FORM NO. MGT-7

Refer the instruction kit for filing the form.

Form language

[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

| Corporate Identification Number (CIN) of the company | | | 0DL1999PTC190362 | Pre-fill |
|--|--|--------|-------------------------|---------------|
| Global Location Number (GL | N) of the company | | | |
| Permanent Account Number | (PAN) of the company | AABCI | D0052F | |
| (a) Name of the company | | DENA | VE INDIA PRIVATE LIMITE | |
| (b) Registered office address | | | | |
| No. 406A, Indraprastha Towe 6, Commercial Complex, Waz New Delhi New Delhi Delhi | | | | |
| (c) *e-mail ID of the company | | contac | ct@denave.com | |
| (d) *Telephone number with | STD code | 01203 | 875100 | |
| (e) Website | | | | |
| Date of Incorporation | | 12/01 | /1999 | |
| Type of the Company | Category of the Compar | ny | Sub-category of the Co | ompany |
| | Private Company Company limited by share | | | nment company |

| ,, | ancial year Fro | om date 01/0 | 4/2019 | (DD/MM/YYY | Y) To date | 31/03/2020 ([| DD/MM/YYYY) |
|-----------|-------------------------------------|------------------------|---|------------------------------|-----------------------|--|------------------------------|
| /iii) *Wh | ether Annual | general meeti | ng (AGM) held | • | Yes 🔘 | No | |
| (a) I | f yes, date of | AGM | 31/12/2020 | | | | |
| (b) [| Oue date of A | GM | 30/09/2020 | | | | |
| (c) V | Vhether any e | extension for A | GM granted | | Yes | O No | |
| ` ' | f yes, provide nsion | the Service R | lequest Number (SF | RN) of the app | olication form | filed for | Pre-fill |
| (e) E | Extended due | date of AGM | after grant of extens | sion | [| 31/12/2020 | |
| . PRIN | CIPAL BU | SINESS AC | TIVITIES OF TH | IE COMPA | NY | | |
| | | | | | | | |
| *N | lumber of bus | iness activitie | s 2 | | | | |
| *N | Main Activity group code | | s 2 | Business Activity Code | Description | of Business Activity | % of turnover of the company |
| | Main Activity | Description o | | Activity | | of Business Activity ment consultancy activitie | of the company |
| S.No | Main Activity group code | Description o | f Main Activity group | Activity Code | Manage | · | company es 55.91 |
| S.No | Main Activity group code | Description o | f Main Activity group nal, Scientific and Fechnical | Activity Code M3 | Manage | ment consultancy activitie | of the company |
| S.No 1 2 | Main Activity group code M | Professio Support serv | f Main Activity group nal, Scientific and Fechnical | Activity Code M3 N7 | Manage Other supp | ment consultancy activitie | of the company |

| | | 1 | |
|--|---|---|--------------|
| *No. of Companies for which information is to be given | 4 | | Pre-fill All |

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|----------------------------|------------|---|------------------|
| 1 | Denave Europe Limited | | Joint Venture | 51 |
| 2 | Denave (M) SDN BHD | | Subsidiary | 100 |
| 3 | Denave Pte Ltd | | Subsidiary | 0 |
| 4 | Denave Poland Sp. Z.o.o. , | | Subsidiary | 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 | 50,000,000 | 17,373,741 | 17,373,741 | 17,373,741 |
| Total amount of equity shares (in Rupees) | 50,000,000 | 17,373,741 | 17,373,741 | 17,373,741 |

Number of classes 1

| Class of Shares Equity Share | 1 Authoricad | Icabilai | Subscribed capital | Paid up capital |
|---|--------------|------------|--------------------|-----------------|
| Number of equity shares | 50,000,000 | 17,373,741 | 17,373,741 | 17,373,741 |
| Nominal value per share (in rupees) | 1 | 1 | 1 | 1 |
| Total amount of equity shares (in rupees) | 50,000,000 | 17,373,741 | 17,373,741 | 17,373,741 |

