

# INNOVENTIVE VENTURE LIMITED

## BOARD OF DIRECTORS

Mr. O. K. Balraj	- Managing Director
Mr. Parag Mulye	- Whole-time Director
Mr. Pradeep Tupe	- Independent Director
Mr. Ramprasad Joshi	- Independent Director

## STATUTORY AUDITORS

R Kabra & Company  
Chartered Accountants  
515, Tulsiani Chambers,  
Nariman Point,  
Mumbai – 400021

## BANKERS

Axis Bank Limited  
United Bank of India

## REGISTERED OFFICE

Office No. 601 & 602,  
Nucleus Mall, 1  
Church Road, Camp,  
Pune – 411001  
[investor.grievance@innoventure.in](mailto:investor.grievance@innoventure.in)

## REGISTRAR & TRANSFER AGENT

Karvy Computershare Private Limited  
Plot No. 17 – 24, Vittal Rao Nagar,  
Madhapur, Hyderabad 500081,  
Andhra Pradesh

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## FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward- looking statements to enable investors to comprehend our prospects and take investment decisions. The report and other statements- written and oral- that are periodically make certain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

## NOTICE

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of Innoventive Venture Limited will be held on Saturday, the 28<sup>th</sup> day of September, 2013 at 10.30 a.m. at the registered office of the Company at Office No. 601 & 602, Nucleus Mall, 1 Church Road, Camp, Pune 411001, Maharashtra, India to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of Accounts

To receive, consider and adopt the Audited Balance Sheet as at, and the Profit and Loss Account for the Financial Year ended 31<sup>st</sup> March 2013 together with the Directors' report and Auditors' report thereon.

#### 2. Reappointment of Mr. Ramprasad Joshi

To appoint a Director in place of Mr. Ramprasad Joshi who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company.

#### 3. Appointment of Auditor

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to authorize the Board / Audit Committee to fix their remuneration.

### SPECIAL BUSINESS

#### 4. Appointment of Mr. O. K. Balraj as Managing Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

**"RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or any re-enactment thereof, Mr. O. K. Balraj, who was co-opted as an Additional Director by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), with effect from 05<sup>th</sup> November, 2012, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provision of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) appointment of Mr. O. K. Balraj as a Managing Director of the Company be and is hereby ratified / confirmed by the members on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with an authority to the Board to alter and vary the conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors  
For **Innoventive Venture Limited**

Director

Place: **Pune**  
Date: **13<sup>th</sup> August, 2013**

#### Registered Office:

Office No. 601 & 602, Nucleus Mall,  
1 Church Road, Camp, Pune 411001,  
Maharashtra, India

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY;
2. Proxies in order to be effective must be received by the company not less than 48 hours before the time appointed for the Meeting;
3. Pursuant to Section 173 of the Companies Act, 1956, an Explanatory Statement in respect of the business mentioned under Item No. 4 above, is annexed hereunder;
4. The Register of Members and Share Transfer Register will remain closed from 23<sup>rd</sup> September, 2013 to 28<sup>th</sup> September, 2013 (both days inclusive)
5. Investor Grievance Redressal:  
  
The Company has designated an exclusive email ID viz. [investor.relation@innoventure.in](mailto:investor.relation@innoventure.in) for the investor to register their complaints or give any suggestion/feedback, if any.
6. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the Management at the day of the meeting.
7. Members who are holding shares in demat mode are requested to notify any change in their residential address, email addresses immediately to their respective Depository Participants;
8. The annual accounts of subsidiary companies are available for inspection at the Registered Office of the Company and of the subsidiaries concerned and copies will be made available to Shareholders of Innoventive Venture Limited and its subsidiary companies upon request.
9. Pursuant to the requirements of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed / re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
10. Corporate members intending to send their Authorised Representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
11. Members are requested to bring their attendance slip and copy of the annual report at the meeting.
12. Innoventive Venture Limited is concerned about the environment and believes in utilization of natural resources in a suitable way. The Ministry of Corporate Affairs ("MCA"), Government of India, has by its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, permitted the Companies to send the official documents to their shareholders electronically as part of its green initiative in the Corporate Governance. We request you to update your email address with your Depository Participants to ensure that the annual report and other documents reach you on preferred email account.

