 2024
Place: Mumbai

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 13 | 18/11/2024 | 3 | 3 | 100 |
| 14 | 03/01/2024 | 3 | 3 | 100 |
| 15 | 12/02/2024 | 3 | 3 | 100 |
| 16 | 11/03/2024 | 3 | 2 | 66.67 |

For FINTREE FINANCE PRIVATE LIMITED



Lalit Amulakh Shah
Managing Director
DIN:03549647



Address: A 3601, 36th Floor, Plot No 370, A Wing,
Shreeputi Jewel, Tatyasaheb Chhapure Marg Pimpalwadi,
Mumbai-400004, Maharashtra

List of Equity Shareholders as on 31st March 2024

| Name | No. of Shares held | Amount (In Rs.) | % of Shareholding |
|-----------------------------|--------------------|---------------------|-------------------|
| Amulakh Shah | 1,64,29,212 | 16,42,92,120 | 54.03 |
| GL Finstock Private Limited | 87,81,433 | 8,78,14,330 | 28.88 |
| Shurad Agarwal | 4,32,500 | 43,25,000 | 1.42 |
| Lalit Amulakh Shah | 21,49,982 | 2,14,99,820 | 7.07 |
| Amulakh Shah HUF | 8,71,607 | 87,16,070 | 2.87 |
| Piyush Amulakh Shah | 17,43,213 | 1,74,32,130 | 5.73 |
| Total | 3,04,07,947 | 30,40,79,470 | 100 |

List of Debenture Holders as on 31st March 2024

| Name of Debenture holder | Number of Debentures | Amount of Debentures (In Rs.) |
|--|----------------------|-------------------------------|
| OKTech AA Information Services Private Limited | 11,000 | 11,00,00,000 |
| Total | 11,000 | 11,00,00,000 |

For FINTREE FINANCE PRIVATE LIMITED


Lalit Amulakh Shah
Managing Director
DIN:03549047
Address: A 3601, 36th Floor, Plot No 370, A Wing,
Shreepati Jewel, Tatyra Gharpure Marg Pimpalwadi,
Mumbai-400004, Maharashtra



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Fintree Finance Private Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on 31st March, 2024. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year i.e., 31st March, 2024 correctly and adequately.

B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of the following:

1. The Company is a Private Company limited by shares and has not changed its status under the Act during the aforesaid Financial Year;
2. That all the statutory registers and books required under the Act have been maintained by the Company and all the entries are duly made therein within the prescribed time.
3. The Company has filed all the statutory forms and returns during the financial year under review with the Registrar of Companies except charge forms stated in Point 16. The list of all the forms and returns filed with the Registrar of Companies is enclosed as *Annexure-1*.

Further, during the aforesaid financial year, no approval of Regional Director, Central Government, Tribunal, Court or other authorities was required to be obtained and hence no form was required to be filed in this regard.

4. That all the meetings of the Board of Directors, Committee meetings and the meetings of the Members of the Company were called, convened and held during the year on or before due dates as stated in the Annual Return, in respect of which notice, agenda, draft minutes and signed minutes were circulated by the Company. The Minutes of the respective meetings have been maintained and signed as per the requirements of the Act.

Further, there was no proceeding done through postal ballot during the financial year and the Company has complied with applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

A detailed list of all Board Meetings, Committee Meetings and General Meetings held during the year is enclosed as *Annexure-2*.

5. Since the Company is a Private Limited Company, the Register of Members / Security holders is not required to be closed;
6. The Company being a Non-Banking Financial Company (NBFC), the provisions of the Section 185 of the Act relating to granting of Loan or advances to its Directors and/or persons or firms or companies in which Director is interested was not applicable.



7. During the financial year, the Company has entered into transactions with related parties which were in the ordinary course of business and at arm's length basis. Therefore, the transactions are outside the purview of Section 188 of the Act.
8. During the year under review, the Company has approved the following un-secured, redeemable, transferable Non-Convertible Debentures (NCDs) having a face value of INR 10,000/- each at a coupon rate of 12% p.a. on preferential basis through private placement to Oktech AA Information Services Private Limited:
- a. 1000 NCDs in Board meeting held on 17th April, 2023 and members in their meeting held on 26th June, 2023.
- b. 10,000 NCDs in its Board meeting held on 3rd August, 2023 and members in their meeting held on 4th August, 2023.

