

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

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

L65920MH1993PLC075393

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACN1184F

(ii) (a) Name of the company

MONARCH NETWORTH CAPITAL

(b) Registered office address

Office no.901/902, 9th Floor, Atlanta Centre,
Opp.Udyog Bhavan, Sonawala Road, Goregaon (East),
Mumbai
Maharashtra
400063

(c) *e-mail ID of the company

cs@mnclgroup.com

(d) *Telephone number with STD code

02243211800

(e) Website

(iii) Date of Incorporation

02/12/1993

| (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 | BSE Limited | 1 |
| | | |

(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 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

30/09/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

| 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 | K7 | Financial Advisory, brokerage and Consultancy Services | 79.77 |
| 2 | K | Financial and insurance Service | K8 | Other financial activities | 20.23 |

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

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

5

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|--------------------------|-----------------------|--|------------------|
| 1 | MONARCH NETWORKTH FINSER | U65900MH1996PTC100919 | Subsidiary | 100 |

| | | | | |
|---|----------------------------|-----------------------|------------|-------|
| 2 | MONARCH NETWORTH INVEST | U74140GJ2007PTC052348 | Subsidiary | 99.99 |
| 3 | MONARCH NETWORTH CAPITAL | U65929GJ2017PTC096239 | Subsidiary | 99.99 |
| 4 | Monarch Networth Money Chā | U65999GJ2019PTC109174 | Subsidiary | 99.99 |
| 5 | NETWORTH FINANCIAL SERVICE | U65990MH2004PLC147970 | Associate | 45.32 |

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 | 54,000,000 | 31,049,518 | 31,049,518 | 31,049,518 |
| Total amount of equity shares (in Rupees) | 540,000,000 | 310,495,180 | 310,495,180 | 310,495,180 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares of Rs. 10 each | | | | |
| Number of equity shares | 54,000,000 | 31,049,518 | 31,049,518 | 31,049,518 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 540,000,000 | 310,495,180 | 310,495,180 | 310,495,180 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 6,500,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 110,000,000 | 0 | 0 | 0 |

Number of classes

2

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| 6% Cumulative Redeemable Preference Shares | | | | |
| Number of preference shares | 500,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 100 | 100 | 100 | 100 |
| Total amount of preference shares (in rupees) | 50,000,000 | 0 | 0 | 0 |

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Redeemable Preference Shares | | | | |
| Number of preference shares | 6,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 60,000,000 | 0 | 0 | 0 |

(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 | | | | |
| At the beginning of the year | 30,311,600 | 303,116,000 | 303,116,000 | |
| Increase during the year | 737,918 | 7,379,180 | 7,379,180 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 |
| x. Others, specify | 737,918 | 7,379,180 | 7,379,180 | |
| Equity Shares Issues pursuant to scheme of amalgama | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |

| | | | | |
|-------------------------------------|------------|-------------|-------------|---|
| iv. Others, specify | | | | |
| | | | | |
| At the end of the year | 31,049,518 | 310,495,180 | 310,495,180 | |
| | | | | |
| Preference shares | | | | |
| At the beginning of the year | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | |
| | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | |
| | | | | |
| At the end of the year | 0 | 0 | 0 | |

(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 | <input type="text" value="30/09/2019"/> |
|---|---|

| | |
|--|----------------------|
| 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 | | | |
| Transferor's Name | | | |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | | |
| Transferee's Name | | | |
| | Surname | middle name | first name |

(iv) *Indebtedness including 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 |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 92,620,052 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 4,000,000 |
| Deposit | | | 0 |
| Total | | | 96,620,052 |

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

546,099,711

(ii) Net worth of the Company

837,850,071

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 | 17,955,594 | 57.83 | 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) | 1,446,000 | 4.66 | 0 | |

| | | | | | |
|-----|--------------|------------|-------|---|---|
| 10. | Others | 0 | 0 | 0 | |
| | Total | 19,401,594 | 62.49 | 0 | 0 |

Total number of shareholders (promoters)

14

(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 | 5,297,298 | 17.06 | 0 | |
| | (ii) Non-resident Indian (NRI) | 163,882 | 0.53 | 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 | 299,145 | 0.96 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 958,388 | 3.09 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 4,924,907 | 15.86 | 0 | |
| 10. | Others Clearing Members | 4,304 | 0.01 | 0 | |
| | Total | 11,647,924 | 37.51 | 0 | 0 |

Total number of shareholders (other than promoters)

4,970

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

4,984

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

1

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|----------------------|---------|-----------------------|--------------------------|-----------------------|------------------|
| Nomura Singapore Lir | | | | 958,388 | 3.09 |

