

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg Gr Floo
r, Laxmi Woollen Mills Estate, Ma halaxmi NA
MUMBAI
Maharashtra
400011
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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 (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L1	Real estate activities with own or leased property	100

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

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THE PHOENIX MILLS LIMITED	L17100MH1905PLC000200	Holding	51
2	ALYSSUM DEVELOPERS PRIVATE LIMITED	U70109MH2017PTC292588	Subsidiary	99.98
3	SPARKLE ONE MALL DEVELOPERS PRIVATE LIMITED	U70109MH2017PTC299103	Subsidiary	99.98
4	INSIGHT MALL DEVELOPERS PRIVATE LIMITED	U55101MH2007PTC169124	Subsidiary	99.8

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	275,000,000	247,396,598	247,396,598	247,396,598
Total amount of equity shares (in Rupees)	2,750,000,000	2,473,965,980	2,473,965,980	2,473,965,980

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	274,990,000	247,396,498	247,396,498	247,396,498
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,749,900,000	2,473,964,980	2,473,964,980	2,473,964,980
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
SPECIAL EQUITY SHARES				
Number of equity shares	10,000	100	100	100
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	100,000	1,000	1,000	1,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,000,000	6,058,351	6,058,351	6,058,351
Total amount of preference shares (in rupees)	100,000,000	60,583,510	60,583,510	60,583,510

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
COMPULSORY CONVERTIBLE PREFERENCE SH				
Number of preference shares	10,000,000	6,058,351	6,058,351	6,058,351
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	100,000,000	60,583,510	60,583,510	60,583,510

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	247,396,598	247396598	2,473,965,9	2,473,965,	
Increase during the year	0	0	0	0	0	0

i. Public 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	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
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 <input type="text"/>						
At the end of the year	0	247,396,598	247396598	2,473,965,9	2,473,965,	
Preference shares						
At the beginning of the year	0	6,058,351	6058351	60,583,510	60,583,510	
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 <input type="text"/>						
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	6,058,351	6058351	60,583,510	60,583,510	

ISIN of the equity shares of the company

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

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	<input type="text" value="20/09/2022"/>		
Date of registration of transfer (Date Month Year)	<input type="text" value="22/12/2022"/>		
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
Ledger Folio of Transferor	<input type="text" value="Not Applicable"/>		

Transferor's Name	<input type="text" value="Pawan Kumar Kakumanu"/>	<input type="text" value="as a nominee of"/>	<input type="text" value="The Phoenix Mills Limited"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text" value="Not Applicable"/>		
Transferee's Name	<input type="text" value="Anuraag Srivastava"/>	<input type="text" value="as a nominee of"/>	<input type="text" value="The Phoenix Mills Limited"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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

2,612,993,750

(ii) Net worth of the Company

32,728,578,410

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	5	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0

5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	126,172,309	51	6,058,351	100
10.	Others	0	0	0	0
	Total	126,172,314	51	6,058,351	100

Total number of shareholders (promoters)

6

(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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0

10.	Others	CANADA PENSION PLAN IN	121,224,284	49	0	0
		Total	121,224,284	49	0	0

Total number of shareholders (other than promoters)

1

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

7

**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	6	6
Members (other than promoters)	1	1
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	0	0	0	0	0
B. Non-Promoter	1	6	1	6	0	0
(i) Non-Independent	1	4	1	4	0	0
(ii) Independent	0	2	0	2	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	1	6	1	6	0	0

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

9

(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)
GAJENDRA SINGH RA	07623957	Managing Director	1	
RAGHAV BAJORIA	08713745	Director	0	
VARUN PARWAL	07586435	Director	1	
ANKUR GULATI	07857686	Nominee director	0	
HARI KRISHNA VEERA	00382218	Nominee director	0	
SWAPNIL SUBHASH K	05235636	Director	0	
SHWETA PRADEEP V	06996110	Director	0	
DEEPA KISHORE LAU	ADEPL9512B	Company Secretar	0	
GIRISH SHARMA	BKKPS9431C	CFO	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)
PAWAN KUMAR KAKU	07584653	Director	25/11/2022	CESSATION
VARUN PARWAL	07586435	Additional director	26/11/2022	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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	23/05/2022	7	5	100
Annual General Meeting	20/09/2022	7	5	100
Extra Ordinary General Mee	27/03/2023	7	5	100