(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 | | | | |
| At the beginning of the year | 17,373,741 | 17,373,741 | 17,373,741 | |

| Increase during the year | 0 | 0 | 0 | 0 |
|---|------------|------------|------------|---|
| i. Pubic Issues | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 |
| x. Others, specify | 1 | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | |
| At the end of the year | 17,373,741 | 17,373,741 | 17,373,741 | |
| Preference shares | | | | |
| At the beginning of the year | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 1 | [| | 1 |

| ii. Shares forfeited | | | 0 | 0 | (| 0 0 | |
|--|---|--------------|------------|--------------------------------|------------|----------------|-----|
| iii. Reduction of share capita | al | | 0 | 0 | (| 0 0 | |
| iv. Others, specify | | | | | | | |
| | | | | | | | |
| At the end of the year | | | 0 | 0 | (| 0 | |
| (ii) Details of stock split/ | consolidation during the y | ear (for eac | h class of | shares) | 0 | | |
| Class o | f shares | (i) | | (ii) | | (ii | i) |
| Before split / | Number of shares | | | | | | |
| Consolidation | Face value per share | | | | | | |
| After split / | Number of shares | | | | | | |
| Consolidation | Face value per share | | | | | | |
| ⋈ Nil[Details being proSeparate sheet at | vided in a CD/Digital Media tached for details of transf | a] ers | 0 | Yes O | No (| ○ Not Appl | |
| Date of the previous | s annual general meetin | 9 | | | | | |
| Date of registration | of transfer (Date Month | Year) | | | | | |
| Type of transfo | er | 1 - Equity, | 2- Prefer | ence Shares, | 3 - Debent | tures, 4 - Sto | ock |
| Number of Shares/ Units Transferred | Debentures/ | | | t per Share/ ure/Unit (in R | s.) | | |
| Ledger Folio of Trai | nsferor | | | | | | |

| Transferor's Name | | | | | |
|--|--|---------|--|-----------------------|--|
| | Surname | | middle name | first name | |
| Ledger Folio of Trans | sferee | 1 | | | |
| Transferee's Name | | | | | |
| | Surname | | middle name | first name | |
| Date of registration o | Date of registration of transfer (Date Month Year) | | | | |
| Type of transfer | | 1 - Eqı | uity, 2- Preference Shares,3 - | Debentures, 4 - Stock | |
| Number of Shares/ D Units Transferred | Pebentures/ | | 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) *Indebtedness including 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 |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 214,521,345 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 0 |
| Deposit | | | 0 |
| Total | | | 214,521,345 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase 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 Securities | | 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

2,329,807,749

(ii) Net worth of the Company

290,487,501

0

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 | 15,629,101 | 89.96 | 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 | |
| | Tota | 15,629,101 | 89.96 | 0 | 0 |

| Fotal numbe i | 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 | 1,744,640 | 10.04 | 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 | 1,744,640 | 10.04 | 0 | 0 |

| Total number of shareholders (other than promoters) | 3 |
|--|---|
| Total number of shareholders (Promoters+Public/ Other than promoters) | 6 |

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) | 3 | 3 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | | 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 | 2 | 1 | 2 | 1 | 60.3 | 29.66 |
|-----------------------------------|---|---|---|---|------|-------|
| B. Non-Promoter | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 0 | 0 | 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 | 2 | 1 | 2 | 1 | 60.3 | 29.66 |

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

e 3

(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) |
|-------------------|----------|--------------------|--------------------------------|--|
| DEBABRATA MAJUMD | 00179608 | Whole-time directo | 5,151,367 | |
| SNEHASHISH BHATTA | 00188864 | Whole-time directo | 5,326,367 | |
| NARAYAN RAMASWAI | 00304905 | Director | 5,151,367 | |

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

| 10 | | |
|----|--|--|

| Name | beginning / during | ichange in designation/ | Nature of change (Appointment/ Change in designation/ Cessation) |
|------|--------------------|-------------------------|---|
| | | | |

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

| Δ | MEMBERS/CLASS | /REQUISITIONED | VINCLE/COLIRE | CONVENED ME | ETINGS |
|----|-------------------|----------------|---------------|-------------|--------|
| А. | IVIEIVIDERS/CLASS | /REQUISITIONEL | //NCLI/COURT | CONVENED IN | |

| Ν | lum | ber | of | mee | tings | held |
|---|-----|-----|----|-----|-------|------|
| | | | | | | |

| Type of meeting | Total Number of Date of meeting Members entitled to attend meeting | | Attend | lance |
|------------------------|--|---|--------|-------------------------|
| | | • | | % of total shareholding |
| Annual General Meeting | 30/09/2019 | 6 | 6 | 100 |

