

**FORM NO. MGT – 7**

[Pursuant to sub-section (1) of Section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

**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
- Global Location Number (GLN) of the Company
- Permanent Account Number (PAN) of the Company
- (ii) (a) Name of the Company
- (b) Registered Office Address
- (c) e – mail ID of the Company
- (d) Telephone Number with STD Code
- (e) Website
- (iii) Date of incorporation
- (iv) Type of Company

Type of Company	Category of the Company	Sub-Category of the Company
Private 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
- (vii) Financial Year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)
- (viii) Whether Annual General Meeting (AGM) held  Yes  No
- (a) If Yes, date of AGM
- (b) Due date of AGM
- (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.	N	Support service to Organizations	N7	Other support services to organizations	100

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

No. of Companies for which information is to be given:

0

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	10,000	10,000	10,000	10,000
Total amount of equity shares (in Rupees)	1,00,000	1,00,000	1,00,000	1,00,000

Number of classes: 1

Class of Shares	Authorised Capital	Issued Capital	Subscribed Capital	Paid up Capital
Equity Shares				
Number of equity shares	10,000	10,000	10,000	10,000
Nominal Value per share (in rupees)	10	10	10	10
Total Amount of equity shares (in rupees)	1,00,000	1,00,000	1,00,000	1,00,000

**(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)				
<b>Total Amount of preference shares (in rupees)</b>				

**(c) Unclassified share capital**

<b>Particulars</b>	<b>Authorised capital</b>
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
	Physical	DEMAT	Total			
<b>Equity Shares</b>						
<b>At the beginning of the year</b>	10,000	0	10,000	1,00,000	1,00,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issue	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement / Preferential Allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs / ADRs	0	0	0	0	0	
x. Others, specify	0	0	0	0	0	
<b>Decrease during the year</b>	0	0	0	0	0	
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	0	0	0	0	0	
<b>At the end of the year</b>	<b>10,000</b>	<b>0</b>	<b>10,000</b>	<b>1,00,000</b>	<b>1,00,000</b>	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	
i. Issue of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	
iii. Other, specify	0	0	0	0	0	
<b>Decrease during the year</b>	0	0	0	0	0	
i. Redemption of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	

iv. Others, specify	0	0	0	0	0	
<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	

ISIN of the equity shares of the company

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

Class of shares		(i)	(ii)	(iii)
Before split / consolidation	Number of shares			
	Face value per share			
After split / consolidation	Number of shares			
	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] (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:

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
<b>Total</b>			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
<b>Total</b>					

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

- (i) Turnover: Rs. 38,10,00,000/-  
(ii) Net worth of the Company: Rs. 1,64,51,075/-

**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	10,000	100	0	0
	ii) Non – resident Indian (NRI)	0	0	0	0
	iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	i) Central Government	0	0	0	0
	ii) State Government	0	0	0	0
	iii) Government Companies	0	0	0	0
3	Insurance Companies	0	0	0	0
4	Banks	0	0	0	0
5	Financial Institutions	0	0	0	0
6	Foreign Institutional Investors	0	0	0	0
7	Mutual Funds	0	0	0	0
8	Venture Capital	0	0	0	0
9	Body Corporate (not mentioned above)	0	0	0	0
10	Others				
	<b>Total</b>	<b>10,000</b>	<b>100</b>	<b>0</b>	<b>0</b>

**Total Number of shareholders (promoters): 2**

**(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	0	0	0	0
	ii) Non – resident Indian (NRI)	0	0	0	0
	iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	i) Central Government	0	0	0	0
	ii) State Government	0	0	0	0
	iii) Government Companies	0	0	0	0
3	Insurance Companies	0	0	0	0
4	Banks	0	0	0	0
5	Financial Institutions	0	0	0	0
6	Foreign Institutional Investors	0	0	0	0
7	Mutual Funds	0	0	0	0
8	Venture Capital	0	0	0	0

9	Body Corporate (not mentioned above)	0	0	0	0
10	Others	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Total number of shareholders (Other than promoters): 0**

