

**DETAILS OF EMPLOYEE BENEFIT SCHEMES INVOLVING DEALINGS IN  
SECONDARY MARKET, NOT COVERED UNDER SEBI (ESOS AND ESPS) GUIDELINES  
1999**

| SR. NO. | PARTICULARS   | COMPANY RESPONSE  |
|---------|---|---|
| 1       | <b>Name of the Issuer</b>   | Innoventive Industries Limited  |
| 2       | <b>Name of the Scheme</b>   | Innoventive Group Employee(s) Welfare Trust   |
| 3       | <b>Date of implementation</b>   | The Innoventive Group Employee(s) Welfare Trust, (“Trust”) was constituted in accordance with the provisions of the Indian Trusts Act, 1881, pursuant to a trust deed dated 24 <sup>th</sup> September, 2010.   |
| 4       | <b>Mode of Implementation (Trust/Direct)</b>  | Trust   |
| 5       | <b>Brief particulars about the Scheme (modus operandi):<br/>Details of Trust, Trustees, and their relationship with Promoters or Directors of the company</b> | <p><b><i>5.1 About Innoventive Group Employees Welfare Trust</i></b></p> <ul style="list-style-type: none"> <li>▪ The Innoventive Group Employee(s) Welfare Trust, (“Trust”) was constituted in accordance with the provisions of the Indian Trusts Act, 1881, pursuant to a trust deed dated September 24, 2010 (“Trust Deed”).</li> <li>▪ The present Trustees of the Trust are: <ul style="list-style-type: none"> <li>a. Mr. Ramprasad Joshi,</li> <li>b. Mr. Yashpaul Gupta and</li> <li>c. Mr. Sanjay Asher</li> </ul> </li> <li>d. The Trust does not form a part of our Promoter Group since none of the Trustees are promoters of our Company nor are they the immediate relatives of the Promoters of our Company.</li> <li>e. The Trustees of the Trust are Independent Directors of our Company.</li> <li>f. The Trust has not been set up for the benefit of the Promoters or the Promoter Group of our Company and the beneficiaries are employees and not the family members of the Promoters or the Promoter Group.</li> </ul> <p><b><i>5.2 Allotment of Equity Shares to the Trust</i></b></p> <ul style="list-style-type: none"> <li>▪ The Company, prior to its Initial Public Offer (IPO), allotted 19,23,117 Equity Shares by way of a Preferential Allotment under Section 81(1A) of the Companies Act and Unlisted Public Companies (Preferential Allotment) Rules, 2003).</li> <li>▪ The Company provided a loan of Rs. 1,92,31,170/- to the Trust at 0% rate of interest for the purchase of 19,23,117 equity shares of our Company at a face value</li> </ul> |

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|         |             | <p>of Rs. 10/- each.</p> <ul style="list-style-type: none"> <li>▪ Out of the dividend income, the Trust has already repaid half of the loan provided by the Company.</li> <li>▪ The voting rights in respect of the Equity Shares held by the Trust are exercised by its Trustees.</li> <li>▪ The amount lent by the Issuer Company to the Trust is in compliance with the provisions of and does not violate Section 77(2)(b) of the Companies Act, 1956.</li> </ul> <p><b>5.3 Registration of the Trust</b></p> <ul style="list-style-type: none"> <li>▪ The Trust is a private trust as the beneficiaries are definite and ascertained individuals and does not involve immovable property, as such by virtue of its nature, the Trust does not require registration.</li> </ul> <p><b>5.4 Beneficiaries of the Trust</b></p> <p>As per the Trust Deed the beneficiaries of the trust are as under:</p> <ul style="list-style-type: none"> <li>▪ All existing and future employees of the Company and its subsidiaries (collectively referred to as the “Innoventive Group”) including their successors/assignees.</li> <li>▪ By virtue of clause 9.1 of the Trust Deed all the beneficiaries of the Trust are all the existing and future employees, of the Innoventive Group. In the event of an employee ceasing to be in the employment, for any reason whatsoever, including but not limited to death or permanent or temporary disablement, such employees and their wives/husbands, widows / widowers and dependent children / grand children, unmarried daughters, dependant parents/grandparents, son’s widow and her dependent children and any other dependent relative(s) or relation(s) as may be decided by the trustees in their sole discretion, may be counted as beneficiaries under these presents, and the trustees shall be authorised (but not obliged) to utilise the Trust fund in the manner they deem fit for their welfare, in the same manner and to the same extent as in the case of employees.</li> <li>▪ By virtue of clause 9.2 of the Trust Deed the Promoters, Promoter Group and their immediate relatives (<i>as defined in section 6 and schedule IA of the Companies Act</i>) are not beneficiaries of the Trust. The Trust has been set up in compliance with Section 77 of</li> </ul> |

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|---------|---|---|
|         |   | <p>the Companies Act, 1956.</p> <p><b>5.5 Trading Restrictions on the Trust</b></p> <ul style="list-style-type: none"> <li>▪ The Trust has been prohibited from using its funds to trade / deal in securities in the secondary markets in any manner whatsoever vide an amendment made to the Trust Deed dated February 24, 2011.</li> </ul>  |
| 6       | <p><b>Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements</b></p>  | <p>Directors, Promoters / persons belonging to the promoter group of the Company are not beneficiaries in the scheme / Trust.</p>   |
| 7       | <p><b>No. of shares held by Trust/any other agency managing the scheme as on the date of the circular</b></p>   | <p>The Trust holds 19,23,117 equity shares as on the date of the circular.</p>  |
| 8       | <p><b>How the Trust is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013</b></p> | <p>Subject to receipt of necessary approval from SEBI, the Trustees intend to sale said equity shares in the secondary market and utilise sale proceeds only for the welfare or benefits of the existing and future employees of Innoventive Group (i.e. Innoventive Industries Limited and its subsidiaries) in such manner as the Trustees may deem fit or appropriate from time to time.</p> <p>Proposed Action Date: on or before June 30, 2013</p> |
| 9       | <p><b>Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular</b></p>   | <p>NIL / Not Applicable</p>   |
| 10      | <p><b>Details of secondary market purchases/sales by the company/Trust/ any other agency managing the scheme if any, since April 01, 2012 in the following format</b></p>   | <p>The Trust has not entered into any sale or purchase of shares transaction in the secondary market since its constitution therefore, Not Applicable.</p>  |