

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (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

- (b) CIN of the Registrar and Transfer Agent
- Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(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	K5	Financial and Credit leasing activities	72.35
2	K	Financial and insurance Service	K2	Activities by Trusts, funds and other financial holding companies	6
3	K	Financial and insurance Service	K8	Other financial activities	21.64

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	STCI Commodities Limited	U67120MH2004PLC148711	Subsidiary	100
2	STCI PRIMARY DEALER LIMITED	U67110MH2006PLC165306	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	500,000,000	380,000,000	380,000,000	380,000,000
Total amount of equity shares (in Rupees)	5,000,000,000	3,800,000,000	3,800,000,000	3,800,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	500,000,000	380,000,000	380,000,000	380,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	5,000,000,000	3,800,000,000	3,800,000,000	3,800,000,000

(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			
Equity shares						
At the beginning of the year	0	380,000,000	380,000,000	3,800,000,000	3,800,000,000	

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	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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	0	380,000,000	380000000	3,800,000,0	3,800,000,0	
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 <input type="text"/>						
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						
<input type="text"/>						
At the end of the year	0	0	0	0	0	

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	<input type="text"/>
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

Particulars	Number of units	Nominal value per unit	Total value
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

2,139,863,425

(ii) Net worth of the Company

17,270,686,507

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	0	0	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	0	0	0	
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(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	
	(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	31,631,970	8.32	0	
4.	Banks	342,607,150	90.16	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 SIDBI & Administrator of the	5,760,880	1.52	0	
	Total	380,000,000	100	0	0

Total number of shareholders (other than promoters)

23

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

23

**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	0	0
Members (other than promoters)	23	23
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	0	0	0	0	0	0
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	1	0	2	0	0
(i) Banks & FIs	0	1	0	2	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	1	5	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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)
Mrs. Thankom Mathew	00025326	Director	0	
Mr. Melwyn Rego	00292670	Director	0	03/09/2022
Mr. R. Venkataramani	00829107	Director	0	03/09/2022
Ms. Uma Subramaniam	07434953	Director	0	
Mr. Raghvendra Kumar	08045355	Nominee director	0	
Mr. Bikram Keshari Mist	06878231	Nominee director	0	
Mr. V Narayanamurthy	00555704	Managing Director	0	
Mr. V Narayanamurthy	00555704	CEO	0	
Mr. Kamlesh Rathi	AJQPR8190M	CFO	0	
Ms. Suparna Sharma	AZTPS1542D	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 5

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)
Mr. Bikram Keshari Mist	06878231	Additional director	16/07/2021	Appointment
Mr. Pradeep Madhav	00267422	Managing Director	31/08/2021	Cessation
Mr. V Narayanamurthy	00555704	Additional director	01/09/2021	Appointment
Mr. Bikram Keshari Mist	06878231	Nominee director	27/09/2021	Change in designation
Mr. V Narayanamurthy	00555704	Managing Director	01/09/2021	Change in designation

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	27/09/2021	23	20	94.73

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2021	6	6	100
2	19/04/2021	6	6	100
3	10/05/2021	6	6	100
4	16/07/2021	6	6	100
5	27/07/2021	7	7	100
6	26/08/2021	7	7	100
7	11/10/2021	7	7	100
8	27/10/2021	7	5	71.43
9	31/01/2022	7	7	100
10	30/03/2022	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

15

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	NRHRD Comm	12/04/2021	3	3	100
2	NRHRD Comm	19/04/2021	3	3	100
3	Audit Committe	10/05/2021	3	3	100
4	NRHRD Comm	15/07/2021	3	3	100