**Total number of shareholders (Promoters + Public/Other than promoters): 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		Number of Directors at the end of the year		Percentage of shares held by Directors as at the end of the year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	2	0	100
<b>B. Non – Promoter</b>	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors Representing</b>	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 Shareholders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>100</b>

**Number of Directors and Key Managerial personnel (who is not a Director) as on financial year end date: 4**

**(B) (i) Details of Directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of shares held	Date of cessation (after closure of financial year: if any)
Rohini Nilekani	00038282	Director	9,990	
Nihar Nandan Nilekani	09559078	Director	10	
Gautam Kunnenkeril John	ADGPJ1606E	CEO	0	
Suresh Lingeri Ponnappa	ACHPL7691P	CFO	0	

(ii) Particulars of change in Director(s) and Key Managerial personnel during the year: 2

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)
Gautam Kunnenkeril John	ADGPJ1606E	CEO	21/04/2022	Appointed as CEO of the Company
Suresh Lingeri Ponnappa	ACHPL7691P	CFO	21/04/2022	Appointed as CFO of the Company

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

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETING:**

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
Extraordinary General Meeting	24/06/2022	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 of Meeting	Attendance	
			Number of directors attended	% of attendance
1	21/04/2022	2	2	100
2	24/06/2022	2	2	100
3	15/12/2022	2	2	100
4	28/03/2022	2	2	100

**C. COMMITTEE MEETINGS**

Number of meetings held: 0

S. No.	Type of Meeting	Date of meeting	Total Number of Members as on the Date of Meeting	Attendance	
				Number of Members attended	% of attendance
1					

**D. ATTENDANCE OF DIRECTORS**

S. No.	Name of the Director	Board of Meetings			Committee Meetings (Taking all the Committee Meetings together of which a Director is a member)			Whether attended AGM held on .... (Y/N/NA)
		Number of Meetings which director was	Number of meetings attended	% of attendance	Number of Meetings which director was	Number of meetings attended	% of attendance	



		entitled to attend			entitled to attend			
1.	Rohini Nilekani	4	4	100	0	0	0	
2.	Nihar Nandan Nilekani	4	4	100	0	0	0	

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

Nil

**Number of Managing Director, Whole-Time Director and/or Manager whose remuneration details to be entered: 0**

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1.							
2.							
	Total						

**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.	Gautam Kunnenkeril John	CEO	76,50,000	0	0	0	76,50,000
2.	Suresh Lingeri Ponnappa	CFO	43,38,000	0	0	0	43,38,000
	Total		1,19,88,000	0	0	0	1,19,88,000

**Number of other Directors whose remuneration details to be entered: 0**

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

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURE**

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

**B.** If No, Give reasons / observations

**XII. PENALTIES 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 penalized / 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:

Whether Fellow or Associate:

 Associate  Fellow

Certificate of practice number:

**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 authorized by the Board of Directors of the Company vide resolution no.  dated

(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**

**DIN of the Director**

**To be digitally signed by**

Company Secretary

Company Secretary in practice

Membership Number

Certificate of Practice Number

**LIST OF SHAREHOLDERS AS ON 31ST MARCH 2023**

**EQUITY SHARES OF RS. 10/- EACH**

<b>Sl. No</b>	<b>Name</b>	<b>Father's Name</b>	<b>Folio Number</b>	<b>Number of Shares Held</b>	<b>Amount Per Share</b>	<b>Address</b>
1.	Ms. Rohini Nilekani	Mr. Laxman Sadashiv Soman	01	9,990	10	No.856, 13th Main, 3rd Block, Koramangala, Bangalore 560034, Karnataka, India
2.	Mr. Nihar Nandan Nilekani	Mr. Nandan Mohan Nilekani	02	10	10	No.856, 13th Main, 3rd Block, Koramangala, Bangalore 560034, Karnataka, India

For **Rohini Nilekani Philanthropies Foundation**

**ROHINI NILEKANI**

Chairperson & Director (DIN: 00038282)

No. 856, 13th Main Road,  
3rd Block, Koramangala,  
Bangalore-560034,  
Karnataka, India