

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

U70101WB1995PLC073339

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCG0611R

(ii) (a) Name of the company

BANDHAN FINANCIAL SERVICE

(b) Registered office address

DN-32, Sector-V, Salt Lake City NA
Kolkata
West Bengal
700091
India

(c) *e-mail ID of the company

companysecretary@bandhang

(d) *Telephone number with STD code

03340683134

(e) Website

www.bandhangroup.com

(iii) Date of Incorporation

03/08/1995

(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

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 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 29/09/2023

(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	82.3

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

*No. of Companies for which information is to be given 5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BANDHAN FINANCIAL HOLDIN	U67190WB2014PLC204317	Holding	100
2	BANDHAN BANK LIMITED	L67190WB2014PLC204622	Associate	0
3	Bandhan AMC Limited	U65993MH1999PLC123191	Subsidiary	0
4	Bandhan Mutual Fund Trustee	U69990MH1999PLC123190	Subsidiary	0
5	Bandhan Investment Manager		Subsidiary	0

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	150,000,000	127,821,101	127,821,101	127,821,101
Total amount of equity shares (in Rupees)	1,500,000,000	1,278,211,010	1,278,211,010	1,278,211,010

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	150,000,000	127,821,101	127,821,101	127,821,101
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,500,000,000	1,278,211,010	1,278,211,010	1,278,211,010

(b) Preference share capital

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

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	70,814,413	57,006,688	127821101	1,278,211,0	1,278,211,0	

Increase during the year	0	0	0	50,000	50,000	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 dematerialisation				50,000	50,000	
Decrease during the year	0	0	0	50,000	50,000	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 dematerialisation				50,000	50,000	
At the end of the year	70,814,413	57,006,688	127821101	1,278,211,0	1,278,211,0	
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)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

294,133,796

(ii) Net worth of the Company

32,543,062,123

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)	0	0	0	
10.	Others TRUST	52,061,424	40.73	0	
	Total	52,061,424	40.73	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	4,319,078	3.38	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	10,393,489	8.13	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)	21,350,912	16.7	0	
10.	Others TRUST AND MULTILATERAL	39,696,198	31.06	0	
	Total	75,759,677	59.27	0	0

Total number of shareholders (other than promoters)

46

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

48

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)	46	46
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0
B. Non-Promoter	0	2	1	2	0	0
(i) Non-Independent	0	0	1	0	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	3	0	3	0	0
(i) Banks & FIs	0	1	0	1	0	0
(ii) Investing institutions	0	2	0	2	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	0	7	1	7	0	0

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

10

(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)
ARUN SHRIVASTAVA	06640892	Director	0	
SUBRATA MANDAL	09196193	Director	0	
ARINDAM BANIK	09037345	Director	0	
PANKAJ SOOD	05185378	Nominee director	0	
ARVIND AGRAWAL	02268683	Managing Director	0	
AMIT KUMAR HAZRA	09196376	Director	0	
HULYA KEFELI	08836080	Nominee director	0	
ARUP KUMAR	07682113	Nominee director	0	
AMRIT DAGA	AJIPD8759N	CFO	0	
BIPLAB KUMAR MANI	ANVPM3611K	Company Secretar	0	

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

7

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)
SHRI RAM MEENA	08452187	Nominee director	21/06/2022	CESSATION
SANJAY GOYAL	07961517	Nominee director	21/06/2022	APPOINTMENT
SANJAY GOYAL	07961517	Nominee director	30/03/2023	CESSATION
ARUP KUMAR	07682113	Nominee director	30/03/2023	APPOINTMENT
ARVIND AGRAWAL	02268683	Managing Director	08/04/2022	APPOINTMENT as an Additional dire
AMRIT DAGA	AJIPD8759N	CEO	08/04/2022	Cessation from the designation of CE
ARVIND AGRAWAL	02268683	Managing Director	08/04/2022	Change in designation from Additiona

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	31/08/2022	48	38	99.94

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/04/2022	8	8	100
2	21/06/2022	8	8	100
3	30/08/2022	8	7	87.5
4	22/11/2022	8	8	100
5	01/03/2023	8	7	87.5
6	30/03/2023	8	6	75

C. COMMITTEE MEETINGS

Number of meetings held

22

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	08/04/2022	3	3	100
2	AUDIT COMM	21/06/2022	3	3	100
3	AUDIT COMM	30/08/2022	3	2	66.67
4	AUDIT COMM	22/11/2022	3	3	100
5	AUDIT COMM	28/02/2023	3	3	100

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
6	NOMINATION	21/06/2022	3	3	100
7	NOMINATION	28/02/2023	3	3	100
8	NOMINATION	30/03/2023	3	3	100
9	CORPORATE	27/06/2022	3	3	100
10	CORPORATE	22/12/2022	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	29/09/2023
								(Y/N/NA)
1	ARUN SHRIVASTAVA	6	6	100	8	8	100	No
2	SUBRATA MAHAJAN	6	6	100	12	12	100	Yes
3	ARINDAM BANERJEE	6	6	100	3	3	100	Yes
4	PANKAJ SOOD	6	4	66.67	5	4	80	No
5	ARVIND AGRAWA	6	6	100	11	11	100	Yes
6	AMIT KUMAR	6	6	100	2	2	100	No
7	HULYA KEFE	6	6	100	2	2	100	No
8	ARUP KUMAR	1	0	0	0	0	0	No

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	ARVIND AGRAWA	MANAGING DIRECTOR	12,460,000	0	0	0	12,460,000
	Total		12,460,000	0	0	0	12,460,000

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	AMRIT DAGA	CFO	4,930,000	0	0	0	4,930,000
2	BIPLAB KUMAR MA	COMPANY SEC	3,390,000	0	0	0	3,390,000
	Total		8,320,000	0	0	0	8,320,000

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ARUN SHRIVASTA	DIRECTOR	0	0	0	315,000	315,000
2	SUBRATA MANDAL	DIRECTOR	0	0	0	375,000	375,000
3	PANKAJ SOOD	NOMINEE DIRE	0	0	0	180,000	180,000
4	HULYA KEFELI	NOMINEE DIRE	0	0	0	210,000	210,000
5	ARINDAM BANIK	DIRECTOR	0	0	0	225,000	225,000
6	AMIT KUMAR HAZI	DIRECTOR	0	0	0	210,000	210,000
7	SHRI RAM MEENA	NOMINEE DIRE	0	0	0	30,000	30,000
8	SANJAY GOYAL	NOMINEE DIRE	0	0	0	90,000	90,000
	Total		0	0	0	1,635,000	1,635,000

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

SIDDHI DHANDHARIA

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

13019

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. ... 19 dated 30/06/2023

(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:

- 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

ARVIND AGRAWAL
Digitally signed by ARVIND AGRAWAL
Date: 2023.11.28 19:48:19 +05'30'

DIN of the director

02268683

To be digitally signed by

BIPLAB KUMAR MANI
Digitally signed by BIPLAB KUMAR MANI
Date: 2023.11.28 19:47:54 +05'30'

- ☒ 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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of shareholder_BFSL sign.pdf
BFSL_Form MGT-8.pdf
Committee meeting details sign.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company