B. BOARD MEETINGS

*Number of meetings held 7

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Number of directors attended | Attendance % of attendance |
|--------|-----------------|--|------------------------------|----------------------------|
| 1 | 28/06/2019 | 3 | 3 | 100 |
| 2 | 30/09/2019 | 3 | 3 | 100 |
| 3 | 30/09/2019 | 3 | 3 | 100 |
| 4 | 11/11/2019 | 3 | 3 | 100 |
| 5 | 23/01/2020 | 3 | 3 | 100 |
| 6 | 17/02/2020 | 3 | 3 | 100 |
| 7 | 19/03/2020 | 3 | 3 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held 4

| S. No. | Type of meeting | Date of meeting | Total Number of Members as | Attendance | | | |
|--------|-----------------|-----------------|-------------------------------|----------------------------|-----------------|--|--|
| | | | on the date of the meeting | Number of members attended | % of attendance | | |
| 1 | Compensation | 22/01/2020 | 2 | 2 | 100 | | |
| 2 | EMPLOYEE S | 22/01/2020 | 2 | 2 | 100 | | |
| 3 | Corporate Soc | 27/06/2019 | 2 | 2 | 100 | | |
| 4 | Corporate Soc | 19/03/2020 | 2 | 2 | 100 | | |

D. *ATTENDANCE OF DIRECTORS

| | | | Board Mee | etings | | C | ommittee Meeti | ngs | | Whether attended AGM |
|-----------|-------------------------|--|-----------------------------------|---------|-----------------|--|-----------------------------------|--------------|-----------|------------------------|
| S. No. | Name of the director | 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 attenda | ance | 31/12/2020 (Y/N/NA) |
| 1 | DEBABRATA | 7 | 7 | | 100 | 4 | 4 | 1 | 00 | Yes |
| 2 | SNEHASHISH | 7 | 7 | | 100 | 4 | 4 | 1 | 00 | Yes |
| 3 | NARAYAN RA | 7 | 7 | | 100 | 0 | 0 | | 0 | Yes |
| S. No. | of Managing Dire | ctor, Whole-time | | | Manager w | | Stock Option/ Sweat equity | T | 1 hers | Total Amount |
| 1 | SNEHASHISH | H BHA Whole-ti | me Dire | 7,6 | 00,956 | | | | | 7,600,956 |
| | Total | | | 7,6 | 00,956 | 0 | | | | 7,600,956 |
| umber o | of CEO, CFO and | d Company secre | etary whose | e remi | uneration de | tails to be entered | | | 0 | |
| S. No. | Name | Design | nation | Gros | ss Salary | | Stock Option/ Sweat equity | Ot | hers | Total Amount |
| 1 | | | | | | | | | | 0 |
| | Total | | | | | | | | | |
| umber o | of other directors | whose remunera | ation details | s to be | e entered | 1 | | | 0 | |
| S. No. | Name | Design | nation | Gros | s Salary | | Stock Option/ Sweat equity | Ot | hers | Total Amount |
| 1 | | | | | | | | | | 0 |
| | Total | | | | | | | | | |
| A. Wh | nether the compa | iny has made cor ompanies Act, 20 | mpliances a | and di | sclosures in | ND DISCLOSURES respect of applicable | ⁹ ● Yes | O N | 0 | |

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

2.

