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]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language ◉ English ○ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: U15205TG2008PLC058708 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AADCG5150F

(ii) (a) Name of the company: GEMINI EDIBLES & FATS INDIA

(b) Registered office address

"FREEDOM HOUSE", 8-2-334/70 & 71, OPP. TO SBI
EXECUTIVE ENCLAVE, ROAD NO.5, BANJARA HILLS,
HYDERABAD
Telangana
500034
India

(c) *e-mail ID of the company: secretarial@gefindia.net

(d) *Telephone number with STD code: 04067357868

(e) Website: www.gefindia.com

(iii) Date of Incorporation: 17/04/2008

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital ◉ Yes ○ No

(vi) *Whether shares listed on recognized Stock Exchange(s) ○ Yes ◉ No

(b) CIN of the Registrar and Transfer Agent: U72400TG2017PLC117649 [Pre-fill]

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 28/05/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*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	C	Manufacturing	C1	Food, beverages and tobacco products	100

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	GOLDEN AGRI INTERNATIONAI		Holding	56.27

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	104,000,000	102,875,080	102,875,080	102,875,080
Total amount of equity shares (in Rupees)	104,000,000	102,875,080	102,875,080	102,875,080

Number of classes 1

Class of Shares EQUITY SHARES	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	104,000,000	102,875,080	102,875,080	102,875,080
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	104,000,000	102,875,080	102,875,080	102,875,080

(b) Preference share capital

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

Number of classes 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	102,875,08(	102875080	102,875,08(	102,875,08	
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	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 0				0	0	
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 0				0	0	
At the end of the year	0	102,875,080	102875080	102,875,080	102,875,08	
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 0				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 0				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares) 1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	10,287,508		
	Face value per share	10		
After split / Consolidation	Number of shares	102,875,080		
	Face value per share	1		

(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	31/07/2021

Date of registration of transfer (Date Month Year)	28/05/2021		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	0
Ledger Folio of Transferor	IN30273410078561		
Transferor's Name	Chowdhry		Pradeep Kumar
	Surname	middle name	first name
Ledger Folio of Transferee	IN30302854177938		

Transferee's Name	Chowdhry		Akshay
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	28/05/2021		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	0
Ledger Folio of Transferor	IN30273410078561		

Transferor's Name	Chowdhry		Pradeep Kumar
	Surname	middle name	first name
Ledger Folio of Transferee	IN30273410081127		
Transferee's Name	Chowdhry		Sanjana Kochhar
	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 Transferor			

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

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	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	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 104,810,890,943.66

(ii) Net worth of the Company 21,325,984,571.9668

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	12,477,710	12.13	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)	57,886,130	56.27	0	
10.	Others 0	0	0	0	
	Total	70,363,840	68.4	0	0

Total number of shareholders (promoters) 3

(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	20	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)	32,511,220	31.6	0	
10.	Others 0	0	0	0	
	Total	32,511,240	31.6	0	0

Total number of shareholders (other than promoters) 4

Total number of shareholders (Promoters+Public/ Other than promoters) 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	4	4
Members (other than promoters)	2	4
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**	1	0	1	0	0.57	0

B. Non-Promoter	1	6	1	7	0	0
(i) Non-Independent	1	6	1	4	0	0
(ii) Independent	0	0	0	3	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	6	2	7	0.57	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(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)
PRADEEP KUMAR CH(	01154121	Managing Director	590,920	
PRATHAP GANGARAJ	07433830	Whole-time directo	0	
DEEPAK MALIK	00662141	Director	0	
RAJESH CHOPRA	08139585	Director	0	
HEMANT KUMAR BHA	00389638	Director	0	
GOVIND AMBADY	00057621	Director	0	
VIPEN KAPUR	01623192	Director	0	
SAVITA MAHAJAN	06492679	Director	0	
CHITRANJAN DAR	03191054	Director	0	
Rajesh Kumar Aggarwa	AAVPA6966G	Company Secretar	0	
Shobhit Agarwal	AGZPA8052D	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 9

