### FORM NO. MGT-7

Refer the instruction kit for filing the form.

(c) \*e-mail ID of the company

Date of Incorporation

(e) Website

(iii)

(d) \*Telephone number with STD code

Form language

[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]



# **Annual Return**

(other than OPCs and Small Companies)

I. REGISTRATION AND OTHER DETAILS		
(i) * Corporate Identification Number (CIN) of the company	U65923KL2011PLC027672	Pre-fill
Global Location Number (GLN) of the company		
* Permanent Account Number (PAN) of the company	AACCH6357A	
(ii) (a) Name of the company	HEDGE FINANCE LIMITED	
(b) Registered office address		
HEDGE FINANCE LTD HEDGE HOUSE MAMANGALAM PALARIVATTOM P.O KOCHI Ernakulam Kerala 682025		

iv)	Type of the Company	Category of the Com	pany		Sub-category of the Company
	Public Company	Company limited by shares		Indian Non-Government company	
v) Wh	ether company is having share ca	pital	<ul><li>Yes</li></ul>		) No
vi) *W	hether shares listed on recognized	d Stock Exchange(s)	Yes	(	) No

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

U93090MH2006PLC164885

cfo@hedgefinance.com

www.hedgefinance.com

04843051913

15/02/2011

Pre-fill

	CDSL	VENTURES LI	IMITED								
Į	Regi	stered office	address of the	Registrar and Tra	nsfer Ager	 nts					
			n Futurex, 25th F N.M. Joshi Marg,								
(vii) *	Finar	ncial year Fro	om date 01/04/	/2020	(DD/MM/Y		To date	31/03/202	 1	DD/M	IM/YYYY)
			general meeting		(	<ul><li>Yes</li></ul>	$\bigcirc$	No		_	
(	(a) If	yes, date of	AGM [	17/09/2021							
(	(b) D	ue date of A0	ЭМ [	30/09/2021							
(	(c) W	hether any e	ا xtension for AG				Yes	<ul><li>No</li></ul>			
II. PI	RIN	CIPAL BU	SINESS ACT	TIVITIES OF TH	HE COM	PANY					
			iness activities	1							
S.I	No	Main Activity group code	Description of I	Main Activity grou	Busines Activity Code	s Des	scription (	of Business	Activity		% of turnove of the company
1	1	К	Financial and	insurance Service	K5		Financial	and Credit le	easing ac	tivities	95.18
11)	NCL	UDING JO	INT VENTU	G, SUBSIDIAF RES) ation is to be give		ASSO		COMPAN	IIES		
S.N	0	Name of t	he company	CIN / FCF	RN	Holdin	g/ Subsid Joint V	diary/Assoc 'enture	iate/	% of sh	nares held
1											
IV. S	HAF	RE CAPITA	AL, DEBENT	URES AND O	THER SE	CURI	TIES OI	F THE CO	OMPAN	ΙΥ	
i) *SH	HAR	E CAPITA	L								
		share capita									
		Particula	rs	Authorised capital	lssu cap			scribed apital	Paid u	p capital	
Total	num	ber of equity	shares	55,000,000	23,716,5	44	23,716,	544	23,716,	544	
Total Rupe		ount of equity	shares (in	550,000,000	237,165,	440	237,165	5,440	224,718	8,396	

1

Number of classes

Page 2 of 14

	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	55,000,000	23,716,544	23,716,544	23,716,544
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	550,000,000	237,165,440	237,165,440	224,718,396

# (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000,000	0	0	0
Total amount of preference shares (in rupees)	200,000,000	0	0	0

Number of classes	1	
-------------------	---	--

	A	ICabilai	Subscribed capital	Paid up capital
Number of preference shares	20,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	200,000,000	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	Nu	ımber of sh	ares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	5,367,666	18,348,878	23716544	237,165,440	224,718,39	
Increase during the year	0	0	0	0	0	0
i. Pubic 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

[ 500B		T	Г	1	Т	T
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						
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						
At the end of the year	5,367,666	18,348,878	23716544	237,165,440	)224,718,39	
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						
	<b>I</b>					
Decrease during the year	0	0	0	0	0	0
Decrease during the year  i. Redemption of shares	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
i. Redemption of shares ii. Shares forfeited	0	0	0	0	0	0