| A) DETAILS OF PEN | ALTIES / PUNI | SHMENT IMPOSED | ON COMPAN | IY/DIRECTOR | RS /OFFICERS | ⊠ Nil | | |
|--|--|--|--|--|--|--|--|-------------------------|
| Name of the company/ directors/ officers | Name of the co concerned Authority | Date of Order | section | f the Act and under which ed / punished | Details of penal punishment | | ails of appeal (if an Iding present statu | |
| | | | | | | | | |
| (B) DETAILS OF CO | MPOUNDING (| OF OFFENCES | Nil | | | | | |
| Name of the company/ directors/ officers | Name of the c concerned Authority | ourt/ Date of Orde | section | of the Act and under which committed | Particulars of offence | | nount of compound | |
| | | | | | | | | |
| XIII. Whether comp | lete list of sha | reholders, debentu | re holders ha | s been enclo | sed as an attacl | hment | | |
| Ye | s No | | | | | | | |
| In case of a listed co more, details of com | | | | | | | r of Fifty Crore rup | ees or |
| Name | | Jayalakshmi Upady | а | | | | | |
| Whether associate | e or fellow | Ass | ociate 🔘 | ellow | | | | |
| Certificate of pra | ctice number | 23144 | | | | | | |
| I/We certify that: (a) The return states (b) Unless otherwise Act during the financ (c) The company ha the case of a first ret securities of the com (d) Where the annual exceeds two hundre the Act are not to be | expressly stated ial year. s not, since the district the dispany. Il return disclosed, the excess color. | ed to the contrary elsed to the closure of the closure of the incorporation es the fact that the nonsists wholly of person | ewhere in this of the last final on of the com umber of men sons who und | Return, the C ncial year with pany, issued a nbers, (except er second prov | reference to whi any invitation to the | nplied with ch the last ne public t person co | return was submit o subscribe for any mpany), of the cor | tted or i / npany |
| | | I | Declaration | | | | | |
| I am Authorised by t | he Board of Dir | ectors of the compar | ny vide resolut | ion no 0 | 5 | dated | 31/12/2020 | |
| | | nd declare that all the | | | | | | er |
| · | • | form and in the attac | | | • | | | to |

the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

All the required attachments have been completely and legibly attached to this form.

Page 13 of 14

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 | SNEHASHISH Options signed by State Shall S | | | | | |
|---|--|----------|-------------|---|---------------------|--|
| DIN of the director | 00188864 | | | | | |
| To be digitally signed by | SHELLY Digitally signed by SHELLY SHARMA Date: 2021 (5.13 18:00:55 + 05:30' | | | | | |
| Company Secretary | | | | | | |
| Ocompany secretary in practice | | | | | | |
| Membership number 32727 Certificate of practice n | | e number | | | | |
| Attachments | | | | l | List of attachments | |
| 1. List of share holders, debenture holders | | | Attach | AGM Extension Order Delhi.pdf List of Shareholders.pdf | | |
| 2. Approval letter for extension of AGM; | | | Attach | Form MGT_8_signed.pdf | | |
| 3. Copy of MGT-8; | | | Attach | | | |
| 4. Optional Attachement(s), if any | | | Attach | | | |
| | | | | | Remove attachment | |
| Modify | Check F | 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

Jayalakshmi Upadya S. M. ACS, LLB

Practicing Company Secretary

6/12, Primrose Road, Gurappa Avenue, Bengaluru -560025, Karnataka

email: smjayalakshmiupadya@gmail.com

Mobile: +91 9380862194

Form No. MGT-8

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

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

I have examined the registers, records and books and papers of **DENAVE INDIA PRIVATE LIMITED** (the Company) (CIN:- U85110DL1999PTC190362) 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 2020. In my opinion and to the best of my information and according to the books of accounts, audited financials, documents and statutory registers maintained and made available by the Company and examinations carried out by me and as certified by the management and explanations furnished to me by the Company, its officers and agents, I certify:

- A. That the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. That during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 - its status under the Act; it is a Private Limited Company, (Category: Company limited by shares; Sub Category: Indian Non-Government Company) registered under the Companies Act, 1956;
 - that the Company has maintained the requisite registers/records and made the necessary entries therein within the time prescribed thereof;



- 3. that the Company has filed the e-forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal Court or other authorities within the prescribed due date and wherever there was a delay in filing, additional fee as prescribed has been paid.
- 4. The Company has convened 7 (Seven) Board meetings, 2 (Two) Corporate Social Responsibility (CSR) Committee meeting, 1 (One) Compensation Committee meetings, 1 (One) EMPLOYEE STOCK OPTION PLAN (ESOP) Selection Committee meeting and 1 (One) Extra Ordinary General Meeting (EGM) and Annual General Meeting (AGM) on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed. During the year under review, the Company has not passed any circular resolution or resolution by postal ballot;
- As certified by the management, the Company has not closed its Register of Members / Security Holders of the Company during the financial year;
- That the Company has not advanced any loans to its Directors or persons or firms
 or companies referred to under Section 185 of the Act, as per the books and entries
 in the Statutory Register maintained by the Company;
- As certified by the management of the Company, the contracts or arrangements made with related parties as referred to in section 188 (1) of the Act are at arms length basis and ordinary course of business;

