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

(otherthan 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: L66309MH1954PLC009254 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AABCN7072K

(ii) (a) Name of the company: NAPEROL INVESTMENTS LIMITE

(b) Registered office address

NEVILLE HOUSE, J N HERDIA ROAD BALLARD ESTATE, NA
MUMBAI
Maharashtra
400001
India

(c) *e-mail ID of the company: SE**************OL.COM

(d) *Telephone number with STD code: 02*******00

(e) Website: naperolinvestments.com

(iii) Date of Incorporation: 16/03/1954

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent: U67190MH1999PTC118368 [Pre-fill]

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 27/08/2024

(b) Due date of AGM 30/09/2024

(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	K	Financial and insurance Service	K8	Other financial activities	100

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

*No. of Companies for which information is to 0 [Pre-fill All]

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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	25,500,000	5,747,000	5,747,000	5,747,000
Total amount of equity shares (in Rupees)	255,000,000	57,470,000	57,470,000	57,470,000

Number of classes: 1

Class of Shares Equity Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	25,500,000	5,747,000	5,747,000	5,747,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	255,000,000	57,470,000	57,470,000	57,470,000

(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	48,202	5,698,798	5747000	57,470,000	57,470,000	

Increase during the year	0	6,425	6425	64,250	64,250	0
i. Pubic Issues	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 Dematerialisation of shares	0	6,425	6425	64,250	64,250	
Decrease during the year	6,425	0	6425	64,250	64,250	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify Dematerialisation of shares	6,425		6425	64,250	64,250	
At the end of the year	41,777	5,705,223	5747000	57,470,000	57,470,000	
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: INE585A01020

(ii) Details of stock split/consolidation during the year (for each class of shai 0

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

(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	28/11/2023
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

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

Particulars	Number of units	Nominal value per unit	Total value
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 19,109,037

(ii) Net worth of the Company 10,547,533,185

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	4,600	0.08	0	
	(ii) Non-resident Indian (NRI)	21,575	0.38	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)	4,040,484	70.31	0	
10.	Others	0	0	0	
	Total	4,066,659	70.77	0	0

Total number of shareholders (promoters) | 10

(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	1,553,285	27.03	0	
	(ii) Non-resident Indian (NRI)	62,605	1.09	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	450	0.01	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)	34,286	0.6	0	
10.	Others Clearing members, IEPF and	29,715	0.52	0	
	Total	1,680,341	29.25	0	0

Total number of shareholders (other than prom 18,922

Total number of shareholders (Promoters+Public Other than promoters) 18,932

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the y	At the end of the year
Promoters	10	10
Members (other than promoters)	18,899	18,922
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 e the year		Percentage of shares held l directors as at the end of y	
	Executive	Non-executiv	Executive	Non-executiv	Executive	Non-executiv
A. **Promoter**	0	1	0	1	0	0.08
B. Non-Promoter	1	4	0	5	0	0
(i) Non-Independent	1	1	0	2	0	0
(ii) Independent	0	3	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	1	5	0	6	0	0.08

Number of Directors and Key managerial personnel (who is not director) as on the financial ye 9

(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)
Mr. Ness Nusli Wadia	00036049	Director	4,600	
Mr.Rajesh Kumar Batra	00020764	Director	0	10/08/2024
Mrs. Minnie Aarasp Bodl	00422067	Director	0	
Mr. Viraf Rustom Mehta	00352598	Director	0	
Ms. Parvathi Menon	02874749	Director	0	
Mr.Rajiv Arora	08730235	Director	0	
Mr. Chirag Kothari	AQCPK5815H	Manager	0	
Mr. Shailesh Sawant	AWYPS6352B	CFO	0	05/07/2024
Mr. Arpit Maheshwari	BDEPM8745C	Company Secretary	0	02/09/2024