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 | 14 | 14 |
| Members (other than promoters) | 5,117 | 4,970 |
| 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 | 2 | 0 | 2 | 0 | 14.87 | 0 |
| B. Non-Promoter | 0 | 3 | 0 | 1 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Independent | 0 | 3 | 0 | 1 | 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 | 3 | 2 | 1 | 14.87 | 0 |

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

6

(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) |
|--------------------|------------|---------------------|--------------------------------|--|
| VAIBHAV JAYANTILAL | 00572666 | Managing Director | 3,108,815 | |
| MANJU SURESH BAFN | 01459885 | Whole-time director | 1,507,500 | |
| CHETAN BOHRA | 03645353 | Director | 0 | |
| TARAK SHAH | AZFPS6172D | CFO | 0 | |
| GAURAV BHANDARI | AJEPB5620L | CEO | 0 | |
| RUPALI VERMA | AISPV8739P | Company Secretary | 0 | |

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

4

| 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) |
|-------------------|------------|--|---|--|
| GAURAV BHANDARI | AJEPB5620L | CEO | 10/06/2019 | Appointment |
| MAYUKH JAYDEVPR | 00572719 | Director | 20/01/2020 | Cessation |
| ASHOK DAULATRAJ B | AEQPB2095G | CFO | 13/02/2020 | Cessation |
| TARAK SHAH | AZFPS6172D | CFO | 14/02/2020 | 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 |
| AGM | 30/09/2019 | 5,131 | 35 | 28.76 |

B. BOARD MEETINGS

*Number of meetings held

8

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 26/04/2019 | 4 | 4 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 2 | 30/05/2019 | 4 | 4 | 100 |
| 3 | 14/06/2019 | 4 | 4 | 100 |
| 4 | 14/08/2019 | 4 | 4 | 100 |
| 5 | 03/09/2019 | 4 | 4 | 100 |
| 6 | 14/11/2019 | 4 | 4 | 100 |
| 7 | 15/01/2020 | 4 | 3 | 75 |
| 8 | 14/02/2020 | 3 | 3 | 100 |

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 | Audit Committee | 30/05/2019 | 3 | 3 | 100 |
| 2 | Audit Committee | 14/08/2019 | 3 | 3 | 100 |
| 3 | Audit Committee | 14/11/2019 | 3 | 3 | 100 |
| 4 | Audit Committee | 14/02/2020 | 2 | 2 | 100 |
| 5 | Nomination Re | 30/05/2019 | 3 | 3 | 100 |
| 6 | Nomination Re | 03/09/2019 | 3 | 3 | 100 |
| 7 | Nomination Re | 14/02/2020 | 2 | 2 | 100 |
| 8 | Stakeholder R | 30/05/2019 | 3 | 3 | 100 |
| 9 | Stakeholder R | 14/08/2019 | 3 | 3 | 100 |
| 10 | Stakeholder R | 14/11/2019 | 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 | 30/09/2020 |
| | | | | | | | | (Y/N/NA) |
| 1 | VAIBHAV JAY | 8 | 8 | 100 | 12 | 12 | 100 | Yes |
| 2 | MANJU SURE | 8 | 8 | 100 | 1 | 1 | 100 | No |
| 3 | CHETAN BOH | 8 | 8 | 100 | 11 | 11 | 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

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------|---------------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | Vaibhav Shah | Managing Director | 2,978,400 | 0 | 0 | 0 | 2,978,400 |
| 2 | Manju Bafna | Whole-Time Director | 1,784,940 | 0 | 0 | 0 | 1,784,940 |
| | Total | | 4,763,340 | 0 | 0 | 0 | 4,763,340 |

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

4

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-------------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | Rupali Verma | Company Secretary | 616,247 | 0 | 0 | 0 | 616,247 |
| 2 | Ashok Bafna | CFO | 900,000 | 0 | 0 | 0 | 900,000 |
| 3 | Tarak Shah | CFO | 883,897 | 0 | 0 | 0 | 883,897 |
| 4 | Gaurav Bhandari | CEO | 12,362,376 | 0 | 0 | 0 | 12,362,376 |
| | Total | | 14,762,520 | 0 | 0 | 0 | 14,762,520 |

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

VKM & ASSOCIATES

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4279

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

Manju Suresh
Bafna
Digitally signed by
Manju Suresh Bafna
Date: 2020.12.03
11:20:03 +05'30'

DIN of the director

01459885

To be digitally signed by

VIJAY
KUMAR
MISHRA
Digitally signed by VIJAY
KUMAR MISHRA
Date: 2020.12.03 14:21:55
+05'30'

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

5023

Certificate of practice number

4279

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

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List of attachments

MNCL List of Shareholders 2020.pdf
MNCL List of transfer Transmission 2020.p
MNCL Details Committee Meeting 2020.pc
Final Form MGT-8 MNCL.pdf

