

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- GATEWAY BLDGAPOLLO BUNDER NA
MUMBAI
Mumbai City
Maharashtra
400001
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	64
2	H	Transport and storage	H6	Warehousing and storage	11.2
3	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	20.25
4	N	Support service to Organizations	N7	Other support services to organizations	4.55

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	MAHINDRA HOLDINGS LIMITED	U65993MH2007PLC175649	Holding	54.43
2	MAHINDRA AND MAHINDRA LIMITED	L65990MH1945PLC004558	Holding	0
3	Fifth Gear Ventures Limited	U74999MH2015PLC357932	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	95,000,000	93,476,531	93,476,531	93,476,531
Total amount of equity shares (in Rupees)	950,000,000	934,765,310	934,765,310	934,765,310

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	95,000,000	93,476,531	93,476,531	93,476,531
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	950,000,000	934,765,310	934,765,310	934,765,310

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	75,000,000	12,600,000	12,600,000	12,600,000
Total amount of preference shares (in rupees)	750,000,000	126,000,000	126,000,000	126,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
0.001% Non-Cumulative Compulsorily Convertible P				
Number of preference shares	75,000,000	12,600,000	12,600,000	12,600,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	750,000,000	126,000,000	126,000,000	126,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	13,895,273	76,878,231	90773504	907,735,040	907,735,040	

Increase during the year	0	2,703,027	2703027	27,030,270	27,030,270	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	2,703,027	2703027	27,030,270	27,030,270	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
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 <input type="text"/>						
At the end of the year	13,895,273	79,581,258	93476531	934,765,310	934,765,310	
Preference shares						
At the beginning of the year	0	72,877,500	72877500	728,775,000	728,775,000	
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 <input type="text"/>						
Decrease during the year	0	60,277,500	60277500	602,775,000	602,775,000	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	0	60,277,500	60277500	602,775,000	602,775,000	
Converted into Equity						
At the end of the year	0	12,600,000	12600000	126,000,000	126,000,000	

ISIN of the equity shares of the company

INE235W01018

(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	27/07/2023
Date of registration of transfer (Date Month Year)	15/01/2024
Type of transfer	Equity Shares 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	1
Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		IN300214/26607824	
Transferor's Name	ARORA	KUMAR	RAJESH
	Surname	middle name	first name
Ledger Folio of Transferee		IN300214/27131035	
Transferee's Name	PARIKH	ASHOK	JIGNESH
	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

7,468,457,825.3

(ii) Net worth of the Company

1,783,182,754.84

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)	50,875,534	54.43	12,600,000	100
10.	Others	0	0	0	0
	Total	50,875,534	54.43	12,600,000	100

Total number of shareholders (promoters)

8

(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	1,055,764	1.13	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)	38,614,832	41.31	0	0
10.	Others ESOP TRUST	2,930,401	3.13	0	0
	Total	42,600,997	45.57	0	0

Total number of shareholders (other than promoters)

18

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

26

**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	10	8
Members (other than promoters)	19	18
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	0	0	0	0	0
B. Non-Promoter	1	10	1	10	0	0.76
(i) Non-Independent	1	8	1	8	0	0.76
(ii) Independent	0	2	0	2	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	1	10	1	10	0	0.76

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 14

(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)
RAJEEV DUBEY	00104817	Director	97,666	
NARENDRA MAIRPAC	00536905	Director	0	
SONU BHASIN	02872234	Director	0	
AMIT KUMAR SINHA	09127387	Director	0	
RAMESH IYER	00220759	Director	0	
SANJAY LABROO	00009629	Director	616,954	
ANUPAM THAREJA	01091533	Director	0	
VIJESH THOTA	09128139	Director	0	
ROB HUTING	07976619	Director	0	
CHRISTOPHER HANS	07189662	Director	0	
ASHUTOSH PANDEY	08166731	Managing Director	0	
ASHUTOSH PANDEY	AGXPP7134K	CEO	0	
VISHAL AGARWAL	AEDPA0253L	CFO	0	
ANITA HALBE	ABHPH4969H	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 4

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)
SONU BHASIN	02872234	Additional director	01/04/2023	Appointed as AD
SONU BHASIN	02872234	Director	27/07/2023	Change in designation from Al
V Janakiraman	AAQPJ2356L	CFO	31/12/2023	Cessation
Vishal Agarwal	AEDPA0253L	CFO	01/01/2024	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

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	27/07/2023	25	12	98.39

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2023	11	8	72.73
2	27/07/2023	11	9	81.82
3	29/09/2023	11	10	90.91
4	26/10/2023	11	9	81.82
5	24/01/2024	11	9	81.82
6	22/02/2024	11	8	72.73
7	28/02/2024	11	10	90.91

C. COMMITTEE MEETINGS

Number of meetings held

11

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	29/04/2023	3	3	100
2	Audit Committee	26/07/2023	3	3	100
3	Audit Committee	29/09/2023	3	3	100
4	Audit Committee	26/10/2023	3	2	66.67

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
5	Audit Committee	24/01/2024	3	3	100
6	Audit Committee	28/02/2024	3	3	100
7	Nomination and Remuneration	29/04/2023	3	3	100
8	Nomination and Remuneration	26/07/2023	3	3	100
9	Nomination and Remuneration	26/10/2023	3	2	66.67
10	Nomination and Remuneration	24/01/2024	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	26/07/2024
								(Y/N/NA)
1	RAJEEV DUB	7	7	100	0	0	0	Yes
2	NARENDRA M	7	7	100	11	11	100	Yes
3	SONU BHASHI	7	6	85.71	11	8	72.73	Yes
4	AMIT KUMAR	7	7	100	5	5	100	Yes
5	RAMESH IYER	7	7	100	6	6	100	Yes
6	SANJAY LABH	7	5	71.43	0	0	0	No
7	ANUPAM THA	7	3	42.86	0	0	0	No
8	VIJESH THOT	7	7	100	0	0	0	No
9	ROB HUTING	7	6	85.71	0	0	0	Yes
10	CHRISTOPHE	7	1	14.29	0	0	0	No
11	ASHUTOSH F	7	7	100	0	0	0	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	Ashutosh Pandey	Managing Director	29,830,144.98	0	0	3,527,143	33,357,287.98
	Total		29,830,144.98	0	0	3,527,143	33,357,287.98

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	V Jankiraman	Chief Financial Officer	8,469,815	0	0	6,060,846	14,530,661
2	Vishal Agarwal	Chief Financial Officer	1,368,333.39	0	0	2,554,035.6	3,922,368.99
3	Anita Halbe	Company Secretary	454,477	0	0	0	454,477
	Total		10,292,625.39	0	0	8,614,881.6	18,907,506.99

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajeev Dubey	Director	0	0	0	210,000	210,000
2	Narendra Mairpady	Independent Director	0	0	0	530,000	530,000
3	Sonu Bhasin	Independent Director	0	0	0	340,000	340,000
	Total		0	0	0	1,080,000	1,080,000

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

Bhavisha Jewani

Whether associate or fellow

Associate Fellow

Certificate of practice number

9346

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:

- 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

MOHAMM ED TURRA
Digitally signed by MOHAMMED TURRA
 Date: 2024.03.10 17:48:13 +05'30'

DIN of the director

0*7*6*4*

To be digitally signed by

ANITA ANANT HALBE
Digitally signed by ANITA ANANT HALBE
 Date: 2024.03.10 17:50:26 +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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MFCWL_List of Shareholders_31032024.p MFCWL_Number of Committee Meetings h MGT 8_MFCWL.pdf Clarification letter - Insertion of details of D
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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