

Form No. MGT-7



Form language

☒ English ☐ Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U67120MH2007PTC174714

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	MORGAN STANLEY INDIA PRIMARY DEALER PRIVATE LIMITED	MORGAN STANLEY INDIA PRIMARY DEALER PRIVATE LIMITED
Registered office address	Altimus, Level 39 & 40, Pandurang Budhkar Marg, Worli, Mumbai, Mumbai, Maharashtra, India, 400018	Altimus, Level 39 & 40, Pandurang Budhkar Marg, Worli, Mumbai, Mumbai, Maharashtra, India, 400018
Latitude details	19.006297	19.006297
Longitude details	72.821083	72.821083

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photos - MSIPD.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****2G

(c) *e-mail ID of the company

*****cosec@morganstanley.com

(d) *Telephone number with STD code

+91*****00

(e) Website

iv *Date of Incorporation (DD/MM/YYYY)

04/10/2007

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Private company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Non-government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

26/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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 activities	66	Other financial activities	100

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

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

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		11967/499 C1/GBL	Morgan Stanley Mauritius Company Limited	Holding	65.68

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	1620000000	996484619	996484619	996484619
Total amount of equity shares (in rupees)	16200000000.00	9964846190.00	9964846190.00	9964846190.00

Number of classes

2

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Class A				
Number of equity shares	1000000000	890477405	890477405	890477405
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10000000000.00	8904774050.00	8904774050.00	8904774050.00

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Class B				
Number of equity shares	620000000	106007214	106007214	106007214
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6200000000.00	1060072140.00	1060072140.00	1060072140.00

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
<div></div>				
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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	384981961	611502658	996484619.00	9964846190	9964846190	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify <input type="text"/>			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0.00			
At the end of the year	384981961.00	611502658.00	996484619.00	9964846190.00	9964846190.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0.00			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE408V01013

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-convertible debentures	36300	1000000	36300000000.00
Total	36300.00	1000000.00	36300000000.00

Classes of non-convertible 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	31300000000	5000000000	0	36300000000.00
Total	31300000000.00	5000000000.00	0.00	36300000000.00

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	31300000000.00	5000000000.00	0.00	36300000000.00
Partly convertible debentures				
Fully convertible debentures				
Total	31300000000.00	5000000000.00	0.00	36300000000.00

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	0.00		0.00		0.00

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

16538770332

ii * Net worth of the Company

41853976069

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	996484619	100.00	0	0.00
10	Others <div></div>	0	0.00	0	0.00
	Total	996484619.00	100.00	0.00	0.00

Total number of shareholders (promoters)

2

B 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	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <div></div>	0	0.00	0	0.00
	Total	0.00	0.00	0.00	0.00

Total number of shareholders (other than promoters)

0

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

2.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	0
3	Individual - Transgender	0
4	Other than individuals	2
	Total	2.00

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

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**[Details of 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)	0	0
Debenture holders	1	1

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	3	1	3	0.00	0.00
i Non-Independent	1	3	1	3	0	0
ii Independent	0	0	0	0	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	1	3	1	3	0.00	0.00

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ARVIND LALGUDI MAHADEVAN	06745508	Director	0	
REEMA THAKKER KAWEESHWAR	07375106	Director	0	
RAJAT KISHORE MATHUR	06560167	Director	0	30/06/2025
NEERAJ MANOHAR SWAR	10369659	Director	0	
ABHISHEK SANCHETI	BMQPS2968N	CEO	0	
SIRJANA MER	AMVPM0507D	CFO	0	

B (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 (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
NEERAJ MANOHAR SWAR	10369659	Additional Director	27/12/2024	Change in designation
REEMA THAKKER KAWEESHWAR	ADSPT6954B	Company Secretary	31/03/2025	Cessation
SIRJANA MER	AMVPM0507D	CFO	13/12/2024	Appointment
RAJAT KISHORE MATHUR	06560167	Additional Director	27/12/2024	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

4

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	19/08/2024	2	2	100
Extra Ordinary General Meeting	18/11/2024	2	2	100
Annual General Meeting	27/09/2024	2	2	100
Extra Ordinary General Meeting	05/12/2024	2	2	100

