

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

L66309MH1954PLC009254

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCN7072K

(ii) (a) Name of the company

NAPEROL INVESTMENTS LIMITE

(b) Registered office address

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

(c) * e-mail ID of the company

secretarial@naperol.com

(d) * Telephone number with STD code

02266620000

(e) Website

naperolinvestments.com

(iii) Date of Incorporation

16/03/1954

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) * Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

MUFG INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), NA
Mumbai Maharashtra 400083

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 21/08/2025

(b) Due date of AGM 30/09/2025

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	71.53
2	G	Trade	G1	Wholesale Trading	28.47

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

*No. of Companies for which information is to 0

Pre-fill All

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

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,500,000	5,747,000	5,747,000	5,747,000
Total amount of equity shares (in Rupees)	255,000,000	57,470,000	57,470,000	57,470,000

Number of classes

1

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

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

At the beginning of the year	41,777	5,705,223	5747000	57,470,000	57,470,000	
Increase during the year	0	0	0	43,750	43,750	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				43,750	43,750	
Dematerialisation of shares						
Decrease during the year	0	0	0	43,750	43,750	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				43,750	43,750	
Dematerialisation of shares						
At the end of the year	41,777	5,705,223	5747000	57,470,000	57,470,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NA						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE585A01020

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

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		27/08/2024
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

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

195,715,150

(ii) Net worth of the Company

11,635,609,331

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,600	0.08	0	
	(ii) Non-resident Indian (NRI)	21,575	0.38	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,817,484	49.03	0	
10.	Others Foreign Body Corporates	1,223,000	21.28	0	
	Total	4,066,659	70.77	0	0

Total number of shareholders (promoters)

10

(b) * SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,415,483	24.63	0	
	(ii) Non-resident Indian (NRI)	77,548	1.35	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	450	0.01	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	113,954	1.98	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	40,400	0.7	0	
10.	Others LLP, clearing members, IEPF	32,506	0.57	0	
	Total	1,680,341	29.24	0	0

Total number of shareholders (other than promoters)

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

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

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	10	10
Members (other than promoters)	18,922	15,707
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 year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0.08
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	3	0	3	0	0

C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	0	6	0	0.08

Number of Directors and Key managerial personnel (who is not director) as on the financial year 2019

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Ness Nusli Wadia	00036049	Director	4,600	
Mrs. Minnie Aarasp Bodi	00422067	Director	0	
Mr. Viraf Rustom Mehta	00352598	Director	0	
Ms. Parvathi Menon	02874749	Director	0	
Mr. Keki Manchershia El	00003940	Director	0	
Mr. Rajiv Arora	08730235	Director	0	
Mr. Chirag Kothari	AQCPK5815H	Manager	0	
Mr. Deepak Kumar	BAOPK7705B	CFO	0	
Mr. Akshay Satasiya	EQPPS2791H	Company Secretary	0	

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

6

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)
Rajesh Kumar Batra	00020764	Director	10/08/2024	Cessation
Keki Manchershya Elav	00003940	Director appointed ir	31/07/2024	Appointment
Shailesh Sawant	AWYPS6352B	CFO	05/07/2024	Cessation
Deepak Kumar	BAOPK7705B	CFO	31/07/2024	Appointment
Arpit Maheshwari	BDEPM8745C	Company Secretary	02/09/2024	Cessation
Akshay Satasiya	EQPPS2791H	Company Secretary	29/10/2024	Appointment

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

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETIN	27/08/2024	17,616	100	70.76

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2024	6	5	83.33
2	09/05/2024	6	6	100
3	31/07/2024	6	6	100
4	29/10/2024	6	6	100
5	23/01/2025	6	6	100
6	21/03/2025	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	08/05/2024	3	3	100
2	Audit Committee	30/07/2024	3	3	100
3	Audit Committee	28/10/2024	3	3	100
4	Audit Committee	22/01/2025	3	3	100
5	Nomination and	09/05/2024	3	3	100
6	Nomination and	31/07/2024	3	3	100
7	Nomination and	29/10/2024	3	3	100
8	Stakeholders' R	22/01/2025	3	3	100
9	Corporate Social	23/01/2025	3	3	100
10	Risk Management	30/07/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	21/08/2025
								(Y/N/NA)
1	Mr. Ness Nusli	6	5	83.33	4	4	100	Yes
2	Mrs. Minnie Aa	6	6	100	4	4	100	Yes
3	Mr. Viraf Rusto	6	6	100	11	11	100	Yes
4	Ms. Parvathi M	6	6	100	2	2	100	Yes
5	Mr. Keki Manch	6	6	100	4	4	100	Yes
6	Mr. Rajiv Arora	6	6	100	3	3	100	Yes

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

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Chirag Kothari	Manager	6,329,146	0	0	0	6,329,146
	Total		6,329,146	0	0	0	6,329,146

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	Mr. Deepak Kumar	CFO	1,699,206	0	0	0	1,699,206
2	Mr. Akshay Satasiya	Company Secretary	793,021	0	0	0	793,021
	Total		2,492,227	0	0	0	2,492,227

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ness N. Wadia	Director	0	0	0	520,000	520,000
2	Mr. Viraf Mehta	Director	0	0	0	975,000	975,000
3	Dr. Minnie Bodhanwa	Director	0	0	0	600,000	600,000
4	Ms. Parvathi Menon	Director	0	0	0	540,000	540,000
5	Mr. Keki M. Elavia	Director	0	0	0	335,000	335,000
6	Mr. Rajiv Arora	Director	0	0	0	455,000	455,000
	Total		0	0	0	3,425,000	3,425,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable ☒ Yes ☐ No
provisions of the Companies Act, 2013 during the year

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
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(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 associate or fellow ☐ 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.

Declaration

I am Authorised 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 complied with. I further declare that:

- 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.
- 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

6484

Certificate of practice number

1228

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

SHT.pdf

Declaration of Designated Person.pdf

List of Committee Meetings 2024-25.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company