

Annexure - III

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2023

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	U65923MH2009PTC197957
ii	Registration Date	18-Dec-09
iii	Name of the Company	India Factoring and Finance Solutions Private Limited
iv	Category/Sub-category of the Company	Private Unlisted Indian Non-Government Company
v	Address of the Registered office & contact details	Unit No. 401, 4th Floor, Windsor House, Off CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai 400 098
vi	Whether listed company	No
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	FACTORING (As per NIC-2008, Group – 649, Class – 6499 & Sub-class – 64990 - Other financial service activities, except insurance and pension funding activities)	64990	100.0%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	FIMFACTORS B.V. WESTERDOKSDIJK 423, 1013BX, AMSTERDAM	NA	Holding	88.16%	2 (87) (ii)



i) Category-wise Share

Holding

as on financial year ended on 31.03.2023	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	0	0	0	0.00%	0	0	0	0	0	0.00%
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0.00%	0	0	0	0.00%	0	0.00%
d) Bank/Fl	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	0	0	0	0.00%	0	0	0	0.00%	0	0.00%
(2) Foreign										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	6000000	401380020	407380020	88.16%	6000000	401380020	407380020	88.16%	0	0.00%
d) Banks/Fl	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	6000000	401380020	407380020	88.16%	6000000	401380020	407380020	88.16%	0	0.00%
Total Shareholding of Promoter (A)= (A){1}+(A){2}	6000000	401380020	407380020	88.16%	6000000	401380020	407380020	88.16%	0	0.00%
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/Fl	0	20000000	20000000	4.33%	0	20000000	20000000	4.33%	0	0.00%
c) Cenrral govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others - Trust	0	32696629	32696629	7.08%	0	32696629	32696629	7.08%	0	0.00%
SUB TOTAL (B){1):	0	52696629	52696629	11.41%	0	52696629	52696629	11.41%	0	0.00%
(2) Non Institutions										
a) Bodies corporates										
i) Indian	0	2000000	2000000	0.43%	0	2000000	2000000	0.43%	0	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0	0.00%
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	0	0	0	0	0	0	0	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs										
c) Others (specify) NRI	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B){2):	0	2000000	2000000	0.43%	0	2000000	2000000	0.43%	0	0.00%
Total Public Shareholding (B)= (B){1}+(B){2}	0	54696629	54696629	11.84%	0	54696629	54696629	11.84%	0	0.00%
C. Shares held by Custodian for GDRs & ADRs										
	0	0	0	0%	0	0	0	0	0	0
Grand Total (A+B+C)	6000000	456076649	462076649	100%	6000000	456076649	462076649	100%		



(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	FIMFactors BV	40,73,80,020	88.16%	0%	40,73,80,020	88.16%	0%	0.00%
	Total	40,73,80,020	88.16%	0%	40,73,80,020	88.16%	0%	0.00%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

No Change

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	FIMFactors BV	40,73,80,020	88.16%	0%	40,73,80,020	88.16%	0%	0.00%
2	Banca IFIS	2,00,00,000	4.33%	0%	2,00,00,000	4.33%	0%	0.00%
3	India Factoring Employee Welfare Trust through its Trustees	3,26,96,629	7.08%	0%	3,26,96,629	7.08%	0%	0.00%
4	Blend financial Services Limited	20,00,000	0.43%	0%	20,00,000	0.43%	0%	0.00%
	Total	46,20,76,649	100.00%	0%	46,20,76,649	100.00%	0%	0.00%



V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
as on financial year ended on 31.03.2023				
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,32,13,32,255	8,23,26,53,736	-	9,55,39,85,991
ii) Interest due but not paid	-	2,98,87,221	-	2,98,87,221
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,32,13,32,255	8,26,25,40,957		9,58,38,73,213
Change in Indebtedness during the financial year				
Additions	7,42,00,37,813	48,87,05,62,467		
Reduction	(7,73,46,48,253)	(48,38,57,62,325)		
Net Change	(31,46,10,440)	48,48,00,143		
Indebtedness at the end of the financial year				
i) Principal Amount	1,00,20,27,349	8,65,13,06,531		9,65,33,33,880
ii) Interest due but not paid	46,94,466	9,60,34,569		10,07,29,035
iii) Interest accrued but not due				
Total (i+ii+iii)	1,00,67,21,815	8,74,73,41,100		9,75,40,62,915

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the Managing Director	Total Amount
		NA	
1	Gross salary	-	-
	(a) Salary as per provisions contained in section	-	-
	(b) Value of perquisites u/s 17(2) of the Income	-	-
	(c) Profits in lieu of salary under section 17(3) of	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit others, specify	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Kishor Pradhan	Rajiv Nayar	
	(a) Fee for attending board and committee	14,00,000	6,00,000	20,00,000
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	Total (1)	14,00,000	6,00,000	20,00,000
2	Other Non Executive Directors			
	(a) Fee for attending	0	0	0
	Fees for Attending Board Meeting	0	0	0
	(b) Commission	0	0	0
	(c) Others, please specify.	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	14,00,000	6,00,000	20,00,000
	Total Managerial Remuneration			
	Overall Ceiling as per the Act.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
1	Gross Salary	CEO (Ravi Valecha)	CS (Swati Z)
	(a) Salary as per provisions contained in section	1,22,51,388	12,08,160
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	39,600	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit others, specify	-	-
5	Others, please specify	26,400	26,400
	Total	1,23,17,388	12,34,560



PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Financial year ended on 31.0	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Adrian Gostuski
Chairman & Director
DIN: 008779060

