

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

U65993KA1993PTC074590

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACZ0903G

(ii) (a) Name of the company

CAPFLOAT FINANCIAL SERVICE

(b) Registered office address

New No 3. (Old 211), Gokaldas Platinum,
Upper Palace Orchards, Bellary Road, Sadashivnagar
Bangalore
Bangalore
Karnataka

(c) *e-mail ID of the company

secretarial@axio.co.in

(d) *Telephone number with STD code

08023081800

(e) Website

www.axio.co.in

(iii) Date of Incorporation

06/10/1993

(iv)	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 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 05/09/2023

(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	K5	Financial and Credit leasing activities	100

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

*No. of Companies for which information is to be given 2

Pre-fill All

S No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AXIO DIGITAL PRIVATE LIMITED	U72900PN2014PTC153050	Subsidiary	100
2	AXIO CAPITAL PRIVATE LIMITED	U65990KA2022PTC165494	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	2,293,861	2,275,434	2,275,434	2,275,434
Total amount of equity shares (in Rupees)	22,938,610	22,754,340	22,754,340	22,754,340

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				

Number of equity shares	2,293,861	2,275,434	2,275,434	2,275,434
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	22,938,610	22,754,340	22,754,340	22,754,340

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	9,483,423	6,862,761	6,862,761	6,862,761
Total amount of preference shares (in rupees)	886,749,750	648,563,028	648,563,028	648,563,028

Number of classes

10

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series A CCPS				
Number of preference shares	315,695	57,396	57,396	57,396
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	3,156,950	573,960	573,960	573,960
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series A1 CCPS				
Number of preference shares	40,000	38,096	38,096	38,096
Nominal value per share (in rupees)	13	13	13	13
Total amount of preference shares (in rupees)	520,000	495,248	495,248	495,248
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series B CCPS				
Number of preference shares	330,000	324,812	324,812	324,812
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	3,300,000	3,248,120	3,248,120	3,248,120
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series C CCPS				
Number of preference shares	1,130,000	1,123,518	1,123,518	1,123,518
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	113,000,000	112,351,800	112,351,800	112,351,800

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series D CCPS				
Number of preference shares	880,000	873,162	873,162	873,162
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	88,000,000	87,316,200	87,316,200	87,316,200
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series E CCPS				
Number of preference shares	1,700,000	1,691,491	1,691,491	1,691,491
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	170,000,000	169,149,100	169,149,100	169,149,100
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series E1 CCPS				
Number of preference shares	264,000	263,208	263,208	263,208
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	26,400,000	26,320,800	26,320,800	26,320,800
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series F2 CCPS				
Number of preference shares	274,728	274,445	274,445	274,445
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	27,472,800	27,444,500	27,444,500	27,444,500
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series F1 CCPS				
Number of preference shares	109,000	107,835	107,835	107,835
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	10,900,000	10,783,500	10,783,500	10,783,500
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series F2 and F3 CCPS				
Number of preference shares	4,440,000	2,108,798	2,108,798	2,108,798
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	444,000,000	210,879,800	210,879,800	210,879,800

(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	2,275,434	0	2275434	22,754,340	22,754,340	
Increase during the year	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	
v. ESOPs	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				0	0	
NA						
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				0	0	
NA						
At the end of the year	2,275,434	0	2275434	22,754,340	22,754,340	
Preference shares						

At the beginning of the year	6,862,761	0	6862761	648,563,021	648,563,021	
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				0	0	
NA						
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				0	0	
NA						
At the end of the year	6,862,761	0	6862761	648,563,021	648,563,021	

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			
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	4,041	1000000, 10000000, 500,0	4,078,500,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			4,078,500,000

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	2,968,500,000	3,085,000,000	1,975,000,000	4,078,500,000
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

1,834,140,000

(ii) Net worth of the Company

6,751,220,000

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	1,380,014	60.65	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)	0	0	0	0
10.	Others NA	0	0	0	0
	Total	1,380,014	60.65	0	0

Total number of shareholders (promoters)