By Order of the Board of Directors  
For **Innoventive Venture Limited**

**Director**

Place: **Pune**  
Date: **13<sup>th</sup> August, 2013**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### Item No. 4

The Board of Directors of the Company (the Board), at its Meeting held on November 08, 2012 has, appointed Mr. O. K. Balraj as Additional/ Managing Director (MD) for a period of 5 years with effect from 05<sup>th</sup> November, 2012 subject to necessary approvals.

Hence, it is proposed to seek Members' approval for the appointment of and remuneration payable to Mr. O. K. Balraj in terms of the applicable provisions of the Companies Act, 1956 or any amendment or statutory re-enactment thereof. None of the Directors other than Mr. O. K. Balraj is interested or concerned in the resolution.

Broad particulars of the terms of appointment and remuneration payable to Mr. O. K. Balraj are as under:

Category	Particulars
<b>Tenure</b>	Period of five years with effect from 5 <sup>th</sup> November 2012 to 4 <sup>th</sup> November 2017.
<b>Basic Salary</b>	<p>Rs. 5,00,000/- per month</p> <p><i>The Board of Directors may alter the remuneration, from time to time, in accordance with the limits specified in Schedule XIII of the Companies Act, 1956.</i></p> <p><i>Pursuant to MCA Notification No. G. S. R. 534(E) dated 14<sup>th</sup> July, 2011 approval of Central Government is not required for payment of remuneration to Mr. O. K. Balraj since he does not have any interest in the capital of the Company either directly or indirectly. Further, he is also not related to or have any direct or indirect interest in directors or promoters of the Company at any time in last two years from the date of his appointment. Moreover, Mr. O. K. Balraj is a Chartered Accountant with expert and specialized knowledge in the field of Accountancy &amp; Finance.</i></p>
<b>Variable Pay</b>	Subject to overall ceiling limit of Rs. 25,00,000/- per annum MD shall be entitled to variable pay based on his performance as the Board of Directors (which includes any Committee thereof for the time being in force) may deem fit & appropriate in their sole discretion.
<b>Perquisites and Allowances</b>	<p><b>House Rent Allowance:</b> Payment of House Rent Allowance of Rs. 45,000/- per month.</p> <p><b>Other Allowance:</b> Payment of other allowance of Rs. 2,88,334/-</p> <p><b>Medical Benefits:</b> Reimbursement of medical expenses incurred by the appointee on self, spouse and dependent children will be reimbursed to him subject to a ceiling of one month's salary in a year.</p> <p><b>Leave Travel Concession:</b> For self and family once a year in accordance with the rules of the Company.</p> <p><b>Personal Accident Insurance:</b> Personal accident insurance cover shall be payable as per rules of the Company.</p> <p><b>Gratuity:</b> Gratuity at the rate of half month's salary for each completed year of service.</p> <p><b>Leave:</b> Leave with full pay or encashment thereof as per the Rules of the Company.</p> <p><b>Other perquisites:</b> Subject to the overall ceiling on remuneration mentioned hereinabove, additional benefits and / or perquisites may be provided by the Board of Directors (which includes any committee thereof) as they may deem fit.</p>
<b>Amenities</b>	<p><b>Conveyance facilities:</b> MD will be provided with a car and a driver for use on Company's business. Use of car for private purpose, if any will be billed by the Company. The provision of car for official use and telephone at residence will not be considered as perquisite.</p> <p><b>Communication facilities:</b> Company shall provide telephone at the residence.</p> <p><b>Explanation:</b> Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.</p>

The Board of Directors accordingly recommends the resolution as set out in Item No. 4 of the Notice for approval of Members.

By Order of the Board of Directors  
For **Innovative Venture Limited**

**Director**

Place: **Pune**  
Date: **13<sup>th</sup> August, 2013**

## ANNEXURE

**PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:**

### **I. RAMPRASAD JOSHI**

Mr. Ramprasad Joshi, aged 43 years, is an Independent Director of our Company. He holds a 'Bachelor of Engineering in Computers' from Shivaji University, Kolhapur and 'M.E in Computers' from Veermata Jijabai Technological Institute, Mumbai University. After Engineering, he worked as a Lecturer with Veermata Jijabai Technological Institute for a few years. He was a Project Engineer, IIT Mumbai in the Aerospace Engineering department in 1993-94. He served as Software & Hardware Engineer at Venus Engineers for a couple of years. Thereafter, he worked as an Assistant Professor PICT, Pune from 1998 to 2002. At present, he is pursuing Ph.D. in Computer Science from BITS Pilani.