Accordingly post receipt of remittance amount, the Company allotted the NCDs in various tranches to Oktech AA Information Services Private Limited as per the following details:

| Date of Board meeting | No. of NCDs allotted | Subscription amount (in INR) |
|---------------------------------|----------------------|---------------------------------|
| 11 th July, 2023 | 1,000 | 1,00,00,000 |
| 10 th August, 2023 | 2,000 | 2,00,00,000 |
| 14 th August, 2023 | 2,000 | 2,00,00,000 |
| 17 th August, 2023 | 1,000 | 1,00,00,000 |
| 21 st August, 2023 | 2,000 | 2,00,00,000 |
| 28 th August, 2023 | 2,000 | 2,00,00,000 |
| 5 th September, 2023 | 1,000 | 1,00,00,000 |
| Total | 11,000 | 11,00,00,000 |

In relation to the above, the company has duly complied with the relevant provisions relating to issue and allotment of Debentures.

Also, during the financial year, the company has registered transfer of 500 Equity shares in its Board meeting held on 7th April, 2023 from Mr. Anil Bhattar to Mr. Lalit Amulakh Shah, existing shareholder of the Company.

Except for above, the company has neither bought back any of its securities nor issued any Preference shares/, the provision relating to redemption of Preference shares/Debtenture does not apply. Also, there were no instances of reduction of share capital/conversion of shares/securities.

9. The Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company has not declared any dividend during the year and therefore, was not required to comply with the relevant provisions of the Act; Further, the provisions of Section 125 of the Act relating to transfer of unpaid/ unclaimed dividend/other amounts to the Investor Education and Protection Fund are not applicable to the Company.
11. The Company has complied with the provisions of Section 134 of the Act relating to signing of audited financial statements and report of Directors;
12. Following are the Directors and Key Managerial Personnel ("KMP") of the Company as on 31st March, 2024:

- a) Mr. Piyush Amulakh Shah, Director
- b) Mr. Lalit Amulakh Shah, Managing Director
- c) Mr. Rajesh Haricharan Dubey, Whole-time Director & Chief Executive Officer
- d) Ms. Sweta Pankaj Parokh, Wholetime Company Secretary
- e) Mr. Sandeep Mahendra Chhowala, Chief Financial Officer

During the Financial Year 2023-24, Mr. Rajesh Haricharan Dubey was appointed as Chief Executive Officer (CEO) of the company w.e.f. 12th February 2024.

The company has duly complied with provisions related to appointment, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

13. The existing Statutory Auditors, MVK Associates having FRN: 120222W, were appointed as Statutory Auditors of the Company in Annual General Meeting of the Company held on 30th September, 2019 to hold office till conclusion of ensuing Annual General Meeting of the Company for the Financial Year 2023-24.

The Statutory Auditor of the Company - MVK Associates, Chartered Accountant, (Firm Registration No.: 120222W) were reappointed in the Annual General Meeting (AGM) of the Company held for FY 2023-24 on 27th September 2024 and are holding the office for a period of five years beginning from the conclusion of that AGM till the conclusion of the AGM of the Company for the financial year 2028-29.

The Company has duly complied with all the provisions for appointment and re-appointment of Auditor as per the provisions of section 139 of the Act;

14. The Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the aforesaid financial year;
15. The Company has not accepted or renewed or repaid any deposits during the year.
16. During the financial year, the company has approved following borrowings from banks and financial institutions:
- a. Modification in terms and conditions of credit facility of Rs. 18,00,00,000/- availed from the State Bank of India which was approved by Board of Directors in its meeting held on 17th April, 2023 for which Charge form was filed with ROC
 - b. Financial assistance of not exceeding Rs. 72,00,000/- and Rs. 1,53,00,000/- from ICICI Bank against Fixed Deposits which was duly approved by Board of Directors in its meeting held on 17th April, 2023
 - c. Overdraft facility from Yes Bank Rs. 10,00,00,000/- and against Fixed Deposits which was duly approved by Board of Directors in its meeting held on 19th June, 2023
 - d. Overdraft facilities of not exceeding Rs. 4,59,000/- from ICICI Bank against Fixed Deposits which was duly approved by Board of Directors in its meeting held on 19th June, 2023
 - e. Modification in terms and conditions of credit facility availed from the South Indian Bank Ltd. for an amount of Rs. 86,00,000/- which was approved by Board of Directors in its meeting held on 12th February, 2024 for which Charge form was filed with ROC



The Company could not file the charge forms for the financial assistance obtained from ICICI Bank and Yes Bank against the Fixed deposits since the Chargeholders were of the opinion that the abovementioned facilities do not require filing of the charge forms.