(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)
Mr.Rajiv Arora	08730235	Director	26/09/2023	Change in designation
Mr. Conrad Fernande	AAAPF7147F	CFO	31/05/2023	Cessation
CS Heena Shah	AMIPK2292C	Company Secretary	11/09/2023	Cessation pursuant to the Comp
Mr. Pravin Shetty	APOPS4038R	CFO	31/05/2023	Appointment
Mr. Pravin Shetty	APOPS4038R	CFO	11/09/2023	Cessation pursuant to the Comp
Mr. Chirag Kothari	AQCPK5815H	Manager	20/10/2023	Appointment
Mr. Shailesh Sawant	AWYPS6352B	CFO	20/10/2023	Appointment
Mr. Arpit Maheshwari	BDEPM8745C	Company Secretary	20/10/2023	Appointment
Ms. Parvathi Menon	02874749	Director	28/04/2023	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: 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETIN	28/11/2023	20,659	40	70.56

B. BOARD MEETINGS

*Number of meetings held: 7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2023	6	6	100
2	23/05/2023	6	6	100
3	10/07/2023	6	5	83.33
4	08/08/2023	6	6	100
5	20/10/2023	6	6	100
6	06/11/2023	6	6	100
7	07/02/2024	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held: 13

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	27/04/2023	3	3	100
2	Audit Committe	23/05/2023	3	3	100
3	Audit Committe	07/08/2023	3	3	100
4	Audit Committe	20/10/2023	3	3	100

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
5	Audit Committe	03/11/2023	3	3	100
6	Audit Committe	06/02/2024	3	3	100
7	Nomination anc	27/04/2023	3	3	100
8	Nomination anc	23/05/2023	3	3	100
9	Nomination anc	20/10/2023	3	3	100
10	Stakeholders' R	16/01/2024	3	3	100

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	27/08/2024 (Y/N/NA)
1	Mr. Ness Nusli	7	7	100	4	4	100	Yes
2	Mr.Rajesh Kum	7	6	85.71	13	13	100	Not Applicable
3	Mrs. Minnie Aa	7	7	100	6	6	100	Yes
4	Mr. Viraf Rusto	7	7	100	13	13	100	Yes
5	Ms. Parvathi M	7	7	100	0	0	0	Yes
6	Mr.Rajiv Arora	7	7	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: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Chirag Kothari	Manager	2,756,684	0	0	0	2,756,684
	Total		2,756,684	0	0	0	2,756,684

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Shailesh Sawant	CFO	1,462,598	0	0	0	1,462,598
2	Mr. Arpit Maheshwari	Company Secreta	657,962	0	0	0	657,962
	Total		2,120,560	0	0	0	2,120,560

Number of other directors whose remuneration details to be entered: 6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ness N. Wadia	Director	0	1,985,000	0	640,000	2,625,000
2	Mr. Rajesh Batra	Director	0	695,000	0	1,095,000	1,790,000
3	Mr. Viraf Mehta	Director	0	662,000	0	1,155,000	1,817,000
4	Dr. Minnie Bodhanwa	Director	0	265,000	0	780,000	1,045,000
5	Ms. Parvathi Menon	Director	0	26,000	0	480,000	506,000
6	Mr. Rajiv Arora	Director	0	0	0	235,000	235,000
	Total		0	3,633,000	0	4,385,000	8,018,000

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: Shalini Bhat

Whether associate or fellow: ( ) Associate (●) Fellow

Certificate of practice number: 6994

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. .. 22 dated 16/06/2006 (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: RAJIV ARORA Digitally signed by RAJIV ARORA Date: 2024.10.24 18:51:01 +05'30'

DIN of the director: 0*7*0*3*

To be digitally signed by Shalini Mohan Bhat Digitally signed by Shalini Mohan Bhat Date: 2024.10.24 19:07:29 +05'30'

○ Company Secretary

◉ Company secretary in practice

Membership number 6*8*

Certificate of practice number 6*9*

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

Naperol Investments LimitedSHH.pdf
Naperol Investments LimitedSHT1.pdf
List of Committee Meetings 2023-24.pdf
MGT-8 - Certificate.pdf
Declaration of Designated Person SD.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