**Public Companies (other than Innoventive Venture Limited) in which Mr. Ramprasad Joshi hold directorships and committee memberships**

Directorships	Chairman of Board Committees	Member of Board Committees
1. Innoventive Industries Limited 2. Opal Luxury Time Products Limited	1. Innoventive Industries Limited • IPO Committee  2. Opal Luxury Time Products Limited • Shareholders'/Investors' Grievance, Share Allotment and Share Transfer Committee	1. Innoventive Industries Limited • Audit committee  2. Opal Luxury Time Products Limited • Audit committee • Working Group Committee

Mr. Ramprasad Joshi does not hold any share of the Company.

He is not related to any other director on the Board of the Company as per Section 6 of the Companies Act, 1956.

### **II. O. K. BALRAJ**

Mr. O. K. Balraj has over 30 years of experience both in India and Abroad in different facets of Finance such as Banking, Corporate Finance, Capital Markets, Mergers & Acquisitions, Private Equity & Debt markets and has held senior positions in Tata Group, ANZ Grindlays Bank PLC, IDFC, Essar Group, Guggenheim Infrastructure Fund/Vikram Logistics Ltd., Nuzeeveedu Seeds Group, Escorts Group, etc.

He has received the Best CFO Award by Institute of Chartered Accountants of India in 2011 from Honourable Minister of Corporate affairs Govt. of India.

Mr. O. K. Balraj is a Chartered Accountant by profession with an advanced degree in infrastructure financing from Kennedy School of Government, Harvard University, USA.

**Public Companies (other than Innoventive Venture Limited) in which Mr. O. K. Balraj hold directorship and committee memberships**

Directorships	Chairman of Board Committees	Member of Board Committees
Opal Luxury Time Products Limited	NIL	Opal Luxury Time Products Limited • Shareholders'/Investors' Grievance, Share Allotment and Share Transfer Committee

Mr. O. K. Balraj does not hold any share of the Company.

He is not related to any other director on the Board of the Company as per Section 6 of the Companies Act, 1956.

## DIRECTORS' REPORT

To,  
The Members of,  
**Innoventive Venture Limited,**  
**Pune**

The Directors hereby present the report on business and operations of the Company for the year ended 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS

(Rs. in Lacs except per share data)		
Particulars	Year ended 31.03.2013	Year ended 31.03.2012
Turnover / Income	0.00	0.00
Other Income	0.00	0.00
Total Expenditures (Including extra-ordinary item)	63.83	4.48
Interest and Finance Cost	25.57	0
Depreciation	0	0
Profit Before Tax	(89.40)	(4.48)
Provision for Tax	0	0
Profit After Tax	(89.40)	(4.48)
Balance Brought forward from last year	(402.66)	(398.18)
Balance Carried over to Balance sheet	(492.06)	(402.66)
EPS (Face value - Rs. 10/- per equity share)	(0.59)	(0.03)

Note- Figures in bracket indicate negative figures.

### SUBSIDIARY COMPANIES

The Company has following two subsidiaries within the meaning of Section 4(1)(b)(ii) of the Companies Act, 1956.

- Aim Filtertech Private Limited (51% holding)
- Membrane Filters (India) Private Limited (51% holding)

Note: Opal Luxury Time Products Limited ("Opal") was a subsidiary company of Innoventive Venture Limited during the year under review. However, Opal ceased to be subsidiary company in March 2013, due to Preferential Allotment made by Opal under Pre-IPO Placement in pursuance of Initial Public Offer.

### Financial Statements of the Subsidiary Companies

The Company shall made available annual accounts of subsidiary companies and other related information to the members of holding & subsidiary companies. The annual accounts shall also be available for inspection by any members at its registered office & those of respective subsidiary companies. Further, the company will provide hard copy of details of account of the subsidiary companies, upon receipt of a request from any shareholder of the Company.

The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2/2011 dated February 8, 2011 has granted general exemption under Section 212 of the Companies Act, 1956, waiving the requirement of attaching annual reports of subsidiary companies subject to certain conditions being fulfilled by the Company. In pursuance of this Circular, the Company has complied with necessary provisions for not attaching annual reports of subsidiary companies to Company's Balance Sheet

### DIVIDEND

The Directors of the Company do not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2013.

## PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 and the Companies (Particulars of Employees) Amendment Rules, 2011, the name and other particulars of employees are set out below.

