# 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)

Pre-fill

U65990MH2007PTC171702

INNOVEN CAPITAL INDIA PRIV/

AALCS0254J

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
  - (b) Registered office address

 

 A/805A, The Capital, G- Block, Bandra Kurla Complex, Behind ICICI Bank, Plot C-70, Bandra (East) Mumbai Mumbai City Maharashtra

 (c) \*e-mail ID of the company
 kapil@innovencapital.com

 (d) \*Telephone number with STD code
 02267446500

 (e) Website
 www.innovencapital.com

 (iii) Date of Incorporation
 15/06/2007

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

(vii) *Financial year From date $01/6$	04/2020	(DD/MM/YYY	Y) To date	31/03/2021	(DD/MM/YYYY)
(viii) *Whether Annual general mee	ting (AGM) held	۲	Yes 🔿	No	
(a) If yes, date of AGM	30/09/2021				
	50/05/2021				
(b) Due date of AGM	30/09/2021				
(c) Whether any extension for	0			No	
II. PRINCIPAL BUSINESS A			AIN T		

\*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	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	Gabelhorn Investments Pte. Lt		Holding	99.99	

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

## (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	lssued capital	Subscribed capital	Paid up capital
Total number of equity shares	73,660,000	60,309,744	60,309,744	60,309,744
Total amount of equity shares (in Rupees)	736,600,000	603,097,440	603,097,440	603,097,440

#### Number of classes

	Authoriood	Icapital	Subscribed capital	Paid up capital
Number of equity shares	73,660,000	60,309,744	60,309,744	60,309,744

1

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	736,600,000	603,097,440	603,097,440	603,097,440

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

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	N	Number of shares			Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	60,309,744	60309744	603,097,440	603,097,44	
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						
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	0	60,309,744	60309744	603,097,440	603,097,44	
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						
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						
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)

Class o	Class of shares		(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) \*

Nil [Details being provided in a CD/Digital Media]	0	Yes	0	No	0	Not Applicable
Separate sheet attached for details of transfers	$\bigcirc$	Yes	$\bigcirc$	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.

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

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

(v) Securities	(other than shares a	nd 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

1,369,981,000

## (ii) Net worth of the Company

7,212,295,147.16

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

S. No.	Category	Equ	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		

	Total	60,309,744	100	0	0
10.	Others	0	0	0	
9.	Body corporate (not mentioned above)	60,309,744	100	0	
8.	Venture capital	0	0	0	
7.	Mutual funds	0	0	0	
6.	Foreign institutional investors	0	0	0	

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Total number of shareholders (promoters)

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

S. No.	Category	Equi	ty	Prefere	ence
		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 nun	nber of shareholders (other than prom	oters)	0			
	ber of shareholders (Promoters+Publi 1 promoters)	ic/	2			

#### 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	2	2
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			ectors at the end e 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	4	1	4	0	0
(i) Non-Independent	1	4	1	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	4	1	4	0	0

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

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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)
ERIC THAM KAH JIN	07455128	Director	0	
SHANTANU MITRA	03019468	Director	0	
AFTAB MATHUR	06594968	Director	0	03/05/2021
SEAH KIAN WEE	07455119	Director	0	
ASHISH SHARMA	01659506	Managing Director	0	
ASHISH SHARMA	AMTPS4371H	CEO	0	
PRAJAKTA VYANKATE	ABUPU8479L	Company Secretar	0	31/08/2021

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

0

Name	beginning / during	change in designation/	Nature of change (Appointment/ Change in designation/ 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		
		5		% of total shareholding	
Annual General Meeting	28/09/2020	2	2	100	

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

\*Number of meetings held 4

	S. No.	Date of meeting	Total Number of directors associated as on the date			
				Number of directors attended	% of attendance	
-	1	23/06/2020	5	5	100	
Ī	2	16/09/2020	5	5	100	

S. No.	Date of meeting	Total Number of directors associated as on the date		Attendance
		of meeting	Number of directors attended	% of attendance
3	08/12/2020	5	5	100
4	09/03/2021	5	5	100

## C. COMMITTEE MEETINGS

per of meet	ings held		9			
S. No.	Type of meeting			A Number of members	Attendance	
			the meeting	attended	% of attendance	
1	Audit Committe	23/06/2020	4	4	100	
2	Audit Committe	16/09/2020	4	4	100	
3	Audit Committe	08/12/2020	4	4	100	
4	Audit Committe	09/03/2021	4	4	100	
5	Corporate Soc	23/06/2020	4	4	100	
6	Corporate Soc	08/12/2020	4	4	100	
7	Corporate Soc	09/03/2021	4	4	100	
8	Nomination an	16/09/2020	3	3	100	
9	Nomination an	09/03/2021	3	3	100	

## D. \*ATTENDANCE OF DIRECTORS

		Board Meetings			Committee Meetings			Whether attended AGM
S. No.	of the director	Number of Meetings which director was	Meetings	% of attendance	Number of Meetings which director was	Number of Meetings	% of attendance	held on
		entitled to attend	attended	allendance	entitled to attend	attended	allendance	30/09/2021
								(Y/N/NA)
1	ERIC THAM K	4	4	100	0	0	0	No
2	SHANTANU M	4	4	100	9	9	100	No
3	AFTAB MATH	4	4	100	9	9	100	No
4	SEAH KIAN W	4	4	100	9	9	100	No
5	ASHISH SHAF	4	4	100	7	7	100	No

