FORM NO. MGT-7

[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]

सत्यमेव जयते

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: U15400DL2009PTC191424 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAGCM0570N

(ii) (a) Name of the company: MODI ILLVA INDIA PRIVATE LIN

(b) Registered office address

1513, MODI TOWER
98 NEHRU PLACE
NEW DELHI
Delhi
110019

(c) *e-mail ID of the company: legal@winmedicare.com

(d) *Telephone number with STD code: 01142504555

(e) Website:

(iii) Date of Incorporation: 19/06/2009

(iv)

Type of the 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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ◯ No

(a) If yes, date of AGM 29/09/2022

(b) Due date of AGM 30/09/2022

(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	C	Manufacturing	C1	Food, beverages and tobacco products	2.03
2	M	Professional, Scientific and Technical	M3	Management consultancy activities	97.97

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MI SPIRITS INDIA PRIVATE LIMI	U15139DL2010PTC200690	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	76,000,000	75,850,000	75,850,000	75,850,000
Total amount of equity shares (in Rupees)	760,000,000	758,500,000	758,500,000	758,500,000

Number of classes 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				

Number of equity shares	76,000,000	75,850,000	75,850,000	75,850,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	760,000,000	758,500,000	758,500,000	758,500,000

(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	64,250,000	0	64250000	642,500,00(	642,500,0(	
Increase during the year	11,600,000	0	11600000	116,000,00(	116,000,0(	0
i. Pubic Issues	0	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	11,600,000	0	11600000	116,000,00(	116,000,0(	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify 0				0	0	
Decrease during the year	0	0	0	0	0	0
i. Buy-back 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 0				0	0	
At the end of the year	75,850,000	0	75850000	758,500,00(	758,500,0(	
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	0	
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 0				0	0	
At the end of the year	0	0	0	0	0	

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
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 629,254,182

(ii) Net worth of the Company 1,541,192,061

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	0	0	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)	75,850,000	100	0	
10.	Others 0	0	0	0	
	Total	75,850,000	100	0	0

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	
	(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	0	0	0	0

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	2	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	7	0	7	0	0
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	0	7	0	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

(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)
UMESH KUMAR MODI	00002757	Director	0	
ABHISHEK MODI	00002798	Director	0	
SANJAY KUMAR GAR(	00004130	Director	0	
ANURAG SETH	00035802	Alternate director	0	
ALDINO MARZORATI	02717361	Director	0	
ENRICO SIVIERI	08491856	Director	0	
STEFANO BATTIONI	03104338	Director	0	
SANCHITA MATTA	BTEPM7689H	Company Secretar	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)
AKHIL VIJAY TAYAL	05155904	Director	20/05/2021	CESSATION
SANJAY KUMAR GAR(	00004130	Director	01/06/2021	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 MEETI	18/11/2021	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

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/06/2021	7	3	42.86
2	17/11/2021	7	4	57.14
3	27/07/2021	7	6	85.71
4	11/02/2022	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held: 1

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	CSR COMMIT	03/01/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 29/09/2022 (Y/N/NA)
		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	
1	UMESH KUM/	4	4	100	0	0	0	No
2	ABHISHEK M(	4	4	100	1	1	100	Yes
3	SANJAY KUM	3	3	100	1	1	100	No
4	ANURAG SET	4	2	50	1	1	100	Yes
5	ALDINO MAR	4	2	50	0	0	0	No
6	ENRICO SIVII	4	2	50	0	0	0	No
7	STEFANO BA	4	2	50	0	0	0	No

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: 0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANCHITA MATTA	COMPANY SEC	510,071	0	0	0	510,071
	Total		510,071	0	0	0	510,071

Number of other directors whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ABHISHEK MODI	DIRECTOR	17,373,667	0	0	0	17,373,667
	Total		17,373,667	0	0	0	17,373,667

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

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

(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	PURVIKA JAIN
Whether associate or fellow	(●) Associate ( ) Fellow
Certificate of practice number	21942

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 Authorised by the Board of Directors of the company vide resolution no. .. 15 dated 22/06/2009 (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: ABHISHEK MODI — Digitally signed by ABHISHEK MODI Date: 2022.11.25 15:14:54 +05'30'