B BOARD MEETINGS

*Number of meetings held

9

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/05/2024	4	2	50.00
2	24/06/2024	4	3	75.00
3	16/08/2024	4	3	75.00
4	26/09/2024	4	2	50.00
5	04/12/2024	4	4	100.00
6	13/12/2024	4	4	100.00
7	17/01/2025	4	3	75.00
8	05/03/2025	4	4	100.00
9	25/03/2025	4	3	75.00

C COMMITTEE MEETINGS

Number of meetings held

30

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Asset Liability Management Committee	21/06/2024	6	4	66.67
2	Asset Liability Management Committee	25/09/2024	6	5	83.33
3	Asset Liability Management Committee	12/12/2024	6	3	50.00
4	Asset Liability Management Committee	16/01/2025	6	5	83.33
5	Asset Liability Management Committee	24/03/2025	6	5	83.33
6	Risk Management Committee	21/06/2024	10	5	50.00
7	Risk Management Committee	25/09/2024	10	7	70.00
8	Risk Management Committee	12/12/2024	17	12	70.59
9	Risk Management Committee	16/01/2025	17	14	82.35
10	Risk Management Committee	24/03/2025	17	15	88.24
11	Audit Committee	24/06/2024	3	3	100.00
12	Audit Committee	25/09/2024	3	2	66.67
13	Audit Committee	12/12/2024	3	2	66.67
14	Audit Committee	24/03/2025	3	2	66.67
15	Nomination and Remuneration Committee	12/12/2024	3	2	66.67
16	Nomination and Remuneration Committee	07/01/2025	3	2	66.67
17	Nomination and Remuneration Committee	24/03/2025	3	2	66.67
18	IT Strategy Committee	21/06/2024	7	4	57.14

19	IT Strategy Committee	25/09/2024	7	2	28.57
20	IT Strategy Committee	12/12/2024	7	3	42.86
21	IT Strategy Committee	24/03/2025	7	4	57.14
22	IT Steering Committee	21/06/2024	4	4	100.00
23	IT Steering Committee	25/09/2024	4	3	75.00
24	IT Steering Committee	12/12/2024	4	3	75.00
25	IT Steering Committee	24/03/2025	4	2	50.00
26	Information Security Committee	21/06/2024	4	2	50.00
27	Information Security Committee	25/09/2024	4	2	50.00
28	Information Security Committee	12/12/2024	4	3	75.00
29	Information Security Committee	24/03/2025	4	3	75.00
30	Corporate Social Responsibility Committee	24/03/2025	3	3	100.00

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	
								26/09/2025 (Y/N/NA)
1	ARVIND LALGUDI MAHADEVAN	9	3	33.33	11	3	27.27	No
2	REEMA THAKKER KAWESHWAR	9	8	88.89	15	13	86.67	No
3	RAJAT KISHORE MATHUR	9	9	100.00	12	9	75.00	No
4	NEERAJ MANOHAR SWAR	9	8	88.89	4	4	100.00	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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
	Total						

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

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	a.Reema b.Arvind c.Rajat d. Neeraj e.Abhishek f.Sirjana	Company Secretary	196038231	0	0	26457144	222495375.00
	Total		196038231.00	0.00	0.00	26457144.00	222495375.00

C *Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	a.Reema b.Arvind c.Rajat d. Neeraj e.Abhishek f.Sirjana	Director	196038231	0	0	26457144	222495375.00
	Total		196038231.00	0.00	0.00	26457144.00	222495375.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

2

XIV Attachments

(a) List of share holders, debenture holders

MSIPD-Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

MSIPD Form MGT-8 31032025.pdf
List of Shareholders_MSIPD_2024-
25.pdf

XV 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.

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 applicable 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 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 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.