- That there were no issue or allotment or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances during the year;
- That there was no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the year;
- 10. That there were no instances of declaration and payment of final dividend. However, the Company had declared and paid an Interim Dividend of Rs.. 1.19/- per equity share of face value of Re. 1 per share aggregating to INR 2,07,37,000 (Indian Rupees Two Crore Seven Lakhs Thirty Seven Thousand only) out of the profits of the Company for the period 01st April, 2019 to 19th March, 2020 to those members of the company whose names had appeared on the register of members of the company on the day of 19th March, 2020. Further, there were no instances of transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11. That the signing of audited financial statement is as per the provisions of section 134 of the Act and Report of Directors is as per sub - sections (3), (4) and (5) thereof;
- 12. That the Company has complied with the provisions of the Act in respect to constitution/ appointment/ re-appointments/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;



- 13. That the Company has complied with the provisions of the Act with respect to appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; During the year there was no re-appointment, filling up casual vacancy in the office of auditor;
- 14. According to the information provided by the management of the Company, the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/ or such Authorities prescribed under the various provisions of the Act during the financial year;
- 15. That there were no instances of invitation / acceptance/renewal/repayment of any deposits falling within the purview of Sections 73 of the Act and other applicable Rules thereunder during the financial year;
- 16. That the Company has not borrowed any money from its directors & members. However, the Company had Borrowings from public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable are in accordance with the Act;
- 17. There were no instances of giving loans or giving guarantees or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the financial year; However, the investment made by the Company is in accordance with the Act.



18. That the Company has not altered the provisions of the Memorandum and/ or Articles of Association of the Company.



Jayalakshmi Upadya

Company Secretary in Practice

C.P No.: 61969

Membership No.: 23144

UDIN number A061969B003849271

Place: Bengaluru

Date: 27th February, 2021

Note: This Certificate is to be read with our letter of even date which is annexed as **Annexure A** and Forms an integral part of this Certificate.

Annexure A

My Certificate of even date is to be read along with this letter.

- Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my verification of records;
- 2) I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion;
- I have not verified the correctness and appropriateness of financial records and Books of Account of the Company;
- 4) Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.;
- 5) The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of records on test basis and limited to Companies Act, 2013;



6) This Certificate neither an assurance to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.



Jayalakshmi Upadya

Company Secretary in Practice

C.P No.: 61969

Membership No.: 23144

UDIN number A061969B003849271

Place: Bengaluru

Date: 27th February, 2021

DENAVE INDIA PRIVATE LIMITED

LIST OF EQUITY SHAREHOLDERS OF DENAVE INDIA PRIVATE LIMITED AS ON 31ST MARCH, 2020

| Sl. No. | Name of the Shareholder & Folio No. | Address | No. of shares (face value at Re.1/- each) | % (Percentage) of total shares of the Company |
|------------|--|---|---|---|
| 1 | Debabrata Majumdar (Folio No. 08) | 92/2, -121, Clover Fields, Sevaganapalli, Village, PO Kaliagarham, Krishnagiri District, Hosur, Tamilnadu, India - 635103 | 51,51,367 | 29.65% |
| 2 | Ramaswamy Narayan (Folio No. 09) | H. NO. EO - 91, EOGH - 93, Shri Harihant Society, Gurgaon-122007, Haryana, India. | 51,51,367 | 29.65% |
| 3 | Snehashish Bhattacharjee (Folio No. 10) | J-1934, Chittaranjan Park, New Delhi, NCT of Delhi & Haryana, India - 110 019 | 53,26,367 | 30.66% |
| 4 | Anubrata Banerjee (Folio No. 11) | E 883, I Floor, Chittaranjan Park, New Delhi, NCT of Delhi & Haryana, India - 110 019 | 13,13,148 | 7.56% |
| 5 | Subinder Jeet Singh Khurana (Folio No. 14) | G-12A, Ivy Apartments, A Block, Sushant lok-1, Gurgaon-122002, Haryana, India | 3,06,492 | 1.76% |
| 6 | Ritu Rastogi (Folio No. 18) | No. 1403 Greenwood, Hiranandani Estate, Off Ghodbunder Road, Thane West, Maharashtra, India - 400607 | 1,25,000 | 0.72% |
| Total | | | 1,73,73,741 | 100.00% |

