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)

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company Pre-fill U67190MH1996PLC097473 Global Location Number (GLN) of the company * Permanent Account Number (PAN) of the company AAACT3247R (ii) (a) Name of the company HSBC INVESTDIRECT FINANCIA (b) Registered office address 9-11 Floor, NESCO IT Park, Building No. 3 Western Express Highway, Goregaon (East) Mumbai Mumbai City Maharashtra 400060 (c) *e-mail ID of the company snehadoshi@hsbc.co.in (d) *Telephone number with STD code 18002094477 (e) Website (iii) Date of Incorporation 19/02/1996 (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 (\bullet) Yes No (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No (\bullet)
 - (b) CIN of the Registrar and Transfer Agent Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the	Registrar and Tra	insfer Agents		
(vii) *Financial year From date 01/04	/2022	(DD/MM/YYYY) To date	31/03/2023	(DD/MM/YYYY)
(viii) *Whether Annual general meetir	g (AGM) held	• Yes	No	
(a) If yes, date of AGM	27/06/2023			
(b) Due date of AGM	30/09/2023			
(c) Whether any extension for A	GM granted	 ⊖ Yes	No	
II. PRINCIPAL BUSINESS AC	TIVITIES OF T	HE COMPANY		

*Number of business activities 1

	Main Activity group code		Business Activity Code		% of turnover of the company
1	к	Financial and insurance Service	К8	Other financial activities	99.77

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

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	HSBC INVESTDIRECT (INDIA) PF	U67120MH1997PTC110386	Holding	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	147,000,000	146,284,720	146,284,720	146,284,720
Total amount of equity shares (in Rupees)	1,470,000,000	1,462,847,200	1,462,847,200	1,462,847,200

1

Class of Shares Equity Shares	Authoricod	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	147,000,000	146,284,720	146,284,720	146,284,720
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,470,000,000	1,462,847,200	1,462,847,200	1,462,847,200

(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

Class of shares	Authorised capital	Icapital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	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	Physical	DEMAT	Total			
At the beginning of the year	146,284,720	0	146284720	1,462,847,2	1,462,847,:	
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

v. ESOPs						
V. LOUPS	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	440.004.700	0	440004700	4 400 047 0	4 400 047	
	146,284,720	0	146284720	1,462,847,2	1,402,847,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
	0	0	0	0		0
At the beginning of the year					0	0
At the beginning of the year Increase during the year	0	0	0	0	0	
At the beginning of the year Increase during the year i. Issues of shares	0	0	0	0	0	0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares	0	0	0	0	0 0 0	0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0 0 0	0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify Decrease during the year	0 0 0 0 0	0 0 0	0 0 0 0 0	0 0 0 0 0	0 0 0 0 0	0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify Decrease during the year i. Redemption of shares	0 0 0 0	0 0 0 0 0	0 0 0 0	0 0 0 0 0	0 0 0 0 0 0 0	0 0 0 0 0
At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares iii. Others, specify Decrease during the year i. Redemption of shares ii. Shares forfeited	0 0 0 0 0 0 0	0 0 0 0 0 0 0	0 0 0 0 0 0 0	0 0 0 0 0 0 0	0 0 0 0 0 0 0	0 0 0 0 0 0

ISIN of the equity shares of the company

Class of	of shares	(i)	(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	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) *

\boxtimes	Nil			
	[Details being provided in a CD/Digital Media]	⊖ Yes	O No	Not Applicable
	Separate sheet attached for details of transfers	⊖ Yes	🔿 No	

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting						
Date of registration of transfer (Date Month Year)						
Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock						
Number of Shares/ D Units Transferred	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

Date of registration of transfer (Date Month Year)						
Type of transfe	r	1 - 6	Equity, 2	2- Preference Shares,3 -	Debentures, 4 - Stock	
Number of Shares/ D Units Transferred	Debentures/ Amount per Share/ Debenture/Unit (in Rs.)					
Ledger Folio of Transferor						
Transferor's Name						
	Sur	name		middle name	first name	
Ledger Folio of Trans	Ledger Folio of Transferee					
Transferee's Name						
	Sur	name		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
Total			0

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	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)

Type of	Number of	Nominal Value of	Total Nominal	Paid up Value of	Total Paid up Value
Securities	Securities	each Unit	Value	each Unit	-
T ()					
Total					
	L		L		L

0

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

(i) Turnover

817,709,000

(ii) Net worth of the Company

5,153,625,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equi	ity	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)	146,284,720	100	0	
10.	Others	0	0	0	
	Total	146,284,720	100	0	0

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Total number of shareholders (promoters)

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

S. No.	Category	Equi	ty	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	er of shareholders (other than prom	oters)			
Total number Other than pr	r of shareholders (Promoters+Public romoters)	c/ 7			