I/ We have examined the registers, records and books and papers of

MORGAN STANLEY INDIA
PRIMARY DEALER PRIVATE
LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 Act & Rules made there under 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 return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 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;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 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;
- 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
- 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;
- 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;
- 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 of auditors as per the provisions of section 139 of the Act;
- 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;
- 15 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;

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;

To be digitally signed by

Alwyn
Prakash
Dsouza

Name

Alwyn Dsouza

Date (DD/MM/YYYY)

09/12/2025

Place

Mumbai

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

5*3*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

21990

*(b) Name of the Designated Person

EKTA NIRANJAN LALWANI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 22 dated* (DD/MM/YYYY) 20/06/2025 to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

Neeraj
Manohar
Swar

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

1*3*9*5*

***To be digitally signed by**

Ekta
Niranjan
Lalwani
Digitally signed by
Ekta Niranjan
Lalwani
Date: 2025.12.24
15:02:05 +05'30'

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2*9*0

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0380332

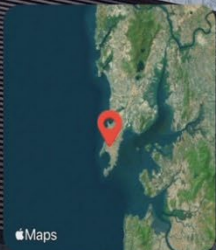
eForm filing date (DD/MM/YYYY)

24/12/2025

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



GPS Map Camera



Apple Maps

Mumbai, Maharashtra, India

Panduranga Budhkar Marg, Worli, Mumbai,
Maharashtra 400018, India

Lat 19.006297, Long 72.821083

02/20/2025 08:27 GMT+05:30

Note : Captured by GPS Map Camera



Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.5936/2024]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;

E-mail: alwyn@alwynjay.com ;Website : www.alwynjay.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]

We have examined the registers, records and books and papers of **Morgan Stanley India Primary Dealer Private 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, 2025**. 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 the provisions of the Act & Rules made thereunder in respect of:
 - 1. Its status under the Act as a Private Limited Company and Limited by Shares;
 - 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 - 3. Filing of forms and return as stated in the annual return, with the Registrar of Companies within the prescribed time. The Company was not required to file any forms/returns with Regional Director, Central Government, the Tribunal, Court or other authorities;
 - 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 have been properly recorded in the Minute Book / Registers maintained for the purpose and the same have been signed. Further the Company has not conducted any postal ballots during the year under review;

5. The Company was not required to close its register of Members during the year under review;
6. The Company has not given any advances or loans to its Directors and /or persons or firms or companies referred in Section 185 of the Act;
7. The Company has not entered into any Contracts/arrangements with related parties as specified in section 188 of the Act;
8. (a) Issue and allotment of 20,800 Unlisted, Unrated, Unsecured, Redeemable, Non-Convertible Debentures having face value of Rs.10,00,000/- each in dematerialized form by way of Private Placement;

There was no transfer/transmission of securities or buy back of securities/ redemption of preference shares /debentures or alteration/reduction of share capital/conversion of shares/securities during the financial year;

9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares;
10. The Company has not declared/paid dividends during the year and also not required to transfer any unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
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;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. There was no appointment/reappointment/ filling up of casual vacancies of Auditors as per the provisions of section 139 of the Act during the financial year;

14. The Company was not required to obtain any approvals of Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities during the financial year;
15. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of sections 73 of the Act;
16. Borrowings from Banks and Holding Company during the financial year. The Company has not borrowed funds from its Directors, public financial institutions and others and was not required to file any form for creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. The Company has not given any loans or guarantees or made investments or provided securities covered under the provisions of section 186 of the Act;
18. There was no alteration of the provisions of the Memorandum of Association and Articles of Association during the financial year.

Place : Mumbai

Date : 9th December, 2025

Alwyn D'Souza & Co.

Company Secretaries



A handwritten signature in black ink, appearing to be "Alwyn D'Souza".

Office Address :

Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

[Alwyn D'Souza, FCS.5559]

[Proprietor]

[Certificate of Practice No.5137]

[UDIN: F005559G002285001]

List of Shareholder as on 31.03.2025

Name of shareholder/ debenture holder	Type of security held	Class of security held	Number of security held	Nominal value per security	Total amount of securities held (in INR)
Morgan Stanley Mauritius Company Limited	Equity	Class A	384981960	10	3849819600.00
Morgan Stanley International Holdings Inc.	Equity	Class A	341953194	10	3419531940.00
Morgan Stanley Mauritius Company Limited	Equity	Class B	106007213	10	1060072130.00
Morgan Stanley International Holdings Inc.	Equity	Class B	1	10	10.00
Morgan Stanley Mauritius Company Limited	Debentures	Debentures	36300	1000000	36300000000.00
Morgan Stanley Mauritius Company Limited	Equity	Class A	163542251	10	1635422510.00