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

Nil

Number o	of Managing Director, W	/hole-time Directors	and/or Manager	whose remuneratio	n details to be ente	ered 1	
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashish Sharma	Managing Direct	52,391,726	0	0	0	52,391,726
	Total		52,391,726	0	0	0	52,391,726
Number o	of CEO, CFO and Comp	bany secretary who	se remuneration d	etails to be entered	1	0	
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						
Number o	of other directors whose	e remuneration deta	ils to be entered	I		1	
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHANTANU MITRA	Director	1,715,000	0	0	0	1,715,000
	Total		1,715,000	0	0	0	1,715,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

## (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 COM	POUNDING OF OF	FENCES 🕅 N	il 🗌	

Name of the		leaction linder which	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	JAYESH MANSUKHLAL SHAH			
Whether associate or fellow	<ul> <li>○ Associate ● Fellow</li> </ul>			
Certificate of practice number	2535			

#### 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.

(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 the 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 a 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.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

dated 21/06/2018

(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

ashish Digitally signed b ashish sharma bate: 2021.12.01 11:40:36 +05'30'

DIN of the director

To be digitally signed by

511a1111a 11:40:36 +05'30'	
01659506	
ISHWARI Digitally signed by ISHWARI SUNIL SUNIL SAMANT Dete: 2021.12.01 114:45-40530'	

Company Secretary					
⊖ Company secretary in	n practice				
Membership number	53811	Certificate of pra	actice number		
Attachments				List of attachments	
1. List of share holders, debenture holders		ers	Attach	List of Shareholders_20-21.pdf	
2. Approval letter for extension of AGM;			Attach	InnoVen_Form MGT-8_2021.pdf	
3. Copy of MG	T-8;		Attach		
4. Optional Atta	achement(s), if any		Attach		
				Remove attachment	
Ν	Nodify	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



## 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 **InnoVen Capital India 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 March 31, 2021. 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 Act & Rules made there under in respect of:
  - 1. its status under the Act;
  - 2. maintenance of registers/records and 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 generally within the prescribed time;
  - 4. calling/ convening/ holding meetings of Board of Directors and its committees viz. Audit Committee, Nomination and Compensation Committee, Corporate Social Responsibility Committee, IT Strategy Committee and Risk Oversight & ALCO 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 resolutions passed by circulation have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

- 5. signing of audited financial statements as per the provisions of Section 134 of the Act and Report of Directors is as per sub-sections (3) and (5) thereof;
- 6. constitution, re-appointment of Mr. Ashish Sharma as Managing Director and Chief Executive Officer of the Company, for a period of 3 (three) years with effect from September 16, 2020 to September 15, 2023 and disclosures of the Directors and Key Managerial Personnel and remuneration paid to them ;
- re-appointment of M/s. S R Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E) as Statutory Auditors of the Company, for a second term of 5 years to hold office from the conclusion of 13th Annual General Meeting till 18th Annual General Meeting of the Company;
- 8. borrowings from banks and creation, modification and satisfaction of charges in that respect;
- **C.** During the aforesaid financial year, the Company was not required to comply with the provisions of the Act & Rules made thereunder in respect of:
  - 1. filing of forms and returns with the Regional Director, the Tribunal, Court, Central Government or other authorities within/beyond the prescribed time;
  - 2. resolution passed by postal ballot;
  - 3. closure of Register of Members / Security holders, as the case may be;
  - 4. advances / loans to its Directors and/or persons or firms or companies referred in Section 185 of the Act;
  - 5. contracts/ arrangements with related parties as specified in Section 188 of the Act;
  - 6. issue, allotment, transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ reduction of share capital/ conversion of shares/ securities;
  - 7. 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;
  - 8. declaration / payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with provisions of Section 125 of the Companies Act, 2013;
  - 9. appointment/ retirement/ filling up casual vacancies of the Directors and Key Managerial Personnel;

- 10. appointment / filling of casual vacancy of auditors as per the provisions of Section 139 of the Act;
- 11. approvals required to be taken from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the act;
- 12. acceptance/ renewal/ repayment of deposits;
- 13. borrowings from its directors, members and public financial institutions and others;
- 14. 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 are not applicable since the Company is engaged in the business of Non-banking Financial activities as per license issued by the Reserve Bank of India.
- 15. alteration of the provisions of the Memorandum and Articles of Association of the Company.

## For RATHI & ASSOCIATES **COMPANY SECRETARIES**

JAYESH MANSUKHLAL SHAH Digitally signed by JAYESH MANSUKHLAL SHAH Date: 2021.11.19 18:22:50 +05'30' SHAH

**JAYESH SHAH** PARTNER FCS No.: 5637 COP No.: 2535 UDIN: F005637C001487128

Date: 19th November, 2021 Place: Mumbai



InnoVen Capital India Pvt. Ltd. 805-A, 8th Floor, 'The Capital' G- Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 T +9122 6744 6500 F +9122 6744 656 contact@innovencapital.com www.innovencapital.com

#### Shareholding Pattern as on March 31, 2021

Authorised Share Capital	Rs. 73,66,00,000
Paid up Share Capital	Rs. 60,30,97,440

Sr. No.	Name of Shareholder	No. of Shares	Amount (in Rs.)	% of Shareholding
1	Gabelhorn Investments Pte. Ltd.	6,03,09,743	60,30,97,430	99.99
2	InnoVen Capital Pte. Ltd.	1	10	0.01
	Total	6,03,09,744	60,30,97,440	100.00

#### For InnoVen Capital India Private Limited

ISHWARI SUNIL SAMANT SAMANT Date: 2021.10.25 14:10:28 +05'30'

Ishwari Samant Company Secretary