

# 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]



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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- GROUND FLOOR, 90, OKHLA INDUSTRIAL ESTATE PHASE III NA  
NEW DELHI  
South Delhi  
Delhi  
110020
- (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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange Limited (BSE), Calcutta	4
2	National Stock Exchange of India Limited (NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

U67120DL1950PTC001854

Pre-fill

Name of the Registrar and Transfer Agent

RCMC SHARE REGISTRY PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

B-25/1, OKHLA INDUSTRIAL AREA  
PHASE II

(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

28/09/2024

(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

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VLS SECURITIES LIMITED	U74899DL1994PLC062123	Subsidiary	100
2	VLS ASSET MANAGEMENT LIM	U74899DL1995PLC065812	Subsidiary	99.15

3	VLS SUNNIVESH LIMITED	U64990DL2021PLC376479	Subsidiary	100
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#### 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	35,263,492	34,795,992	34,795,992
Total amount of equity shares (in Rupees)	1,500,000,000	352,634,920	347,959,920	347,959,920

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARE				
Number of equity shares	150,000,000	35,263,492	34,795,992	34,795,992
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,500,000,000	352,634,920	347,959,920	347,959,920

###### (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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	2,546,829	32,680,953	35227782	352,277,820	352,277,820	
<b>Increase during the year</b>	0	168,100	168100	1,681,000	1,681,000	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		168,100	168100	1,681,000	1,681,000	
Shares Dematerialised						
<b>Decrease during the year</b>	168,100	431,790	599890	5,998,900	5,998,900	0
i. Buy-back of shares	0	431,790	431790	4,317,900	4,317,900	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	168,100		168100	1,681,000	1,681,000	
Shares Dematerialised						
<b>At the end of the year</b>	2,378,729	32,417,263	34795992	347,959,920	347,959,920	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<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>	0	0	0	0	0	

ISIN of the equity shares of the company

INE709A01018

**(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	
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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

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	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			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
<b>Total</b>					

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

3,998,943,447

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

20,041,154,963

**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	3,410,347	9.8	0	
	(ii) Non-resident Indian (NRI)	485,783	1.4	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)	13,795,806	39.65	0	
10.	Others	0	0	0	
	<b>Total</b>	17,691,936	50.85	0	0

**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	16,098,461	46.27	0	
	(ii) Non-resident Indian (NRI)	222,435	0.64	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	10,800	0.03	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	255,448	0.73	0	
7.	Mutual funds	100	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	508,241	1.46	0	
10.	Others          LLP	8,571	0.02	0	
	<b>Total</b>	17,104,056	49.15	0	0

**Total number of shareholders (other than promoters)**

27,472

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

27,480

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

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**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	8	8
Members (other than promoters)	27,626	27,472
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
<b>A. Promoter</b>	2	1	1	0	0	0
<b>B. Non-Promoter</b>	2	4	3	7	0	0

(i) Non-Independent	2	1	3	2	0	0
(ii) Independent	0	3	0	5	0	0
<b>C. Nominee Directors representing</b>	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	4	5	4	7	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 13

**(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)
Mahesh Prasad Mehro	00016768	Whole-time director	1	05/04/2024
Suresh Kumar Agarwal	00106763	Managing Director	1	
Kishan Kumar Soni	00106037	Whole-time director	1	
Keshav Tandan	10450801	Whole-time director	0	
Dinesh Kumar Mehrotra	00142711	Director	0	
Anoop Mishra	02849054	Director	0	
Adesh Kumar Jain	00512969	Director	2,000	
Shivesh Ram Mehrotra	10259068	Additional director	0	15/08/2024
Najeeb Hamid Jung	02941412	Additional director	0	
Gaurav Goel	00076111	Additional director	0	
Neeraj Vinay Bansal	10499620	Additional director	0	
Kishan Kumar Soni	AIGPS4386P	CFO	0	
Harsh Consul	AAFPC3749P	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 14