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)
Saurabh Bajaj	07283207	Director	02/06/2021	Cessation
Ethan Phua	08313222	Director	02/06/2021	Cessation
VIPEN KAPUR	01623192	Director	23/06/2021	Appointment
SAVITA MAHAJAN	06492679	Director	23/06/2021	Appointment
CHITRANJAN DAR	03191054	Additional director	23/07/2021	Appointment
CHITRANJAN DAR	01623192	Director	31/07/2021	Change in designation
GOVIND AMBADY	00057621	Director	31/07/2021	Cessation
GOVIND AMBADY	00057621	Additional director	31/07/2021	Appointment
GOVIND AMBADY	00057621	Director	02/08/2021	Change in designation

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

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

Number of meetings held: 4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	04/06/2021	5	4	81.84
Extra Ordinary General Mee	23/06/2021	5	4	81.84
Annual General Meeting	31/07/2021	7	5	81.84
Extra Ordinary General Mee	02/08/2021	7	5	81.84

B. BOARD MEETINGS

*Number of meetings held: 6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/06/2021	8	8	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	23/06/2021	8	8	100
3	23/07/2021	9	9	100
4	02/08/2021	9	9	100
5	30/11/2021	9	9	100
6	23/12/2021	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held 17

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 Committe	02/06/2021	4	4	100
2	Audit Committe	02/08/2021	3	3	100
3	Audit Committe	30/11/2021	3	3	100
4	Audit Committe	23/12/2021	3	3	100
5	Nomination an	01/06/2021	3	3	100
6	Nomination an	23/06/2021	3	3	100
7	Nomination an	23/07/2021	4	4	100
8	Nomination an	29/03/2022	3	3	100
9	Corporate Soc	19/05/2021	3	3	100
10	Finance Comn	30/09/2021	4	2	50

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/05/2022 (Y/N/NA)
1	PRADEEP KU	6	6	100	12	11	91.67	Yes

2	PRATHAP GA	6	6	100	1	1	100	Yes
3	DEEPAK MAL	6	6	100	12	9	75	No
4	RAJESH CHC	6	6	100	11	7	63.64	Yes
5	HEMANT KUM	6	6	100	12	10	83.33	Yes
6	GOVIND AMB	6	6	100	0	0	0	No
7	VIPEN KAPUF	5	5	100	5	5	100	Yes
8	SAVITA MAHA	5	5	100	2	2	100	Yes
9	CHITRANJAN	4	4	100	3	3	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pradeep Kumar Chc	Managing Direct	83,695,361	0	0	165,228	83,860,589
2	Prathap Gangaraju	Whole-time direc	12,858,843	0	0	456,363	13,315,206
	Total		96,554,204	0	0	621,591	97,175,795

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajesh Kumar Agga	Company Secre	7,036,718	0	0	458,600	7,495,318
2	Shobhit Agarwal	CFO	9,352,778	0	0	457,000	9,809,778
	Total		16,389,496	0	0	915,600	17,305,096

Number of other directors whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIPEN KAPUR	Independent Dir	0	0	0	750,000	750,000
2	SAVITA MAHAJAN	Independent Dir	0	0	0	600,000	600,000
3	CHITRANJAN DAR	Independent Dir	0	0	0	550,000	550,000
	Total		0	0	0	1,900,000	1,900,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

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

◉ Yes ○ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: Ansu Thomas

Whether associate or fellow ○ Associate ◉ Fellow

Certificate of practice number: 16696

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. .. 17 dated 20/05/2022 (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.
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: CHOWDHRY PRADEEP KUMAR (Digitally signed by CHOWDHRY PRADEEP KUMAR Date: 2022.07.14 14:12:58 +05'30')

DIN of the director: 01154121

To be digitally signed by RAJESH KUMAR AGGARWAL (Digitally signed by RAJESH KUMAR AGGARWAL Date: 2022.07.14 14:13:13 +05'30')

(●) Company Secretary

( ) Company secretary in practice

Membership number: 19736 Certificate of practice number:

Attachments

1. List of share holders, debenture holders — Attach
2. Approval letter for extension of AGM; — Attach
3. Copy of MGT-8; — Attach
4. Optional Attachement(s), if any — Attach

List of attachments

List of shareholders_31032022.pdf
Gemini - MGT 8.pdf
List of Committee Meetings.pdf
ROC Letter on Sub-Division of shares.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company