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
5	Audit Committee	27/07/2021	3	3	100
6	NRHRD Committee	27/07/2021	3	3	100
7	Audit Committee	26/08/2021	3	3	100
8	NRHRD Committee	26/08/2021	3	3	100
9	Audit Committee	27/10/2021	3	3	100
10	CSR Committee	27/10/2021	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	28/09/2022
								(Y/N/NA)
1	Mrs. Thankom	10	10	100	15	15	100	Yes
2	Mr. Melwyn R	10	10	100	13	13	100	Not Applicable
3	Mr. R. Venkata	10	10	100	13	13	100	Not Applicable
4	Ms. Uma Subr	10	10	100	2	2	100	Yes
5	Mr. Raghvend	10	9	90	0	0	0	Yes
6	Mr. Bikram Ke	6	5	83.33	0	0	0	Yes
7	Mr. V Narayan	4	4	100	2	2	100	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mr. Pradeep Madha	MD & CEO	14,026,681	0	0	6,115,876	20,142,557
2	Mr. V Narayanamur	MD & CEO	4,379,676	0	0	970,268	5,349,944
	Total		18,406,357	0	0	7,086,144	25,492,501

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	Ms. Suparna Sharm	CS	5,629,707	0	0	240,012	5,869,719
2	Mr. Kamlesh Rathi	CFO	6,573,407	0	0	228,378	6,801,785
	Total		12,203,114	0	0	468,390	12,671,504

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mrs. Thankom Math	Director	1,010,000	0	0	0	1,010,000
2	Mr. Melwyn Rego	Director	1,190,000	0	0	0	1,190,000
3	Mr. R. Venkatarama	Director	1,460,000	0	0	0	1,460,000
4	Ms. Uma Subraman	Director	1,190,000	0	0	0	1,190,000
5	Mr. Raghvendra Ku	Director	450,000	0	0	0	450,000
6	Mr. Bikram Keshari	Director	250,000	0	0	0	250,000
	Total		5,550,000	0	0	0	5,550,000

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

Mahesh Darji

Whether associate or fellow

Associate Fellow

Certificate of practice number

7809

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

Digitally signed by
VISHNUBHOTLA
NARAYANAMURTHY
Date: 2022.11.25
17:55:34 +05'30'

DIN of the director

00555704

To be digitally signed by

Digitally signed by
Suparna Satishkumar
Sharma
Date: 2022.11.25
18:00:05 +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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders- STCI.pdf Committee Meeting Annex.pdf Committee Meeting other than under the A ISIN of the Company.pdf STCI-MGT 8-2022.pdf

Remove attachment

Modify

Check Form

Prescrutiny

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



STCI FINANCE LIMITED

(Formerly Securities Trading Corporation of India Limited)

Regd. Off.: A/B 1-802, A - Wing, 8th Floor, Marathon Innova, Marathon Nextgen Compound,
Off. Ganpatrao Kadam Marg, Lower Parel (W), Mumbai - 400 013.
CIN : U51900MH1994PLC078303, Website :- www.stcionline.com

List of Shareholders as on 31.03.2022

Sr No.	Shareholders Name	Share Held	% held
1	Bank of India	113,837,810	29.96
2	State Bank of India	39,211,420	10.32
3	IDFC First Bank Limited	35,301,360	9.29
4	Punjab National Bank	27,300,970	7.18
5	IDBI Bank Ltd.	25,076,100	6.60
6	Life Insurance Corporation of India	21,523,470	5.66
7	Canara Bank-Mumbai	20,084,580	5.29
8	Indian Bank	17,245,120	4.54
9	ICICI Bank Ltd	14,005,280	3.69
10	Bank of Baroda	12,535,440	3.30
11	Central Bank of India	11,501,000	3.03
12	Union Bank of India	11,039,050	2.91
13	Administrator of the Specified Undertaking of the Unit Trust of India-Unit Scheme 1964	4,940,430	1.30
14	Uco Bank	4,648,920	1.22
15	General Insurance Corporation of India	4,328,750	1.14
16	The New India Assurance Company Limited	3,681,750	0.97
17	IFCI Ltd	3,374,000	0.89
18	Bank of Maharashtra	2,650,320	0.70
19	Indian Overseas Bank	2,540,780	0.67
20	Punjab and Sind Bank	2,255,000	0.59
21	The Oriental Insurance Company Limited	1,372,900	0.36
22	Sidbi Venture Capital Limited	820,450	0.22
23	National Insurance Company Ltd	725,100	0.19
	Total	380,000,000	100.00