Apart from above, the Company has not obtained any other Borrowings from its directors, members, public financial institutions and banks.

17. The Company being a Non-Banking Financial Company (NBFC), the provisions of Section 186 except Section 186(1) of the Act relating to granting loans / investments or guarantees or providing security to other bodies corporate or persons failing was not applicable.
18. The Company in its Board meeting held on 5th September, 2023 approved alteration in the Articles of Association (AOA) of the Company for purpose of maintaining correct serial numbering of its Articles of Association and alteration in the ancillary objects of the Company by inserting borrowing clause and amended of its Memorandum of Association which were further approved in the Extra ordinary General meeting of the Company held on 27th September, 2024. The Company has complied with the relevant provisions of the Act.

For Preeti Pahwa & Associates
Company Secretaries



Preeti Pahwa
M. No.: F5846
C.P. No.: 8263

UDIN: F005846F002558495

Date: 22nd November, 2024
Place: Gurugram

Details of Forms filed with ROC during the Financial Year 2023-24

| S. No. | Date of event | Form No. | Particulars | Date of filing | Late filing Yes/No |
|--------|---------------|----------|--|----------------|--------------------|
| 1. | 28/02/2023 | DIR-12 | Resignation of Mr. Ajay Singh from the post of Company Secretary of the Company | 26/05/2023 | Yes |
| 2. | 01/03/2023 | DIR-12 | Appointment of Ms. Sweta Pankaj Parekh as Company Secretary of the Company | 30/05/2023 | Yes |
| 3. | 06/04/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from AU Small Finance Bank Limited | 13/04/2023 | No |
| 4. | 14/04/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from Western Capital Advisors Private Limited | 19/04/2023 | No |
| 5. | 15/04/2023 | CHG-1 | Modification of Charge for secured term loan availed from State Bank of India | 11/05/2023 | No |
| 6. | 28/04/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from Moneywise Financial Services Private Limited | 01/05/2023 | No |
| 7. | 28/04/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from MAS Financial Services Limited | 16/05/2023 | No |
| 8. | 08/05/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from Eclear Leasing & Finance Private Limited | 23/05/2023 | No |
| 9. | 27/05/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from Cholamandalam Investment and Finance Company Limited | 07/06/2023 | No |
| 10. | 26/06/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from MAS Financial Services Limited | 04/07/2023 | No |
| 11. | 26/06/2023 | MGT-14 | Filing of Special resolution for approving the investment by OkTech AA Information Services Private Limited in NCDs of the company through Private Placement | 05/07/2023 | No |
| 12. | 11/07/2023 | PAS-3 | Filing of Return of allotment of 1000 NCD's to OkTech AA Information Services Private Limited | 13/07/2023 | No |
| 13. | 04/08/2023 | MGT-14 | Filing of Special resolution for approving the offer and issuance of NCDs on a preferential basis through Private Placement | 07/08/2023 | No |