ISIN of the equity shares of the company

(ii) Details of stock spli	it/consolidation during t	the year (fo	or each class or	f shares)		0		
Class o	f shares		(i)		(ii)		(iii)	
Before split /	Number of shares							
Consolidation	Face value per share							
After split /	Number of shares							
Consolidation	Face value per share							
of the first return a	es/Debentures Trant tany time since the vided in a CD/Digital Me	e incorpo				-	rear (or in the	
Separate sheet att	tached for details of tran	sfers	$\circ$	Yes	O N	0		
Note: In case list of trans Media may be shown.	sfer exceeds 10, option f	or submiss	sion as a separa	te sheet at	tachm	ent or subr	mission in a CD/[	Digital
Date of the previous	s annual general meeti	ng						
Date of registration	of transfer (Date Mont	h Year)						
Type of transfe	er	1 - Equ	uity, 2- Prefere	ence Share	es,3 -	Debentur	es, 4 - Stock	
Number of Shares/ Units Transferred	Debentures/			per Share ure/Unit (ir				
Ledger Folio of Trar	nsferor							
Transferor's Name								
	Surname		middle	name			first name	
Ledger Folio of Trar	nsferee							

Transferee's Name								
	Surname	middle name	first name					
Date of registration of transfer (Date Month Year)								
Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock								
Number of Shares/ Debentures/ Units Transferred  Amount per Share/ Debenture/Unit (in Rs.)								
Ledger Folio of Trans	sferor							
Transferor's Name								
	Surname	middle name	first name					
Ledger Folio of Trans	sferee							
Transferee's Name								
	Surname	middle name	first name					

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	1,455,380	1000	1,455,380,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			1,455,380,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year		Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	1,053,830,000	793,000,000	391,450,000	1,455,380,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

#### (v) Securities (other than shares and debentures)

•		•			
					Total Paid up Value
Securities	Securities	each Unit	Value	each Unit	
Total					

0

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

(i) Turnover

229,777,194

(ii) Net worth of the Company

247,881,153

#### VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	Equity		ence
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,853,423	24.68	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	5,853,423	24.68	0	0

**Total number of shareholders (promoters)** 

# (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equi	ity	Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	17,863,121	75.32	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	17,863,121	75.32	0	0	
Total number of shareholders (other than promoters) 30						
	ber of shareholders (Promoters+Public n promoters)	33				

# 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	3	3
Members (other than promoters)	30	30
Debenture holders	420	494

#### VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### (A) \*Composition of Board of Directors

Category		lirectors at the g 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	1	0	1	0	19.35	0
B. Non-Promoter	1	3	1	3	0	14.76
(i) Non-Independent	1	1	1	1	0	14.76
(ii) Independent	0	2	0	2	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	3	19.35	14.76

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

### (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)		
Alex Kalluvila Babu	01254207	Managing Director	4,589,787			
Kiliyanat Padmakumar F	00023176	Whole-time directo	0			
Palathunkal Chacko Joh	00042147	Director	0			
Kuruppath Ajitkumar	03588605	Director	0			
Rapheal Thomas	06379667	Director	3,500,000			
Vinay Sasidharan	AWVPS6152Q	CEO	0			
Suraj Ramachandran	CIJPS6370Q	CFO	0			
Girish Kumar G	ACXPG2744C	Company Secretar	0			
) Particulars of change in director(s) and Key managerial personnel during the year 2						

Name		beginning / during		Nature of change (Appointment/ Change in designation/ Cessation)
Kiliyanat Padmakumar F	00023176	Whole-time directo	18/09/2020	Reappointment
Alex Kalluvila Babu	01254207	Managing Director	18/09/2020	Reappointment

#### 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 Attendance Total Number of Type of meeting Date of meeting Members entitled to attend meeting Number of members % of total attended shareholding **Annual General Meeting** 18/09/2020 9 33 27.37

#### **B. BOARD MEETINGS**

*Number of m	neetings held	39			
S. No.	Date of me		otal Number of directors ssociated as on the date of meeting		Attendance
			· ·	Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date					
		of meeting	Number of directors attended	% of attendance			
1	16/04/2020	5	4	80			
2	15/05/2020	5	3	60			
3	22/05/2020	5	3	60			
4	10/06/2020	5	4	80			
5	19/06/2020	5	3	60			
6	26/06/2020	5	4	80			
7	27/06/2020	5	3	60			
8	22/07/2020	5	3	60			
9	23/07/2020	5	3	60			
10	14/08/2020	5	4	80			
11	22/08/2020	5	3	60			
12	26/08/2020	5	3	60			