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VIJAY KUMAR MISHRA

B. Com (Hons.), A C A . F C.S

PARESH D PANDYA

B. Com., A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind

Parsi Dairy, Marine Lines (E), Mumbai - 2. Tel : 2207 7267

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E-mail: vkmassociales@yahoo.com

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 registers, records and books and papers of **MONARCH NETWORTH CAPITAL LIMITED** ("the Company") as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2020. 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 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 Companies Act, 2013 ("the Act") & Rules made thereunder in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual returns with the Regional Director, Registrar of Companies, The Tribunal, Court or other authorities within the prescribed time;



4. calling/ convening/ holding meetings of Board of Directors and its Committee, 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- The Board of Directors (Board) of the Company met eight(8) times during the year 2019-20 i.e. on April 26, 2019, May 30, 2019, June 14, 2019, August 14, 2019, September 03, 2019, November 14, 2019, January 15, 2020 & February 14, 2020. The Audit Committee of the Company met four (4) times during the year i.e. on May 30, 2019, August 14, 2019, November 14, 2019 & February 14, 2020. The Nomination and Remuneration Committee of the Company met three (3) times during the year i.e. on May 30, 2019, September 03, 2019 & February 14, 2020. The Stakeholders Relationship Committee of the Company met four (4) during the year i.e. on May 30, 2019, August 14, 2019, November 14, 2019 & February 14, 2020. The Corporate Social Responsibility Committee of the Company met on May 30, 2019. In respect of board and committee meetings, proper notices were given and the proceedings were accordingly recorded and signed;
5. closure of Register of Members/ Security holders as the case may be during the aforesaid financial year - The Register of Members & Share Transfer Books of the Company was closed from Monday, September 23, 2019, to Monday, September 30, 2019 (both days inclusive) for the purpose of dividend and 26th Annual General Meeting (AGM) of the Company which was held on September 30, 2019;
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act - No advances/ loans were given to any of directors and/or persons or firms or companies referred in section 185 of the Act by the Company;
7. contracts/arrangements/transactions entered into by the Company with the related parties as specified in section 188 of the Act - The company has duly complied with the provisions of section 188 of the Act in respect of Contracts/arrangements/transactions entered into by the Company with the related parties;



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/ securities and issue of security certificates in all instances-

During the year under review, the Authorized Share Capital of the Company increased to Rs.65,00,00,000 by virtue of order dated May 09, 2019 by the Hon'ble National Company Law Tribunal, Mumbai. The Company, however, has recorded the transferor equity shares and has complied the applicable provision of the Act.

Further, pursuant to approval of scheme, the Company has allotted 7,37,918 (Seven Lacs Thirty-Seven Thousand Nine Hundred Eighteen Only) fully paid-up Equity Shares of face value of Rs. 10/- each to the equity shareholders of Transferor Companies as per the Share Exchange Ratio in terms of the Scheme. Accordingly, the paid-up share capital of the Company increased to Rs.31,04,95,180.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance (if any) with the provisions of the Act-In no instances the company has kept in abeyance rights to dividend, pending registration of transfer of shares in compliance with the provisions of the Act;
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 not declared or paid any dividend during the period under review hence the provisions of the Act are not applicable to the Company. Further, there are no amounts due to be transferred to the Investor Education and Protection Fund.
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 audited financial statement of the Company was signed and approved on behalf of the Board by two directors of the Company out of which one was Managing Director and one was Whole-time Director, Company Secretary of the Company and by the Chief Financial Officer of the company. The report of directors of the company is as per sub-sections (3), (4) and (5) of section 134 of the Act;



12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling up casual vacancies (if any) of auditors as per the provisions of section 139 of the Act - The company re-appointed M/s. Parekh Shah & Lodha as, Chartered Accountants, (Firm Registration Number: 107487W) as a Statutory Auditors of the Company for a period of 5 years;
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 has obtained all necessary approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act, as was applicable to the Company. During the year under review, the Company sought approval of the Hon'ble National Company Law Tribunal on scheme of amalgamation and the same was allowed *vide* order dated May 09, 2019;
15. acceptance/ renewal/ repayment of deposits - The Company has not made any acceptance/ renewal/ repayment of deposits;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable- The Company has not accepted any borrowings from its directors and members of the Company; the Company has successfully done the creation of charges in respect borrowings accepted from public financial institutions, banks and others during the financial year;



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;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company – The provisions of Memorandum of Association of the Company were altered for increase in the authorized capital pursuant to order of Hon'ble National Company Law Tribunal, Mumbai for amalgamation.

For VKM & ASSOCIATES
Company Secretaries



(Vijay Kumar Mishra)
Partner
C.P.No.4279

UDIN : F005023B001366757

Place : Mumbai

Date : 01/12/2020