



**INNOVENTIVE
VENTURE**

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ANNUAL REPORT

2013-14

REGISTERED OFFICE

Office No. 601 & 602,
Nucleus Mall, 1
Church Road, Camp,
Pune - 411001
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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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
Mrs. Pournima Gadiya	- Independent Director (w.e.f August 12, 2014)

STATUTORY AUDITORS

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

BANKERS

HDFC Bank Limited
United Bank of India

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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 29th Annual General Meeting of Innoventive Venture Limited will be held on Monday, the 29th day of September, 2014 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. To receive, consider and adopt the financial statements of the Company including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep Tupe, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. R Kabra & Co., Chartered Accountants (Firm Registration No. 104502W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 30th AGM of the Company to be held in the year 2015 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. Appointment of Mr. Ramprasad Joshi as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ramprasad Joshi (DIN 02682144), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2014 up to September 29, 2019.”

5. Appointment of Mr. Pradeep Tupe as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Pradeep Tupe (DIN 02968390), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2014 up to September 29, 2019.”



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6. Appointment of Ms. Pournima Gadiya as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Ms. Pournima Gadiya, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 14, 2013 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Pournima Gadiya for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Pournima Gadiya (DIN: 06941211), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years with effect from September 29, 2014 up to September 29, 2019.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT consequent to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of the Articles of Association of the Company in the form and manner as per the draft Articles of Association placed before the meeting and annexed to this Notice as Annexure A, be and is hereby approved and adopted and the same shall be in substitution for, and to the entire exclusion of the existing set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

8. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to 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) to invest/acquire the securities of anybody corporate by way of subscription/purchase or otherwise, upto a sum of Rs. 100 Crore, notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s)

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(collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction."

For Innoventive Venture Limited

Place: **Pune**
Date: **14th August, 2014**

Director

Registered Office:

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

➤ **NOTES:**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 12 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item No. 2 & 3 and Item Nos. 5 to 9 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from Monday, September 29, 2014 to Wednesday October 01, both days inclusive.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Company details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents Karvy Computershare Pvt Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Karvy for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Karvy, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

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9. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Karvy/Depositories.
11. Please note that copies of the Annual Report will not be distributed at the Annual General Meeting and hence members are requested to bring their copies of the Annual Report at the meeting.
12. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy, on all resolutions set forth in this Notice. A separate communication / Notice is being sent to all the shareholders to enable them to cast their votes through e-voting.
13. After both the agenda items have been discussed, the Chairman will order Poll in respect of both the items. Poll will be conducted and supervised under Scrutinizers to be appointed for the purpose. After conclusion of the Poll, the Chairman may declare the meeting as closed. The Results of the Poll aggregated with the results of e-voting will be announced by the Company in its website and also informed to the stock exchanges.

For Innoventive Venture Limited

Place: **Pune**
Date: **14th August, 2014**

Director

Registered Office:

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

**Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 12 of the accompanying Notice:

Item No. 4, 5 & 6

The Board of Directors co-opted Ms. Pournima Gadiya as an Additional Director from that date pursuant to Section 161 of the Companies Act, 2013. She holds office till conclusion of this Annual General Meeting. Her term of office shall be liable to determination by retirement of directors by rotation.

Ms. Pournima Gadiya is Masters in Social Work. She specializes in Social Work and has as over 15 years.

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Ramprasad Joshi, Mr. Pradeep Tupe and Ms. Pournima Gadiya as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of these directors as Independent Directors from September 29, 2014 up to September 29, 2019.

Mr. Ramprasad Joshi, Mr. Pradeep Tupe and Ms. Pournima Gadiya, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided

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under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the

Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Pradeep Tupe, aged 55 years, is an Independent Director of the Company. Mr. Tupe, holds a Diploma in Business Management. He has cleared AMIE Examination and also a Diploma in Mechanical Engineering. He worked with reputed companies such as KSB Pumps, Kirloskar Brothers, Rathi Industrial Equipment, Gujarat Steel Tubes and Atlas Steel Tubes in the Marketing/Sales roles. He was the Chairman of Institution of Engineers (India) Maharashtra State Centre. He served as the Vice President of Laghu Udyog Bharati, an all India organization for small scale industries. At present, he is the Coordinator at MIT Group of Institutions and Hon Secretary at All India Management Association. He is a Charter Member of Rotary Club, Pune University and chairs Environmental Awareness in a Rotary. He is a Certified Lead Assessor for QMS (ISO 9001:2008).