Name, Designation, Qualification & Age	Date of Joining	Experience	Gross Remuneration (Rs. In Lacs)	Previous Employment Designation	Details of Shareholding
<b>Name &amp; Designation:</b> Mr. O. K. Balraj Managing Director  <b>Qualification:</b> Chartered Accountant  <b>Age:</b> 57 years	05.11.2012	Over 30 years	50.55	Escorts Group, Group CFO / Director	NIL

## DEPOSITS

The Company has not accepted any fixed deposits within the meaning of Section 58A of the Companies Act, 1956 during the year under review.

## DIRECTORS

During the financial year under report, the Board of Directors appointed Mr. O. K. Balraj as Managing Director of the Company subject to approval of Members and other necessary approvals, if any. Further, the Board seeks confirmation pursuant to Section 260 of the Companies Act, 1956 from members for reappointment of Mr. O. K. Balraj. Additionally, the Board also seeks approval of members for appointment of Mr. O. K. Balraj as Managing Director of the Company.

In accordance with the provisions of Section 256 of the Companies Act, 1956 Mr. Ramprasad Joshi retires by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for the reappointment. The Board seeks approval of the shareholders for reappointment of Mr. Ramprasad Joshi at the ensuing AGM.

Pursuant to the requirement of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed / re-appointed at the Annual General Meeting is given in the annexure to the Notice calling 28<sup>th</sup> Annual General Meeting.

## NOTE ON CORPORATE GOVERNANCE

A separate section on Corporate Governance is included in this Annual Report.

## AUDITORS

M/s. R. Kabra & Co, Chartered Accountants, Mumbai retire and, being eligible, offer themselves for appointment.

The Board of Directors recommends their appointment.

## ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

As the Company's operations do not involve any manufacturing or processing activities, the particulars as per Companies (Disclosures of particulars in the Report of the Board of Directors) Rules, 1998 regarding conservation of energy and technology absorption, are not applicable.

The foreign exchange earnings and outgo during the year is NIL.



## **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm:

1. that in the preparation of the annual accounts for the financial year ended on 31<sup>st</sup> March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the Directors have prepared the accounts for the financial year ended on 31<sup>st</sup> March, 2013 on a 'Going Concern basis'.

## **CAUTIONARY STATEMENT**

The information and opinion expressed in the Report may contain certain forward-looking statements, which the management believes are true to the best of its knowledge at the time of its preparation. Actual results may differ materially from those either expressed or implied in the Report. Important factors that could make a difference to the Company's operations include, among others, economic condition in the domestic and the overseas market in which the Company operates, changes in the government regulations, tax laws and other statute and incidental factors

## **ACKNOWLEDGEMENT**

The Board of Directors of your Company wishes to record their appreciation for co-operation, support from all the stakeholders of the Company. Your Directors also gratefully acknowledge the sincere efforts and guidance extended to the Company by its customers, vendors, government authorities, bankers, employees.

**For and on Behalf of the Board of Directors**

**Place:** Pune  
**Date:** 30<sup>th</sup> May, 2013

**O. K. Balraj**  
**Managing Director**

**Ramprasad Joshi**  
**Director**

**ANNEXURE TO THE DIRECTOR'S REPORT**

**Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Company  
As on 31<sup>st</sup> March, 2013**

<b>(Amount in Rs. Lacs)</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>Aim Filtertech Private Limited</b>	<b>Membrane Filters (India) Private Limited</b>
1	Capital	102.12	196.32
2	Reserve & Surplus	955.64	1,562.12
3	Total Assets	3,234.77	4,391.71
4	Total Liabilities	3,234.77	4,391.71
5	Investments	0.25	953.48
6	Total Sales (Net)	1901.47	1967.09
7	Profit Before Tax	229.78	446.38
8	Provision for Tax	67.83	28.80
9	Profit After Tax	161.95	417.58
10	Proposed Dividend	0.00	0.00

**Note:** Opal Luxury Time Products Limited ("Opal") was a subsidiary company of Innoventive Venture Limited during the year under review. However, Opal ceased to be subsidiary company in March 2013, due to Preferential Allotment made by Opal under Pre-IPO Placement in pursuance of Initial Public Offer.

**For and on Behalf of the Board of Directors**

**Place:** Pune  
**Date:** 30<sup>th</sup> May, 2013

<b>O. K. Balraj</b>	<b>Ramprasad Joshi</b>
<b>Managing Director</b>	<b>Director</b>