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	7	7
Members (other than promoters)	0	0
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	3	0	4	0	0
(i) Non-Independent	1	3	0	4	0	0
(ii) Independent	0	0	0	0	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	1	3	0	4	0	0

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(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)
BRIJ BHUSHAN	09288911	Director	0	
PAYAL RAJESH ADVA	09482109	Director	0	
ROOPA VARMA	09779388	Director	0	
SANKET SANGHAVI	08416364	Director	0	
SNEHA SASHIKANT SI	BAXPS4021H	Company Secretar	0	
SUNITA SARDA	AITPB0627K	CFO	0	

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

				l
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)
Madhur Malviya	07389724	Director	13/04/2022	Cessation
Brij Bhushan	09288911	Director	30/08/2022	Change in designation
Payal Advani	09482109	Director	30/08/2022	Change in designation
Deepak Sarup	09494760	Director	30/08/2022	Change in designation
Deepak Sarup	09494760	Director	16/11/2022	Cessation
Roopa Varma	09779388	Additional director	01/02/2023	Appointment
Sanket Sanghavi	08416364	Additional director	01/02/2023	Appointment
Shantanu Shankar	08054929	Managing Director	18/03/2023	Cessation

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

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held	1				
Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance		
		allend meeting		% of total shareholding	
Annual General Meeting	30/08/2022	7	7	100	

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B. BOARD MEETINGS

*Number of meetings held 5 Attendance Total Number of directors associated as on the date Date of meeting S. No. of meeting Number of directors % of attendance attended 1 30/05/2022 4 4 100 4 4 2 28/07/2022 100 3 4 100 11/11/2022 4 4 09/02/2023 5 5 100 5 5 02/02/2023 5 100

C. COMMITTEE MEETINGS

	Type of meeting		Total Number of Members as	Attendance		
	meeting	Date of meeting	on the date of the meeting	Number of members attended	% of attendance	
1	Audit Committe	30/05/2022	3	3	100	
2	Audit Committe	28/07/2022	3	3	100	
3	Audit Committe	11/11/2022	3	3	100	
4	Audit Committe	09/02/2023	3	3	100	
5	Corporate Soc	08/09/2022	3	3	100	
6	IT Strategy Co	15/07/2022	3	3	100	
7	IT Strategy Co	10/01/2023	3	3	100	
8	Nomination an	26/05/2022	3	3	100	
9	Nomination an	21/02/2023	3	2	66.67	
10	Nomination an	02/03/2023	3	3	100	

D. *ATTENDANCE OF DIRECTORS

			Board Meetings		Co	gs	Whether attended AGM	
S. No.	Name of the director		Meetings			Number of Meetings attended	% of attendance	held on 27/06/2023 (Y/N/NA)
1	BRIJ BHUSHA	5	5	100	8	8	100	No
2	PAYAL RAJE	5	5	100	10	10	100	No
2		5	5	100	10	10	100	NO
3	ROOPA VARN	2	2	100	2	1	50	No
4	SANKET SAN	2	2	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

🖂 Nil

lumber o	f Managing Director, W	/hole-time Directors	s and/or Manager v	vhose remuneratio	n details to be ente	red	
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						
lumber o	f CEO, CFO and Comp	bany secretary who	se remuneration d	etails to be entered	1		<u>.</u>

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

Number of other directors whose remuneration details to be entered

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 Yes O No provisions of the Companies Act, 2013 during the year
 - B. If No, give reasons/observations

XII. PENALTY AND PUNISHMEN		

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS NI

		Date of Order		Details of appeal (if any) including present status
(B) DETAILS OF CO	MPOUNDING OF OF		il 🗌	

	 	-	
Name of the		Isaction Lindar Which	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes O 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	Ashish Kumar Jain
Whether associate or fellow	○ Associate ● Fellow
Certificate of practice number	6124

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 25/08/2014

(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 compiled 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.

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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	BERLIN Digitally signed by BERLIN VARGHESE VARGHESE Bate: 2023.08.10 14.34.34 + 09307 14.34.34		
DIN of the director	10059070		
To be digitally signed by	SNEHA Digitally signed by SNEHA DEVANG DEVANG DOGH DOSHI Date: 2023.08.10 14:45:29:105:30'		
 Company Secretary 			
O Company secretary in practic	æ		
Membership number 18001	Ce	ertificate of practice number	
Attachments			List of attachments
1. List of share holders	, debenture holders	Attach	MGT-8_HIFSL_2023_signed.pdf
2. Approval letter for e	xtension of AGM;	Attach	HIFSL Shareholding pattern - 31 March 2
3. Copy of MGT-8;		Attach	
4. Optional Attacheme	nt(s), if any	Attach	
			Remove attachment
Modify	Check For	Prescruti	iny 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



