

# 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]



सत्यमेव जयते

## 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

U67120KA1991PTC059126

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACA3352N

(ii) (a) Name of the company

VISTAAR FINANCIAL SERVICES

(b) Registered office address

Plot No 59 & 60 - 23, 22nd Cross, 29th Main BTM Layout, 2nd Stage NA  
Bengaluru  
Bangalore  
Karnataka  
560076

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

corporate@vistaarfinance.com

(d) \*Telephone number with STD code

08046660900

(e) Website

www.vistaarfinance.com

(iii) Date of Incorporation

04/09/1991

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  (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	K	Financial and insurance Service	K8	Other financial activities	99.33

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	WestBridge Crossover Fund, LL		Holding	52.71

## 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	11,450,480	9,769,280	9,769,280	9,769,280
Total amount of equity shares (in Rupees)	114,504,800	97,692,800	97,692,800	97,692,800

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	11,449,980	9,769,220	9,769,220	9,769,220

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	114,499,800	97,692,200	97,692,200	97,692,200
<b>Class of Shares</b>	<b>Authorised capital</b>	<b>Issued capital</b>	<b>Subscribed capital</b>	<b>Paid up capital</b>
<b>Class A Equity Shares</b>				
Number of equity shares	500	60	60	60
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	5,000	600	600	600

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	63,300,000	62,539,258	62,539,258	62,539,258
Total amount of preference shares (in rupees)	603,300,000	596,295,958	596,295,958	596,295,958

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>Compulsorily Convertible Preference Shares (CCPS)</b>				
Number of preference shares	60,000,000	59,306,300	59,306,300	59,306,300
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	600,000,000	593,063,000	593,063,000	593,063,000
<b>Class of shares</b>	<b>Authorised capital</b>	<b>Issued capital</b>	<b>Subscribed capital</b>	<b>Paid up capital</b>
<b>Class A Compulsorily Convertible Preference Share</b>				
Number of preference shares	3,300,000	3,232,958	3,232,958	3,232,958
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	3,300,000	3,232,958	3,232,958	3,232,958

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
At the beginning of the year	1,938,865	7,830,415	9769280	97,692,800	97,692,800	

<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	1,938,865	7,830,415	9769280	97,692,800	97,692,800	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	12,551,433	49,987,825	62539258	596,295,958	596,295,958	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	12,551,433	49,987,825	62539258	596,295,958	596,295,958	

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	30/06/2022		
Date of registration of transfer (Date Month Year)	29/06/2022		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	82,250	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		74	
Transferor's Name	Gokhale		Prashant
	Surname	middle name	first name
Ledger Folio of Transferee		IN301549	
Transferee's Name	Kapoor		Sanjiv
	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	1,469.17	1000000	1,469,166,666.01
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			1,469,166,666.01

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	1,715,000,000	0	245,833,333.99	1,469,166,666.01
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

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

**(i) Turnover**

5,385,969,994

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

8,850,982,167

**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	3,871,780	39.63	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)	3,410,176	34.91	34,705,574	55.49
10.	Others	0	0	0	0
	<b>Total</b>	7,281,956	74.54	34,705,574	55.49

Total number of shareholders (promoters)

3
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(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	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)	37	0	24,600,726	39.34
10.	Others          Vistaar Employees Welfare	2,487,287	25.46	3,232,958	5.17
	<b>Total</b>	2,487,324	25.46	27,833,684	44.51

Total number of shareholders (other than promoters) 21

Total number of shareholders (Promoters+Public/  
Other than promoters) 24

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	21	21
Debenture holders	5	4

**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>	2	0	2	0	5.22	0
<b>B. Non-Promoter</b>	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	3	0	3	0	0
(i) Banks & FIs	0	3	0	3	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	2	6	2	6	5.22	0

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

**(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)
CHANDRASHEKHAR E	00059856	Director	0	
BADRI BAHUKUTUMBI	00272372	Nominee director	0	12/05/2023
SHAILESH JAYANTILA	01633893	Nominee director	0	12/05/2023
JAMES VARGHESE AE	02559000	Director	0	
RAMAKRISHNA NISHT	02949469	Managing Director	1,935,890	
BRAHMANAND HEGDE	02984527	Director	1,935,890	
MANJU AGARWAL	06921105	Director	0	
DEEPAK RAMINEEDI	07631768	Nominee director	0	12/05/2023
NISHA SHARMA	DLEPS3954P	Company Secretary	0	25/05/2023
PRASHANT KANI	APKPK4388L	CFO	0	

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

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

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	30/06/2022	24	6	65.4

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/05/2022	8	7	87.5
2	10/08/2022	8	7	87.5
3	06/10/2022	8	7	87.5
4	09/11/2022	8	7	87.5
5	10/02/2023	8	7	87.5

**C. COMMITTEE MEETINGS**

Number of meetings held

59

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	05/05/2022	3	3	100
2	Audit Committee	09/08/2022	3	2	66.67
3	Audit Committee	08/11/2022	3	2	66.67
4	Audit Committee	09/02/2023	3	3	100
5	Risk Committee	05/05/2022	6	5	83.33
6	Risk Committee	09/08/2022	6	4	66.67
7	Risk Committee	08/11/2022	6	4	66.67
8	Risk Committee	09/02/2023	6	4	66.67
9	Nomination &	06/05/2022	5	5	100
10	Nomination &	10/02/2023	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	
1	CHANDRASH	5	5	100	3	3	100	Yes
2	BADRI BAHUJ	5	3	60	8	6	75	No
3	SHAILESH JA	5	4	80	4	2	50	No
4	JAMES VARG	5	4	80	13	9	69.23	No
5	RAMAKRISHN	5	5	100	55	55	100	Yes
6	BRAHMANAN	5	5	100	55	55	100	Yes
7	MANJU AGAF	5	5	100	11	7	63.64	No
8	DEEPAK RAM	5	4	80	2	1	50	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	RAMAKRISHNA NI	Managing Direct	18,700,000	0	0	0	18,700,000
	Total		18,700,000	0	0	0	18,700,000

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	PRASHANT KANI	CFO(KMP)	5,560,000	0	0	0	5,560,000
2	NISHA SHARMA	Company Secre	1,721,000	0	0	0	1,721,000
	Total		7,281,000	0	0	0	7,281,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BRAHMANAND HE	Director	18,700,000	0	0	0	18,700,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	CHANDRASHEKHA	Director	0	1,500,000	0	600,000	2,100,000
3	JAMES VARGHESI	Director	0	1,000,000	0	550,000	1,550,000
4	MANJU AGARWAL	Director	0	1,000,000	0	700,000	1,700,000
	Total		18,700,000	3,500,000	0	1,850,000	24,050,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name 

Krishnamurthy Hegde

Whether associate or fellow  Associate  Fellow

Certificate of practice number

20126

**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. ... 07 dated 09/05/2023

(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

RAMAKRISHNA  
HNA  
NISHTALA

DIN of the director

02949469

**To be digitally signed by**

KRISHNAMURTHY  
URTHY  
HEGDE

- Company Secretary  
 Company secretary in practice

Membership number

37474

Certificate of practice number

20126

**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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

01 List of share holders debenture holders.
03 MGT-8.pdf
04 Committee Meetings.pdf

**Remove attachment**

**Modify**

**Check Form**

**Prescribing**

**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**