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2022	7	4	57.14
2	10/08/2022	7	4	57.14
3	20/09/2022	7	4	57.14
4	18/10/2022	7	3	42.86
5	04/11/2022	7	6	85.71
6	06/01/2023	7	4	57.14
7	06/02/2023	7	4	57.14
8	02/03/2023	7	3	42.86
9	27/03/2023	7	3	42.86

C. COMMITTEE MEETINGS

Number of meetings held

14

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 COMM	23/05/2022	3	3	100
2	AUDIT COMM	10/08/2022	3	3	100
3	AUDIT COMM	20/09/2022	3	3	100
4	AUDIT COMM	18/10/2022	3	2	66.67
5	AUDIT COMM	04/11/2022	3	3	100
6	AUDIT COMM	06/02/2023	3	3	100
7	AUDIT COMM	02/03/2023	3	2	66.67
8	AUDIT COMM	31/03/2023	3	2	66.67
9	CORPORATE	23/05/2022	3	3	100
10	CORPORATE	06/02/2023	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	20/09/2023
								(Y/N/NA)
1	GAJENDRA S	9	1	11.11	1	1	100	Yes
2	RAGHAV BAJ	9	1	11.11	0	0	0	No
3	VARUN PARV	4	4	100	6	6	100	Yes
4	ANKUR GULA	9	8	88.89	0	0	0	Yes
5	HARI KRISHN	9	1	11.11	0	0	0	No
6	SWAPNIL SUI	9	9	100	13	13	100	No
7	SHWETA PRA	9	6	66.67	13	10	76.92	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Gajendra Singh Rat	Managing Direct	8,274,408	0	0	3,693,677	11,968,085
	Total		8,274,408	0	0	3,693,677	11,968,085

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	Girish Sharma	CFO	3,527,208	0	0	692,497	4,219,705
2	Deepa Laungani	COMPANY SEC	2,446,408	0	0	288,201	2,734,609
	Total		5,973,616	0	0	980,698	6,954,314

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Swapnil Kothari	Independent Dir	0	0	0	180,000	180,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Shweta Vyas	Independent Dir	0	0	0	120,000	120,000
	Total		0	0	0	300,000	300,000

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

RAJIT KESARIA

Whether associate or fellow

Associate Fellow

Certificate of practice number

13207

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. ... 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:

- 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

VARUN PARWAL
Digitally signed by VARUN PARWAL
Date: 2023.11.04
13:11:46 +05'30'

DIN of the director

To be digitally signed by

DEEPA KISHORE LAUNGANI
Digitally signed by DEEPA KISHORE LAUNGANI
Date: 2023.11.04
13:13:07 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

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 Attachment(s), if any

-
-
-
-

List of attachments

List of Shareholders.pdf
MGT 8.pdf
Additional details of Committee meeting.pc

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

ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

Regd. Office: C/o Marketcity Resources Pvt. Ltd., R.R. Hosiery Building, Ground Floor, Shree Laxmi Woollen Mills Estate, Off. Dr. E. Moses Road, Mahalaxmi, Mumbai- 400011
T: + 91 22.3001 6600 F: + 91 22.3001 6818 CIN: U45200MH2006PTC161067
E-mail: corpaffairs@phoenixmills.com

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

C. COMMITTEE MEETINGS

Sr. 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
11	Nomination and Remuneration Committee	23/05/2022	3	3	100
12	Nomination and Remuneration Committee	04/11/2022	3	3	100
13	Nomination and Remuneration Committee	06/01/2023	3	3	100
14	Investment Committee	28/03/2023	2	2	100

For Island Star Mall Developers Private Limited

**VARUN
PARWAL**

Digitally signed by
VARUN PARWAL
Date: 2023.11.04
12:54:55 +05'30'

Varun Parwal
Director
DIN: 07586435

ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

Regd. Office: C/o Marketcity Resources Pvt. Ltd., R.R. Hosiery Building, Ground Floor, Shree Laxmi Woollen Mills Estate, Off. Dr. E. Moses Road, Mahalaxmi, Mumbai- 400011
T: + 91 22.3001 6600 F: + 91 22.3001 6818 CIN: U45200MH2006PTC161067
E-mail: corpaffairs@phoenixmills.com

LIST OF SHAREHOLDERS OF ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED AS ON MARCH 31, 2023