DIN of the director: 00002798

To be digitally signed by Sanchita Matta — Digitally signed by Sanchita Matta Date: 2022.11.25 15:16:13 +05'30'

(●) Company Secretary

( ) Company secretary in practice

Membership number: 43930

Certificate of practice number:

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

MGT-8.pdf
List of Share holders.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

LIST OF SHAREHOLDERS OF MODI ILLVA INDIA PRIVATE LIMITED AS ON 31ST MARCH, 2022

S. No.	Name of shareholder	Folio No.	Father's Name	Number of Shares	Type of shares	Amount per share (Rs.)
1.	SBEC Stock Holding And Investments Limited	005	N.A.	3,79,25,000	Equity	10
2.	Illva Saronno Holding S.p.A.	004	N.A.	3,79,25,000	Equity	10
TOTAL				**7,58,50,000**		

For Modi Illva India Private Limited

Date: 24th Sept, 2022
Place: New Delhi

Abhishek Modi
Director
DIN:00002798
1400, Modi Tower, 98,
Nehru Place, New Delhi-110019

Form No. MGT-8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **MODI ILLVA INDIA PRIVATE LIMITED** having **CIN: U15400DL2009PTC191424** ("the Company") as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **March 31, 2022**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:-

1. Its status under the Act; i.e. Private Limited Company;
2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time;
4. Calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed.

P.C. JAIN & CO. FR No. P2016HR051300 Company Secretaries

5. No closure of Register of Members / Security holders, during the financial year.

6. The Company has not given any advances/loan to its directors and/or persons or firms or companies referred under section 185 of the Companies Act, 2013 and rules made thereunder during the aforesaid financial year.

7. Contracts/arrangements with related parties as specified in section 188 of the Act during the period under review;

8. No shares/ securities were transferred or transmitted during the year. There was no buy back of securities/ redemption of preference shares or debentures or reduction of share capital.

However, 11,60,000 Non-Transferable Compulsorily Convertible Unsecured Zero percent Debentures of Rs. 100/- each aggregating to Rs. 11,60,00,000/- were converted into 1,16,00,000 equity shares of Rs. 10/- each aggregating to Rs. 11,60,00,000/- as fully paid up equity shares with the approval of the Board of Directors of the Company in the meeting of the Board of Directors of the Company held on Tuesday, 27th July, 2021.

9. The company was not required to keep in abeyance the right to dividend, rights shares, and bonus shares pending registration of transfer of shares in compliances with the provision of the Act;

10. The Company declare an interim dividend of Rs. 1.56 per equity share amounting to Rs. 10,02,30,000 (Rupees Ten Crore Two Lacs Thirty Thousand Only) on each fully paid equity share having face value of Rs. 10/- (Rupees Ten Only).

There was no transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

P.C. JAIN & CO. Company Secretaries

11. Signing of audited financial statement 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. Constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

Mr. Sanjay Kumar Garg was appointed as an additional director of the Company with effect from 01st June, 2021 and appointed as the Director of the Company in the Twelfth Annual General Meeting of the members of the Company held on Thursday, 18th day of November, 2021 and Mr. Akhil Vijay Tayal was died on 20th May, 2021 and ceased from office of director of the Company with effect from 20th May, 2021.

13. Appointment/ reappointment of auditors as per the provisions of section 139 of the Act. However there was no filling of casual vacancy in respect of Auditors during the year.

14. No approval was required to be taken from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act.

15. The Company has not accepted, renewed and repaid any deposits during the period under review.

16. The Company has not borrowed any money from its directors, members, public financial institutions, banks and others during the year. The Company was not required to create/modify/satisfy any charge during the year.

17. The Company has not granted loans or made Investment or given guarantee or provided any security to other bodies corporate or persons falling under the provision of section 186 of the Companies Act, 2013 and rules made thereunder.

P.C. JAIN & CO. Company Secretaries

18. The Company has not made alteration in the provisions of Memorandum of Association/ Articles of Association of the Company.

For P C JAIN & Co.
Company Secretaries
(FRN: P2016HR051300)

P. C. JAIN & CO. Company Secretaries FR No. P2016HR 51300

Purvika

Purvika Jain
(Partner)
M.No. A47373
C.O.P: 21942

Place: Faridabad
Date: 15/11/2022
UDIN: A047373D001740845