HSBC INVESTDIRECT FINANCIAL SERVICES (INDIA) LIMITED

SHAREHOLDING PATTERN AS ON 31 MARCH 2023

Sr. No.	Name of the Shareholder	No. of Shares	% age of holding
1.	HSBC InvestDirect (India) Limited ("HIDL")*	14,62,84,650	100.00
2.	HSBC InvestDirect (India) Limited Jointly with Mr. Abadaan Viccaji.	10	00.00
3.	HSBC InvestDirect (India) Limited Jointly with Mr. Amit Moghay.	20	00.00
4.	HSBC InvestDirect (India) Limited Jointly with Mr. N Suresh.	10	00.00
5	HSBC InvestDirect (India) Limited Jointly with Mr. Ravi Menon	10	00.00
6	HSBC InvestDirect (India) Limited Jointly with Mr. Shantanu Shankar	10	00.00
7	HSBC InvestDirect (India) Limited Jointly with Ms. Archana Chadha	10	00.00
	Total	14,62,84,720	100.00

For HSBC InvestDirect Financial Services (India) Limited

Sd/-Sneha Doshi Company Secretary Membership No. 18001

Place: Mumbai Date: 10 August 2023 A K JAIN & CO. COMPANY SECRETARIES

26, 2nd Floor, Shankar Seth Building, 380-382, J. S. S. Road, Chira Bazar, Mumbai - 400002

+91 22 2203 4420 • akjaincs@gmail.com

Form No. MGT-8

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

We have examined the registers, records and books and papers of HSBC InvestDirect Financial Services (India) Limited (CIN U67190MH1996PLC097473) (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, 2023. 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 Arrest D
11.		The Annual Return states the fact as at the close of the aforesaid fina, icial yea
D	+	
В.		During the aforesaid financial year
	1.	The Company has complied with the provisions of the Arian Dist
	2.	The Company has complied with the provisions of the transformer of the
		in respect of manifemance of registers / records ?
	3.	The Company has complied with the provisions of the Art & D.
		the Company was not required to file forms with the Regional Director, Central Government the Tribunal Court and the regional Director,
		Central Government, the Tribunal, Court or other authorities;
	4.	The Company has complied with the gravit
		The Company has complied with the provisions of the Act & Rules made
		thereunder in respect of calling/convening/holding meetings of Board of
		Directors and Committees, and the meetings of the members of the Company
		on due dates as stated in the annual return in rochast of subility
		For nonces were given and the proceedings including singulations in the
		and could properly recorded in the Minute Book registers maintain 1 (1)
-+-	F	Party and the same have been stoned.
	5.	The Company was not required to close its Register of Members;
	6.	The company has not given any advances or loans to its directory I/
_		persons of mins of companies referred in Section 185 of the Ast
	7.	The Company has not entered in to any contracts or arrest contracts of arrest contract
		reading the provisions of the Section 188 of the Ast
	8.	There were no instances of issue or allotment or transfer or transmission and /
		or buy back of securities or redemption of preference shares or reduction of share capital or conversion of shares or reduction of
		share capital or conversion of shares or securities.
9	9.	As informed by the Company, it was not required to keep in abeyance the rights to dividend rights above a line of the second sec
		rights to dividend rights shares and harmen i
		rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;



10	which were required to be transferred to the unpaid or unclaimed dividends of any amounts to the Investor Education and Protection Fund by the Compan in accordance with section 125 of the Ari
11.	The Company has signed audited financial statements as per the provisions of Section 134 of the Act and report of directors is as per sub-section (3) and (5) thereof;
12.	The Board of Directors is duly constituted. The Company has complied with the provisions of the Act & Rules made thereunder in respect of constitution/ appointment/ re-appointment/ disclosures of the Directors and Key Managerial Personnel and remuneration paid to them. There were no instances of appointment of Director in casual a
13.	thereunder in respect of appointment/re-appointment of auditors as per the provisions of section 139 of the Act. Further there was no instance of the appointment of auditor in casual vacance.
14.	approval of the Central Government Regime 1 Di
15.	As informed by the Company, it has not invited, renewed or accepted any deposits;
	The Company has made borrowings from banks, Public Financial Institutions and others in compliance with the provisions of the Section 180 of the Companies Act, 2013 and rules made thereunder and was not required to create or modify or satisfy any charge in race and was
	Section 186 of Companies Act 2013 is not analy in the Provisions of
1.0.	The Company has not altered the provisions of the Memorandum or Articles of Association of the Company.

JAIN &	For A. K. Jain & Co. Company Secretaries	
C. P. No.	in.	
PRAMY SECREM	Ashish Kumar Jain Proprietor	

Ashish Kumar Jain Proprietor FCS: 6058. CP: 6124 Peer Review Certificate No.1485/2021 UDIN: F006058E000775200

Place: Mumbai Date: 10th August, 2023