For Denave India Private Limited

Shehashish Bhattacharjee

Director (DIN: 00188864) Address: J 1934, Chittaranjan Park,

New Delhi-110019, Delhi, India

Reg. Office: No. 406-A Indraprastha Tower, 6, Commercial Complex, Wazirpur, Delhi – 110052 CIN: U85110DL1999PTC190362; E-mail: <u>debmaj@denave.com</u>; Website: www.denave.com Tel: +91 (120) 6712943

Noida

Fax : 011 -26235702 Website : www.mca.gov.in E-Mail : roc.delhi@mca.gov.in

> भारत सरकार कार्पोरेट कार्य मंत्रालय कार्यालय कंपनीज़ रजिस्ट्रार, दिल्ली एवं हरियाणा चतुर्थ तल, आई.ऍफ़.सी.आई. टॉवर, 61 नेहरू प्लेस, नई दिल्ली -110019



GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS,

OFFICE OF REGISTRAR OF COMPANIES,

NCT OF DELHI & HARYANA

4TH FLOOR, IFCI TOWER, 61,

NEHRU PLACE, NEW DELHI -110019

No. ROC/Delhi/AGM Ext./2020/11538

Dated: 08.09.2020

ORDER

Sub: Extension of time for holding of Annual General Meeting (AGM) for the financial year ended on 31.03.2020

- 1. Whereas sub-section (1) of section 96 of the companies Act, 2013 (the Act) provides, inter-alia, that every company, other than a One Person Company, shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
- 2. And whereas, the first proviso to sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year;
- 3. And whereas, the third proviso to Section 96(1) of the Act provides that the Registrar may, for any special reason, extend the time within which any annual general meeting, other than the first annual general meeting, shall be held, by a period not exceeding three months;
- 4. And whereas, various representations have been received from the companies, Industry bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2020 due to the difficulties faced in view of the Covid-19 Pandemic;
- 5. And whereas, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reasons, the time within which the AGM for the financial year ended on 31.03.2020 is required to be held as per provisions of sub-section (1) of Section 96 ought to be extended in terms of the third proviso to section 96(1);

My

Page no.2 contd.,

6. Now, therefore, in terms of power vested with the undersigned under the third proviso to sub-section (1) of section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM, for the financial year ended on 31.03.2020 for companies within the jurisdiction of this office (i.e, Registrar of Companies, NCT of Delhi & Haryana), which are unable to hold their AGM for such period within the due date of holding the AGM by a period of three months from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) to section 96 of the Act, without requiring the companies to file applications for seeking such extension by filing the prescribed Form No. GNL-1.

<u>Explanation:</u> It is hereby clarified that the extension granted under this Order shall also cover the:

- (i) pending applications filed in Form No. GNL-1 for the extension of AGM for the financial year ended on 31.03.2020, which are yet to be approved;
- (ii) applications filed in Form No. GNL-1 for the extension of AGM for the financial year ended on 31.03.2020, which were rejected,

where the approval for extension of AGM upto 3 months from the due date of the AGM shall be deemed to have been granted by the undersigned without any further action on the part of the company.

(Santosh Kumar) Registrar of companies, NCT of Delhi & Haryana

सतोष कुमार/SANTOSH KUMAR कम्पनी पंजीयक/Registrar of Companies कार्यालय कम्पनी एफिस्ट्रार. रा. रा. क्षेत्र, दिस्सी एवं हरियाणा Office of Registrar of Companies, NCT of Delhi & Haryana कारपोरंट कार्य मंत्रातय/Ministry of Corporate Affairs भारत सरकार/Government of India