| | | | | | |
|-----|------------|--------------------------|---|------------|-----|
| 14. | 10/08/2023 | PAS-3 | Filing of Return of allotment of 2000 NCDs to OkTech AA Information Services Private Limited | 11/08/2023 | No |
| 15. | 14/08/2023 | PAS-3 | Filing of Return of allotment of 2000 NCDs to OkTech AA Information Services Private Limited | 14/08/2023 | No |
| 16. | 17/08/2023 | PAS-3 | Filing of Return of allotment of 1000 NCDs to OkTech AA Information Services Private Limited | 18/08/2023 | No |
| 17. | 21/08/2023 | PAS-3 | Filing of Return of allotment of 2000 NCDs to OkTech AA Information Services Private Limited | 21/08/2023 | No |
| 18. | 28/08/2023 | PAS-3 | Filing of Return of allotment of 2000 NCDs to OkTech AA Information Services Private Limited | 28/08/2023 | No |
| 19. | 05/09/2023 | PAS-3 | Filing of Return of allotment of 1000 NCDs to OkTech AA Information Services Private Limited | 08/09/2023 | No |
| 20. | 12/09/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from MAS Financial Services Limited | 14/09/2023 | No |
| 21. | 27/09/2023 | MGT-14 along with INC-34 | Filing of Special Resolution for approving amendment in the Articles of Association of the Company | 26/10/2023 | No |
| 22. | 27/09/2023 | MGT-14 along with INC-33 | Filing of Special resolution for approving amendment in the ancillary objects in the Memorandum of Association of the Company | 23/10/2023 | No |
| 23. | 27/09/2023 | AOC-4 | Filing of Financial Statements for the financial year 2023-24 | 16/10/2023 | No |
| 24. | 27/09/2023 | MGT-7 | Filing of Annual Return for the financial year 2023-24 | 24/11/2023 | No |
| 25. | 09/10/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from Grow Money Capital Private Limited | 12/10/2023 | No |
| 26. | 10/10/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from Real Touch Finance Limited | 18/10/2023 | No |
| 27. | 26/12/2023 | CHG-4 | Satisfaction of Charge regarding the loan availed from MAS Financial Services Limited | 28/12/2023 | No |
| 28. | 12/02/2024 | CHG-1 | Modification of Charge for secured term loan availed from South Indian | 19/03/2024 | Yes |



Preeti Pahwa & Associates

Company Secretaries

| | | | | | |
|-----|------------|--------|---|------------|----|
| | | | Bank Limited | | |
| 29. | 12/02/2024 | DIR-12 | Appointment of Mr. Rajesh Haricharan Dubey as Chief Executive Officer of the Company. | 21/02/2024 | No |
| 30. | 14/02/2024 | BEN-2 | Filing of Return to the Registrar in respect of declaration under section 90 | 21/02/2024 | No |

For Preeti Pahwa & Associates
Company Secretaries



Preeti Pahwa

M. No.: F5846

C.P. No.: 8263

UDIN: F005846F002558495

Date: 22nd November, 2024
Place: Gurugram

Index of the Meetings held during the Financial Year 2023-24

A. General Meetings (Annual General Meeting "AGM"/Extra-Ordinary General Meeting "EGM"):

| Type of Meeting | Date of meeting | Total No. of Members | No. Members attended | Total No. of Directors | No. of Directors attended |
|-----------------|-----------------|----------------------|----------------------|------------------------|---------------------------|
| EGM | 26/06/2023 | 6 | 5 | 3 | 3 |
| EGM | 26/07/2023 | 6 | 5 | 3 | 3 |
| EGM | 04/08/2023 | 6 | 5 | 3 | 3 |
| AGM | 27/09/2023 | 6 | 5 | 3 | 3 |

B. Board Meetings:

| S. No. | Date of meeting | Total No. of Directors | No. of Directors attended |
|--------|-----------------|------------------------|---------------------------|
| 1. | 07/04/2023 | 3 | 3 |
| 2. | 17/04/2023 | 3 | 3 |
| 3. | 19/06/2023 | 3 | 3 |
| 4. | 11/07/2023 | 3 | 3 |
| 5. | 25/07/2023 | 3 | 3 |
| 6. | 03/08/2023 | 3 | 3 |
| 7. | 10/08/2023 | 3 | 3 |
| 8. | 14/08/2023 | 3 | 3 |
| 9. | 17/08/2023 | 3 | 3 |
| 10. | 21/08/2023 | 3 | 3 |
| 11. | 28/08/2023 | 3 | 3 |
| 12. | 05/09/2023 | 3 | 3 |
| 13. | 18/11/2023 | 3 | 3 |
| 14. | 03/01/2024 | 3 | 3 |
| 15. | 12/02/2024 | 3 | 3 |
| 16. | 11/03/2024 | 3 | 2 |



C. Committee meetings:

| S. No. | Type of Committee | Date of meeting | Total No. of Members | No. of Members attended |
|--------|--------------------------------------|-----------------|----------------------|-------------------------|
| 1. | Credit and Risk Management Committee | 10/06/2023 | 3 | 3 |
| 2. | Credit and Risk Management Committee | 18/11/2023 | 3 | 3 |



Date: 22nd November, 2024
Place: Gurugram

Preeti Pahwa
M. No.: FS846
C.P. No.: 8263

UDIN: F005846500 2558495