2

(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	116,224	5.11	230,824	3.36
	(ii) Non-resident Indian (NRI)	0	0	17,309	0.25
	(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)	82,356	3.62	6,614,628	96.38
10.	Others NA	696,840	30.62	0	0
	Total	895,420	39.35	6,862,761	99.99

Total number of shareholders (other than promoters)

43

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

45

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	2	2
Members (other than promoters)	43	43
Debenture holders	253	350

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	2	0	2	0	15.1	0
B. Non-Promoter	0	2	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	4	0	3	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	4	0	3	0	0
Total	2	6	2	5	15.1	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 9

(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)
GAURAV DINESH HIN	01264801	Director	690,007	
SASHANK RAMASUBE	06466985	Director	690,007	
RAVI CHANDRA ADUS	00253613	Nominee director	0	
RAVI SHANKAR VENK	02604007	Nominee director	0	
MOHAMED SALIM ASA	08880222	Nominee director	0	
VENKATARAMAN MUF	02820596	Director	0	
INA MALHOTRA	08741492	Director	0	13/05/2023

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
AKSHAY JAMMALAMA	BFIPS1908F	CFO	1,982	
HARIYAPUR PARAMESWAR	AELPI3015A	Company Secretary	0	17/08/2023

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

0

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

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General meeting	23/04/2022	41	3	23.79
Extra-Ordinary General meeting	04/07/2022	41	4	31.43
Annual General Meeting	28/09/2022	41	4	31.43
Extra-Ordinary General meeting	16/01/2023	41	4	31.43
Extra-Ordinary General meeting	31/03/2023	41	4	31.43

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	19/04/2022	7	7	100
2	29/06/2022	7	5	71.43
3	10/08/2022	7	6	85.71
4	06/09/2022	7	5	71.43

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	09/12/2022	7	7	100
6	13/01/2023	7	5	71.43
7	28/02/2023	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

12

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	ACM	14/04/2022	3	3	100
2	ACM	29/06/2022	3	3	100
3	ACM	05/08/2022	3	3	100
4	ACM	05/09/2022	3	3	100
5	ACM	07/11/2022	3	3	100
6	ACM	23/02/2023	3	3	100
7	NRC	05/09/2022	4	4	100
8	NRC	28/09/2022	4	4	100
9	RMC	14/04/2022	3	3	100
10	RMC	05/08/2022	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	05/09/2023
								(Y/N/NA)
1	GAURAV DIN	7	7	100	4	4	100	Yes
2	SASHANK RA	7	7	100	8	8	100	Yes
3	RAVI CHAND	7	3	42.86	0	0	0	No

4	RAVI SHANKAR	7	5	71.43	0	0	0	No
5	MOHAMED S.	7	5	71.43	2	2	100	No
6	VENKATARAMAN	7	7	100	12	12	100	No
7	INA MALHOTRA	7	7	100	12	12	100	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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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	AKSHAY JAMMALA	CFO	11,452,805	0	0	0	11,452,805
2	HARIYAPUR PARAM	Company Secre	1,570,000	0	0	0	1,570,000
	Total		13,022,805	0	0	0	13,022,805

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	VENKATARAMAN	Independent Dir	0	0	0	2,000,000	2,000,000
2	INA MALHOTRA	Independent Dir	0	0	0	1,900,000	1,900,000
3	GAURAV DINESH	Director	15,824,994	0	0	0	15,824,994
4	SASHANK RAMAS	Director	15,624,994	0	0	0	15,624,994
	Total		31,449,988	0	0	3,900,000	35,349,988

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

Vempati Venkatesh

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

20548

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. **7G** dated **19/04/2022** (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

GAURAV
DINESH
HINDUJA

DIN of the director

01264801

To be digitally signed by

VEMPATI
VENKATESH

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

45991

Certificate of practice number

20548

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

Shareholding Pattern as of 31st March- 20
List of Debenture holders.pdf
Committee Meeting-FY 22-23.pdf
MGT-8_CAPfloat.pdf
UDIN.pdf

Remove attachment

Modify

Check Form

Presubmit

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