CERTIFIED TRUE COPY
For STCI Finance Limited
[Signature]
Company Secretary

Continuation to point IX. C. of the form MGT 7

COMMITTEE MEETINGS

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
11	Audit Committee Meeting	31.01.2022	3	3	100
12	Audit Committee Meeting	28.03.2022	3	3	100
13	NRHRD Committee Meeting	31.01.2022	3	3	100
14	NRHRD Committee Meeting	28.03.2022	3	3	100
15	CSR Meeting	25.03.2022	3	3	100

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

Committee Meetings other than those stipulated under Companies Act, 2013

Sr 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	68th CIC Meeting	03.06.2021	3	3	100
2	17th RMC Meeting	01.07.2021	4	4	100
3	69th CIC Meeting	18.08.2021	3	3	100
4	70th CIC Meeting	24.08.2021	3	3	100
5	71st CIC Meeting	15.09.2021	3	3	100
6	18th RMC Meeting	08.10.2021	4	4	100
7	7th IT Strategy Committee Meeting	08.10.2021	6	6	100
8	72nd CIC Meeting	08.10.2021	3	3	100
9	73rd CIC Meeting	29.10.2021	3	3	100
10	19th RMC Meeting	18.11.2021	4	4	100
11	8th Independent Directors Meeting	18.11.2021	4	4	100
12	74th CIC Meeting	10.12.2021	3	3	100
13	75th CIC Meeting	15.12.2021	3	3	100
14	76th CIC Meeting	15.02.2022	3	3	100
15	20th RMC Meeting	24.02.2022	4	4	100
16	77th CIC Meeting	25.02.2022	3	3	100
17	21st RMC Meeting	03.03.2022	4	4	100
18	78th CIC Meeting	21.03.2022	3	3	100
19	9th Independent Directors Meeting	25.03.2022	4	4	100
20	22nd RMC Meeting	28.03.2022	4	4	100
21	8th IT Strategy Committee Meeting	28.03.2022	6	6	100

ISIN of the equity shares of the Company : **INE020E01020**

(the form did not allow to enter the ISIN in the required field on page number 5-)

Mahesh M. Darji

Practicing Company Secretary
B.Com., DBM, LLB, FCS

FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the necessary registers, records and books and papers of **STCI Finance Limited** ("the Company") as required to be maintained under the Provisions of Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on **March 31, 2022** on test check basis. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we hereby certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act and Rules made there under in respect of:

Sr. No.	Particulars	Compliance Information Observation, Reservation Qualification/Remarks (If any)
1	Its status under the Act;	The Status of the Company is a Public Company Limited by Shares.
2	Maintenance of registers/records and making entries therein within the time prescribed therefore;	The Company has kept and maintained necessary statutory registers and records as required under the provisions of the Act and Rules made there under and as explained by the officer/s of the Company, the Company has made necessary entries therein within the time prescribed under the Act.
3	Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;	The Company has filed the forms and returns as prescribed under the provisions of Act and Rules made there under with the Registrar of Companies and other authorities as applicable within the prescribed time or with additional filing fees in case of delay. It may be noted that the company was not required to file any form with the Regional Director, Central Government, The Tribunal, Court or other prescribed authorities.



Mahesh M. Darji

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Sr. No.	Particulars	Compliance Information Observation, Reservation Qualification/Remarks (If any)
4	Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;	<p>The meetings of Board of Directors, Committee of Directors and the General Meeting were duly called, convened and held on the dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded and signed in the Minute Book maintained for the purpose.</p> <p>The Company has duly complied with the provisions of the Act and rules made there under in respect of passing of Resolution by circulation during the year under review.</p> <p>The Company has not passed any resolution by Postal Ballot during the year under review and hence no comment is invited in this respect.</p>
5	Closure of Register of Members / Security holders, as the case may be;	The Company duly complied with the Provisions of Act in respect of closure of Register of Security holder/s during the year under review.
6	Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;	The Company has not granted any advances / loans to its directors and/or persons or firms or companies referred in section 185 in violation of the Act.
7	Contracts/arrangements with related parties as specified in section 188 of the Act;	All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the company with related parties which may have potential conflict with interest of the company at large.
8	Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/	The Company has not received any request for Transfer / Transmission of Securities during the year in physical form. The Company has no instance of Allotment of new Securities and hence the Company was not required to issue