#### C. COMMITTEE MEETINGS

Number of meetings held 3

S. No.	Type of meeting			Attendance		
	J			Number of members attended	% of attendance	
1	Audit Committe	26/06/2020	3	3	100	
2	Audit Committe	11/11/2020	3	3	100	
3	Nomination an	14/08/2020	3	2	66.67	

# D. \*ATTENDANCE OF DIRECTORS

	of the director	Board Meetings			Committee Meetings			Whether attended AGM
S. No.		Number of Meetings which director was	Meetings	% of	Number of Meetings which director was	Meetings	% of attendance	held on
		entitled to attend	attended		entitled to attend	attended	atteridarice	17/09/2021 (Y/N/NA)

1	Alex Kalluvila	39	39	100	2	2	100	Yes
2	Kiliyanat Padm	n 39	39	100	0	0	0	No
3	Palathunkal C	39	39	100	3	3	100	Yes
4	Kuruppath Ajit	39	8	20.51	3	3	100	Yes
5	Rapheal Thom	39	1	2.56	1	0	0	No

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

	1 1	N I	٠	ı
		N	1	

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Alex K Babu	Managing Direct	2,032,163	0	0	0	2,032,163
2	Kiliyanat Padmakun	Whole Time Dire	1,380,000	0	0	0	1,380,000
	Total		3,412,163	0	0	0	3,412,163

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinay Sasidharan	CEO	1,235,156	0	0	0	1,235,156
2	Suraj Ramachandra	CFO	958,285	0	0	0	958,285
3	Girish Kumar G	Company Secre	891,120	0	0	0	891,120
	Total		3,084,561	0	0	0	3,084,561

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Palathunkal Chacko	Independant Dir	0	0	0	80,000	80,000
2	Kuruppath Ajitkuma	Independant Dir	0	0	0	80,000	80,000
	Total		0	0	0	160,000	160,000

* A. Whether the corprovisions of the	mpany has mad e Companies Ad	le compliances and disc ct, 2013 during the year	losures in respect of app	olicable Yes	○ No
B. If No, give reason	ons/observatior	os			
(II. PENALTY AND P	UNISHMENT -	DETAILS THEREOF			
A) DETAILS OF PEN	ALTIES / PUNIS	SHMENT IMPOSED ON	I COMPANY/DIRECTOR	RS /OFFICERS	Nil
Name of the company/ directors/ officers	Name of the co 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 CO	MPOUNDING (	OF OFFENCES	Nil		
(5) 52	1			<u> </u>	
Name of the company/ directors/ officers	Name of the c 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 comp	O	reholders, debenture h	nolders has been enclo	sed as an attachme	ent
XIV. COMPLIANCE	OF SUB-SECT	TION (2) OF SECTION 9	92, IN CASE OF LISTED	COMPANIES	
In case of a listed co more, details of com	ompany or a cor pany secretary	npany having paid up sh in whole time practice co	nare capital of Ten Crore ertifying the annual retur	rupees or more or to n in Form MGT-8.	urnover of Fifty Crore rupees or
Name		Puzhankara Sivakumar	r		
Whether associate	e or fellow		ate   Fellow		
Certificate of pra	ctice number	2210			

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

#### 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 D	irectors of the con	ipany vide resoi	ution no	07	dat	ed  07/07/2021	
	) to sign this form a e subject matter of							ınder
	ever is stated in this bject matter of this							
2. All the	required attachme	nts have been cor	mpletely and leg	ibly attached	to this form.			
Note: Attentio punishment fo	n is also drawn to or fraud, punishm	the provisions on the provisions on the contract of the contra	of Section 447, sement and puni	section 448 shment for	and 449 of t false eviden	he Compani ce respectiv	es Act, 2013 whicely.	h provide fo
To be digitally	signed by							
Director								
DIN of the direc	ctor	01254207						
To be digitally	signed by							
<ul><li>Company S</li></ul>	ecretary							
OCompany se	ecretary in practice							
Membership nu	imber 6146		Certificate of	of practice nu	ımber			
Attac	hments						List of attachme	nts
1. Lis	t of share holders,	debenture holders		A	ttach			
2. Ap	proval letter for ext	ension of AGM;		A	ttach			
3. Co	py of MGT-8;			Α	ttach			
4. Op	tional Attachement	(s), if any		A	ttach			
							Remove attach	ment
-	Modify	Che	eck Form		Prescrutiny	1	Submit	1

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

Check Form

Modify