EQUITY SHARES

Name of the Shareholders	Folio No.	DP ID-Client ID Account Number	Number of Shares held	Percentage of holding
Canada Pension Plan Investment Board	-	IN300142 20771956	12,12,24,284	49.00%
The Phoenix Mills Limited	-	IN300513- 17082796 & 12036000 02754915	12,61,72,209	51.00%
Vidyasagar Pingali as a nominee of The Phoenix Mills Limited	-	12036000 03767339	1	
Gajendra Singh Rathore as a nominee of The Phoenix Mills Limited	-	IN300513-23589756	1	
Haresh Morajkar as a nominee of The Phoenix Mills Limited	-	IN300513-23588671	1	
Anuraag Srivastava as a nominee of The Phoenix Mills Limited	-	IN300513-89895972	1	
Varun Parwal as a nominee of The Phoenix Mills Limited	-	12036000 03920055	1	
TOTAL			24,73,96,498	100

SPECIAL EQUITY SHARES

Name of the Shareholders	Folio No.	DP ID-Client ID Account Number	Number of Shares held	Percentage of holding
The Phoenix Mills Limited	-	IN300513 17082796	100	100%
TOTAL			100	100%

COMPULSORILY CONVERTIBLE PREFERENCE SHARES SERIES A

Name of the Shareholders	Folio No.	DP ID-Client ID Account Number	Number of Shares held	Percentage of holding
The Phoenix Mills Limited	-	IN300513 17082796	30,89,759	100%
TOTAL			30,89,759	100%

COMPULSORILY CONVERTIBLE PREFERENCE SHARES SERIES B

Name of the Shareholders	Folio No.	DP ID-Client ID Account Number	Number of Shares held	Percentage of holding
The Phoenix Mills Limited	-	IN300513-17082796	29,68,592	100%
TOTAL			29,68,592	100%

For Island Star Mall Developers Private Limited

VARUN
PARWAL

Digitally signed by VARUN
PARWAL
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Varun Parwal
Director
DIN: 07586435

**RAJIT KESARIA & CO.
B.Com, LLB, ACS**



SHOP NO. 17, AAKRUTI CHS LIMITED, MATHURADAS ROAD, KANDIVALI (W), MUMBAI-400067
MOBILE NO. 97021 22860

E-mail:- rajitakesaria@yahoo.co.in,

csrajitkesaria@gmail.com

Form No. MGT - 8

[Pursuant to section 92 (2) of the Companies Act, 2013 and
Rule11 (2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED** (CIN: U45200MH2006PTC161067), (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2023. In my opinion and to the best of my information and according to the examinations carried out by me, the information to the extent provided to me electronically, explanations furnished and representations made to me by the Company, its officers and agents and considering the relaxations granted by the Ministry of Corporate Affairs due to the spread of the COVID-19 pandemic, I 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 generally complied with provisions of the Act and Rules made thereunder in respect of:

1. Its status under the Act – there has been no change in the status of the Company;
2. Maintenance of registers/records and making entries therein within the time prescribed therefor;
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities~~ within and beyond the prescribed time by paying additional fees as per provisions of the Companies Act, 2013;
4. As information and explanation given to me calling / convening / holding meetings of Board of Directors and 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.
5. Closure of Register of Member/Security holders- No incidence of such events which required the Closure of Register of the Company during the period under review;
6. The Company has not given advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Companies Act, 2013;
7. Contracts/arrangements with related parties as specified in section 188 of the Act.

Further, pursuant to provision of Section 188 of the Companies Act, 2013 read with Rules framed thereunder, the Audit Committee and Board of Directors, at its meeting held on August 10, 2022, had approved, ratified and confirmed the related party transactions between the Company and Bellona Hospitality Services Limited, a fellow subsidiary of the Company which are in the ordinary course of business of the company but may not be considered completely on arm's length basis for operation of restaurants in Company's mall;

8. Issue or allotment or transfer or transmission or buy-back of securities/ redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances- there was no allotment, transmission, buy-back of securities/ redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates during the period under review.

Further, there was transfer of 1 (one) equity share held by Mr. Pawan Kumar Kakumanu, as a nominee on behalf of The Phoenix Mills limited to Mr. Anuraag Srivastava, who continuous to hold as a nominee on behalf of The Phoenix Mills limited in electronic mode during the period under review.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act -No incidence of such events which required keeping in abeyance the right of the shareholders in the Company during the period under review;

10. Declaration/ payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act – no such instances were found during the period under review;
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) and (5) thereof;
12. Constitution / appointment / re-appointments /retirement/ disclosures of the Directors and the remuneration paid to the Directors and Key Managerial Personnel.
13. The Company has appointed M/s Pricewaterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016) as Statutory Auditors for 5 years at the Annual General Meeting held on September 20, 2022.
14. The Company was not required to take approvals from Tribunal, Regional Director, Court or such other authorities under the provisions of the Act except Registrar of Companies under the various provision of the Act;
15. During the period under review, the Company has neither accepted nor renewed deposits;
16. The Company has not borrowed from its directors.