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)
DEEPAK KUMAR C	03379600	Director	04/05/2023	Cessation
NEERAJ ARORA	07191167	Director	10/05/2023	Cessation
VIKAS MEHROTRA	06476150	Managing Director	13/07/2023	Cessation
AJIT KUMAR	00106597	Director	26/08/2023	Cessation
DIVYA MEHROTRA	00006494	Director	04/01/2024	Cessation
ANOOP MISHRA	02849054	Additional director	10/08/2023	Appointment
ADESH KUMAR JAI	00512969	Additional director	10/08/2023	Appointment
ANOOP MISHRA	02849054	Director	29/09/2023	Change in designation
ADESH KUMAR JAI	00512969	Director	29/09/2023	Change in designation
NAJEEB HAMID JUI	02941412	Additional director	13/02/2024	Appointment
GAURAV GOEL	00076111	Additional director	13/02/2024	Appointment
SHIVESH RAM MEH	10259068	Additional director	13/02/2024	Appointment
NEERAJ VINAY BAI	10499620	Additional director	29/03/2024	Appointment
KESHAV TANDAN	10450801	Additional director	29/03/2024	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	29/09/2023	27,209	71	48.71

### 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	27/05/2023	7	7	100
2	10/08/2023	8	7	87.5
3	25/09/2023	7	7	100
4	26/10/2023	7	7	100
5	13/02/2024	9	7	77.78
6	29/03/2024	11	9	81.82

### 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 Committee	27/05/2023	3	3	100
2	Audit Committee	10/08/2023	5	4	80
3	Audit Committee	26/10/2023	4	4	100
4	Audit Committee	13/02/2024	4	4	100
5	Nomination and Remuneration	27/05/2023	3	3	100
6	Nomination and Remuneration	10/08/2023	5	4	80
7	Nomination and Remuneration	25/09/2023	4	4	100
8	Nomination and Remuneration	13/02/2024	3	3	100
9	Nomination and Remuneration	29/03/2024	3	2	66.67
10	Stakeholders Forum	28/04/2023	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 28/09/2024 (Y/N/NA)
		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	Mahesh Prasa	6	5	83.33	7	7	100	Not Applicable
2	Suresh Kumar	6	6	100	13	12	92.31	Yes
3	Kishan Kumar	6	6	100	10	9	90	Yes
4	Keshav Tande	1	1	100	0	0	0	Yes
5	Dinesh Kumar	6	6	100	9	8	88.89	Yes
6	Anoop Mishra	5	5	100	17	17	100	No
7	Adesh Kumar	5	5	100	10	10	100	Yes
8	Shivesh Ram	2	0	0	0	0	0	Not Applicable
9	Najeeb Hamid	2	2	100	0	0	0	No
10	Gaurav Goel	2	1	50	0	0	0	Yes
11	Neeraj Vinay E	1	1	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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mahesh Prasad Me	Whole-time Dire	9,403,619	0	0	0	9,403,619
2	Suresh Kumar Agar	Managing Direct	5,040,840	0	0	0	5,040,840
3	Kishan Kumar Soni	Director Finance	4,827,600	0	0	0	4,827,600
4	Keshav Tandan	Whole-time Dire	46,935	0	0	0	46,935
5	Vikas Mehrotra	Managing Direct	2,290,968	0	0	0	2,290,968
	Total		21,609,962	0	0	0	21,609,962

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Harsh Consul	Company Secre	3,372,960	0	0	0	3,372,960
	Total		3,372,960	0	0	0	3,372,960

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dinesh Kumar Mehra	Independent Dir	0	0	0	570,000	570,000
2	Anoop Mishra	Independent Dir	0	0	0	545,000	545,000
3	Adesh Kumar Jain	Independent Dir	0	0	0	510,000	510,000
4	Shivesh Ram Mehra	Non-Executive Dir	0	0	0	0	0
5	Najeeb Hamid Jung	Independent Dir	0	0	0	120,000	120,000
6	Gaurav Goel	Non-Executive Dir	0	0	0	60,000	60,000
7	Neeraj Vinay Bansal	Independent Dir	0	0	0	60,000	60,000
8	Ajit Kumar	Independent Dir	0	0	0	125,000	125,000
9	Divya Mehrotra	Non-Executive Dir	0	0	0	300,000	300,000
	Total		0	0	0	2,290,000	2,290,000

#### 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

(In case of 'No', submit the details separately through the method specified in instruction kit)

**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.

**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:

- 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 

DIN of the director

**To be digitally signed by** 

- 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

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

**List of attachments**

MGT 8 VLS 2024.pdf Additional Details2024.pdf Disclosure_Section 89.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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**