

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

U67120HR2005PLC036952

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACF9386P

(ii) (a) Name of the company

ORBIS FINANCIAL CORPORATI

(b) Registered office address

4A, Technopolis Sector 54, Golf Club Road NA
Gurgaon
Haryana
122002
India

(c) *e-mail ID of the company

compliance@orbisfinancial.in

(d) *Telephone number with STD code

01244546500

(e) Website

www.orbisfinancial.in

(iii) Date of Incorporation

28/11/2005

(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

U74899DL1995PTC071324

Pre-fill

Name of the Registrar and Transfer Agent

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

D-153A, FIRST FLOOR
OKHLA INDUSTRIAL AREA, PHASE-I

(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	100

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

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ORBIS TRUSTEESHIP SERVICES	U67190HR2020PTC086288	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	158,000,000	113,633,004	113,633,004	113,633,004
Total amount of equity shares (in Rupees)	1,580,000,000	1,136,330,040	1,136,330,040	1,136,330,040

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	158,000,000	113,633,004	113,633,004	113,633,004
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,580,000,000	1,136,330,040	1,136,330,040	1,136,330,040

(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	0	94,314,771	94314771	943,147,710	943,147,710	
Increase during the year	0	19,318,233	19318233	193,182,330	193,182,330	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	16,214,133	16214133	162,141,330	162,141,330	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	3,104,100	3104100	31,041,000	31,041,000	
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	0	113,633,004	113633004	1,136,330,0	1,136,330,	
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

INE155K01013

(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
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

2,967,347,527

(ii) Net worth of the Company

4,259,724,011

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	27,824,126	24.49	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	6,918,296	6.09	0	
	Total	34,742,422	30.58	0	0

Total number of shareholders (promoters)

10

(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	41,534,122	36.55	0	
	(ii) Non-resident Indian (NRI)	8,998,569	7.92	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)	10,778,183	9.49	0	
10.	Others HUF, Trusts	17,579,708	15.47	0	

	Total	78,890,582	69.43	0	0
--	--------------	------------	-------	---	---

Total number of shareholders (other than promoters)

734

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

744

**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	10
Members (other than promoters)	236	734
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	1	1	1	1	23.34	0.96
B. Non-Promoter	1	5	1	6	4.13	2.83
(i) Non-Independent	1	3	1	4	4.13	2.83
(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	2	6	2	7	27.47	3.79

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

11

(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)
ATUL GUPTA	00528086	Whole-time director	26,525,601	
MANASI GUPTA	05355444	Director	1,088,609	
PRANAY KOTHARI	00004003	Director	0	
MICHAEL JOHANN ED	05330226	Director	0	12/05/2023
SHACHINDRA NATH	00510618	Director	0	06/05/2023
RUP CHAND JAIN	00092600	Director	3,219,984	
SHYAMSUNDER BASU	08516709	Managing Director	4,690,000	
ABHIMANYU SIDDHARTHA	08255401	Director	0	
NIKHIL GOIDIKA	09079354	Additional director	0	29/09/2023
Rishav Bagrecha	AGGPB3752L	CFO	200,000	
Shyamsunder Basudeo	AINPP2842E	CEO	4,690,000	

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

3

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)
CHANDANI BHATIA	BDQPB6478K	Company Secretary	01/06/2022	Appointment
CHANDANI BHATIA	BDQPB6478K	Company Secretary	22/12/2022	Cessation
NIKHIL GOIDIKA	09079354	Additional director	30/12/2022	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	29/09/2022	368	13	48.77

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	01/06/2022	8	5	62.5
2	17/08/2022	8	6	75
3	21/11/2022	8	5	62.5
4	30/12/2022	8	4	50
5	28/02/2023	9	5	55.56

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	17/08/2022	3	3	100
2	Nomination and Remuneration	28/05/2022	4	4	100
3	Nomination and Remuneration	17/08/2022	4	4	100
4	Nomination and Remuneration	11/10/2022	4	4	100
5	Nomination and Remuneration	28/02/2023	4	4	100
6	Corporate Social Responsibility	23/03/2023	3	3	100
7	Management Committee	23/06/2022	2	2	100
8	Management Committee	03/11/2022	2	2	100
9	Management Committee	23/01/2023	2	2	100
10	Management Committee	20/03/2023	2	2	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	ATUL GUPTA	5	5	100	11	11	100	Yes
2	MANASI GUP	5	5	100	5	5	100	No
3	PRANAY KOT	5	1	20	5	5	100	No
4	MICHAEL JOH	5	0	0	0	0	0	No
5	SHACHINDRA	5	3	60	5	5	100	No
6	RUP CHAND	5	1	20	0	0	0	No
7	SHYAMSUND	5	5	100	5	5	100	Yes
8	ABHIMANYU	5	5	100	0	0	0	No
9	NIKHIL GOIDI	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Atul Gupta	Whole-Time Director	8,492,320	0	0	0	8,492,320
2	Shyamsunder Basu	Managing Director	81,218,809	0	0	0	81,218,809
	Total		89,711,129	0	0	0	89,711,129

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	Rishav Bagrecha	CFO	14,915,988	0	0	0	14,915,988
2	Chandni Bhatia	Company Secretary	729,492	0	0	0	729,492
	Total		15,645,480	0	0	0	15,645,480

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

PANKAJ NIGAM & ASSOCIATES

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7979

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

Shyamsund
er Basudeo
Agarwal

Digitally signed by
Shyamsunder
Basudeo Agarwal
Date: 2023.12.14
11:51:58 +05'30'

DIN of the director

To be digitally signed by

PRACHI
KHANNA

Digitally signed by
PRACHI KHANNA
Date: 2023.12.14
11:52:30 +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

List of attachments

Copy of Shareholders-MGT_7.pdf
MGT-8 OFCL 2023.pdf
Details of Meetings.pdf

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