Further, the Company has borrowed from bank(s)/financial institutions and creation /modification / satisfaction of charges in that respect wherever applicable have been registered with Registrar;

17. During the period under review, the Company has complied with the applicable provisions regarding investment, granting of any loans or advances or guarantees or providing securities to other bodies corporate under the applicable provisions of section 186 of the Act;
18. The Company has not altered its Memorandum of Association and Article of Association of the Company during the period under review.

Note: 1) The Company has transferred unspent CSR amount of Rs. 66,82,264/- (Rupees Sixty Six Lakhs Eighty Two Thousand Two Hundred Sixty Four only) for the financial year 2021-22 to Aakar Charitable Trust on May 04, 2022 for an on-going project of Construction of Check Dams.

Further, out of the total CSR obligation amounting to Rs. 1,31,87,330/- (Rupees One Crore Thirty One Lakhs Eighty Seven Thousand Three Hundred Thirty Only) for the financial year 2022-23, the Company has transferred Rs. 5,00,000/- (Rupees Five Lakhs Only) to Aakar Charitable Trust on March 31, 2023 for aforesaid on-going project. The balance unspent amount of Rs. 1,26,87,330/- (Rupees One Crore Twenty Six Lakhs Eighty Seven Thousand Three Hundred Thirty Only) was transferred to unspent CSR Account of financial year 2022-23 on April 29, 2023.

2) Further, the Company has sold and transferred 10,000 Equity Shares of Rs. 10 each of Sparkle Two Mall Developers Private Limited, Wholly Owned Subsidiary of the Company to The Phoenix Mills Limited, Holding Company of the Company, for a consideration of Rs. 1,00,000/- (Rupees One Lakh only) comprising of 10,000 shares of Rs. 10/- per share;

This Certification is to be read with my letter of even date which is annexed as **Annexure A to form MGT 8** and Forms an integral part of this report.

For Rajit Kesaria & Co.

RAJIT ANANTRAI KESARIA
Digitally signed by RAJIT ANANTRAI KESARIA
Date: 2023.11.03 19:15:46 +05'30'

Rajit Kesaria

Proprietor

Membership No.: A28256

COP No.: 13207

UDIN: A028256E001628602

Peer Review Certificate No. 2963/2023

Mumbai, Date: 3rd November, 2023

Annexure A to form MGT 8

(My Certificate of even date is to be read along with this Annexure)

- 1) I, Rajit Kesaria, Company Secretary in practice, am engaged by **ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED** (CIN: U45200MH2006PTC161067) solely to certify Annual Return for the Financial Year 2022-23 under the provisions of Section 92(2) of the Companies Act, 2013 (the Act).
- 2) In case of Companies falling within the prescribed parameters, the Form MGT – 8 is to be certified by a Company Secretary in Practice.
- 3) The Compliance with the requirements of the provisions of the Act is the responsibility of Management of the Company. My responsibility is to certify compliance under Section 92 of the Act based on the information and explanation provided to me by the Management of the Company.
- 4) The verification was done on test basis to ensure that correct facts are reflected in it. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 5) According to the information and explanation given to me by the Company and on examination / verification of the records of the Company (minutes of the meetings prescribed under the Act and eForms filed under the Act during the period under review) and considering the relaxations granted by the Ministry of Corporate Affairs due to the spread of the COVID-19 pandemic, I have certified the Form MGT-8.

- 6) While doing so, apart from my own examination/verification of records and the information to the extent provided to me electronically, I have also relied on the report of the Statutory Auditors and Annual Report that is adopted by the Shareholders at the Annual General meeting and have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the Form MGT-8.
- 7) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For Rajit Kesaria & Co.

RAJIT ANANTRAI KESARIA
Digitally signed by RAJIT ANANTRAI KESARIA
Date: 2023.11.03 19:16:11 +05'30'

Rajit Kesaria

Proprietor

Membership No.: A28256

COP No.: 13207

UDIN: A028256E001628602

Peer Review Certificate No. 2963/2023

Mumbai, Date: 3rd November, 2023