Sr. No.	Particulars	Description
a.	Name of Director	Mr. Pradeep Tupe
b.	Father's Name	Mr. Vasantrao Tupe
c.	Date of Appointment	10/08/2010
d.	List of outside directorships held	1) Innoventive Industries Limited 2) Opal Luxury Time Products Limited
e.	Shareholding in the Company	NIL
f.	Relationship with other Directors	NIL

Mr. Ramprasad Joshi, aged 42 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.

Sr. No.	Particulars	Description
a.	Name of Director	Mr. Ramprasad Joshi
b.	Father's Name	Mr. Savlaram Joshi
c.	Date of Appointment	10/08/2010
d.	List of outside directorships held	1) Innoventive Industries Limited 2) Opal Luxury Time Products Limited 3) Arihant Auto Components Private Limited 4) Saicon Steels Private Limited



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		5) Phoenix Erectors Private Limited 6) Yashoday Engineers Private Limited
e.	Shareholding in the Company	NIL
f.	Relationship with other Directors	NIL

Mr. Pournima Gadiya, aged 47 years, is an Independent Director of our Company. She holds a 'Master of Social Work'. Apart from taking theoretical Knowledge, she has also worked for two years with various institutes that focus on children, Women and senior citizens. She has started an institute called "Disha".

Sr. No.	Particulars	Description
a.	Name of Director	Ms. Pournima Gadiya
b.	Father's Name	Mr. Popatlal Gadiya
c.	Date of Appointment	14/08/2014
d.	List of outside directorships held	NIL
e.	Shareholding in the Company	2,08,550
f.	Relationship with other Directors	NIL

Item No. 7

The Companies Act, 2013 and the Rules made thereunder (the 'Act') has been enacted to replace the existing Companies Act, 1956. The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ('MCA') had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections [barring those provisions which require sanction / confirmation of the National Company Law Tribunal ('Tribunal') and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247)]. The substantive sections of the Act dealing with the operations and management of companies have been notified.

The existing Articles of Association of the Company based on the Companies Act, 1956 and some regulations in the existing Articles of Association may not, therefore, be in conformity with the Act.

With the coming into force of the Act, the existing Articles of Association require alteration or deletions in several regulations in the Articles of Association. Hence, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles of Association to align the provisions of the Articles of Association with the provisions of the Act.

The proposed new set of Articles of Association of the Company is attached as Annexure A to this Notice of the Annual General Meeting for perusal by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 10 of the Notice, except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

Item No. 8

The Members of the Company has approved by means of an Ordinary Resolution, the limits for authorising the Board of Directors of the Company for making investments in Shares, Debentures, Securities of the other bodies corporate and/or various Schemes of Mutual Funds and/or other funds, to give loans to any other body corporate, to give any other guarantee and/or provide any other security, in connection with a loan

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made by any other person to, or to any other person by, anybody corporate including providing security, under section 372A of the Companies Act, 1956.

Under the provisions of Section 186 of the Companies Act 2013, the above powers can be exercised by the Board with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, for the authorizing the Board to exercise aforesaid powers, in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum limit of Rs. 500 Crores notwithstanding that investments along with Company's existing loans or guarantee / security or investments shall be in excess of the limits prescribed under Section 186 or upto the limits so prescribed under Section 186, whichever is higher.

The Board recommends the Resolution as set out at item no. 12 of the Notice as a Special Resolution, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution.

For Innoventive Venture Limited

Place: **Pune**
Date: **14th August, 2014**

Director

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



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Instructions to Shareholder on E-voting

E-Voting

The Company is pleased to provide e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the notice.

The Company has appointed Mr. Raghavendra Joshi, Practicing Company Secretary or failing him Mr. Harshal Joshi, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **September 25, 2014 being the Cut-off date for the purpose**. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

The instructions for E-Voting are as under:

1. To use the following URL for e-voting:
<https://evoting.karvy.com>
2. Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No/DP ID Client ID will be your user ID.
3. After entering the details appropriately, click on LOGIN.
4. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e. **Innoventive Venture Limited**.
7. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / Against as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
8. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account. **However, shareholder may please note that in terms of Section 3 (2) (e) of the Companying Companies (Acquisition & Transfer of Undertakings) Act, 1970, no shareholder other than Government of India is allowed to exercise voting rights of more than 10% of the total shareholding of the Company.**
9. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
10. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizer@snaco.net.
11. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
12. The Portal will remain open for voting from: **10.00 a.m. on 23rd September, 2014 to 5.00 p.m. on 25th September, 2014 (both days inclusive).**
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
14. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
15. The results of e-voting will be announced by the Company in its website and also informed to the stock exchanges.

E-voting Details

EVENT	User ID	Password

Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

For Innoventive Venture Limited

Place: Pune
Date: 14th August, 2014

Director