C/o 211, Bldg. No.1, Sona Udyog Industrial Estate, Parsi Park, Andheri (East), Mumbai - 400 069, (91) 911763 CP 7809



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Sr. No.	Particulars	Compliance Information Observation, Reservation Qualification/Remarks (If any)
	securities and issue of security certificate in all instances;	any Certificate in respect of the same, during the year under review and hence no comment is required in this respect. The Company has maintained list of Beneficial Holders of securities during the financial year under review. We further report that there are no instances of buy back of securities / redemption of preference shares or debenture, alteration or reduction of share capital / conversion of shares / securities during the financial year under review and hence no comment is invited in this respect.
9	Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;	The Company has no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares and hence no comment is invited in respect of the same.
10	Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;	The Company has complied with the provisions of the Act, and Rules made there under in respect of declaration and payment of dividend. As explained by the management and confirmed from Audited Financial Statement, there has been no amount lying with the Company which was required to be transferred, to the Investor Education and Protection Fund by the Company.
11	Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;	The Company has complied with the provisions of signing of audited financial statement as per the provisions of section 134 of the Act and report of directors as per sub - sections (3), (4) and (5) thereof.
12	Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosure of	The Board of Directors of the Company is duly constituted. The appointment / re-appointment / retirement of Director

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Sr. No.	Particulars	Compliance Information Observation, Reservation Qualification/Remarks (If any)
	Directors, key Managerial Personnel and remuneration paid to them;	<p>was duly made in compliance with the provisions of the Act.</p> <p>There was no incidence of appointment of Director is casual vacancy during the financial year under review.</p> <p>The Company has duly appointed / designated Key Managerial Personnel in compliance with the provisions of Section 203 of the Act and Rules made there under.</p> <p>The Company has complied with the provisions relating to disclosure of Director's interest.</p> <p>The Company has complied with the provisions of payment of Remuneration to the Directors in agreement with the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013.</p>
13	Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;	The Company has complied with the provisions of Section 139 of the Act relating to appointment of Auditors. There was no casual vacancy in the office of Auditor during the year and hence no comment is invited in respect of the same.
14	Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;	The Company was not required to take any approval from the Registrar of Companies, Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act.
15	Acceptance/ renewal/ repayment of deposits;	The Company has not accepted / renewed / repaid any deposits as contemplated under Section 73 of the Act and hence no comment is invited.
16	Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction	The Company has complied with provisions of the Act & Rules made there under in respect of borrowings from public financial institutions,

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Sr. No.	Particulars	Compliance Information Observation, Reservation Qualification/Remarks (If any)
	of charges in that respect, wherever applicable;	banks and others. The Company has duly satisfied charges on the Assets of the Company in compliance with the provisions of the Act. There was no incidence of creation or modification of charges.
17	Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;	In terms of provisions of Sec. 186 (11), the loans made, guarantees given or securities provided in the ordinary course of its business by a Company engaged in the business of financing business enterprises or any acquisition of securities made by an NBFC whose principal business is acquisition of securities are exempt from the provisions of compliance of section 186 of the Act. As STCI Finance Limited is a registered NBFC primarily engaged in the business of financing or acquisition of securities, the provisions of Section 186 do not attract and hence no comment is required in this respect.
18	Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;	The Company has not altered provisions of Memorandum and Articles of Association during the financial year under review.

Mahesh M. Darji

Mahesh M. Darji
Company Secretary in Practice
C.P. No.: 7809
Peer Review No. 2061 /2022
UDIN: F007175D002189234
Place: Mumbai
Date: 25.11.2022

