

# 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]



# 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  
Shree Laxmi Woollen Mills Estate, Opp Shakti Mills  
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	73.56

## 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	93,500,000	89,669,424	89,669,424	89,669,424
Total amount of equity shares (in Rupees)	935,000,000	896,694,240	896,694,240	896,694,240

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	93,500,000	89,669,424	89,669,424	89,669,424

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	935,000,000	896,694,240	896,694,240	896,694,240

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,500,000	0	0	0
Total amount of preference shares (in rupees)	15,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	1,500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	15,000,000	0	0	0

**(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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	25,000,000	25000000	250,000,000	250,000,000	
<b>Increase during the year</b>	0	64,669,424	64669424	646,694,240	646,694,240	3,164,936,250
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	45,628,591	45628591	456,285,910	456,285,910	0
iv. Private Placement/ Preferential allotment	0	19,040,833	19040833	190,408,330	190,408,330	3,164,936,250
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	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	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	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"/>						
<b>At the end of the year</b>	0	89,669,424	89669424	896,694,240	896,694,240	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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"/>						
<b>Decrease during the year</b>	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 <input type="text"/>						
<b>At the end of the year</b>	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)

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		30/11/2021	
Date of registration of transfer (Date Month Year)		28/04/2021	
Type of transfer	Equity Shares	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		Transfer in Demat mode	
Transferor's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name
Ledger Folio of Transferee		Transfer in Demat Mode	

Transferee's Name	Mr. Haresh Morajkar	as a nominee on behalf of	The Phoenix Mills Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	28/04/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	Transfer in Demat Mode
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Transferor's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name

Ledger Folio of Transferee	Transfer in Demat Mode
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Transferee's Name	Mr. Vidyasagar Pingali	as a nominee on behalf of	The Phoenix Mills Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	28/04/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	---------------	------------------------------------------------------------

Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
-------------------------------------------------	---	-------------------------------------------	----

Ledger Folio of Transferor	Transfer in Demat Mode
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Transferor's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name

Ledger Folio of Transferee	Transfer in Demat Mode
----------------------------	------------------------

Transferee's Name	Mr. Varun Parwal	as a nominee on behalf of	The Phoenix Mills Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	28/04/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	---------------	------------------------------------------------------------

Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	Transfer in Demat Mode
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Transferor's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name

Ledger Folio of Transferee	Transfer in Demat Mode
----------------------------	------------------------

Transferee's Name	Mr. Pawan Kakumanu	as a nominee on behalf of	The Phoenix Mills Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	28/04/2021
----------------------------------------------------	------------

Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	---------------	------------------------------------------------------------

Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	Transfer in Demat Mode
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Transferor's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name

Ledger Folio of Transferee	Transfer in Demat Mode
----------------------------	------------------------

Transferee's Name	Mr. Prashant Khandelwal	as a nominee on behalf of	The Phoenix Mills Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	28/04/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	---------------	------------------------------------------------------------

Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
-------------------------------------------------	---	-------------------------------------------	----

Ledger Folio of Transferor	Transfer in Demat Mode
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Transferor's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name

Ledger Folio of Transferee	Transfer in Demat Mode
----------------------------	------------------------

Transferee's Name	Mr. Harshal Vohra	as a nominee on behalf of	The Phoenix Mills Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	30/04/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	2,000,000	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	Transfer in Demat Mode
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Transferor's Name	Butala	Farm Lands	Private Limited
	Surname	middle name	first name

Ledger Folio of Transferee	Transfer in Demat Mode
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Transferee's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	30/04/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	4,078	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	Transfer in Demat Mode
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Transferor's Name	Ashok Apparels	Private	Limited
	Surname	middle name	first name

Ledger Folio of Transferee	Transfer in Demat Mode
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Transferee's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	30/04/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	4,078	Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	Transfer in Demat Mode
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Transferor's Name	R R Hosiery		
	Surname	middle name	first name

Ledger Folio of Transferee	Transfer in Demat Mode
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Transferee's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	30/06/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	4,667,075	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	Transfer in Demat Mode
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Transferor's Name	The	Phoenix Mills	Limited
	Surname	middle name	first name

Ledger Folio of Transferee	Transfer in Demat Mode
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Transferee's Name	Reco	Zinnia	Private Limited
	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
<b>Total</b>			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**

1,815,040,558

**(ii) Net worth of the Company**

4,161,205,311

**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	6	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)	65,961,510	73.56	0	
10.	Others		0	0	
	<b>Total</b>	65,961,516	73.56	0	0

**Total number of shareholders (promoters)**

7

**(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)	23,707,908	26.44	0	
10.	Others	0	0	0	

	<b>Total</b>	23,707,908	26.44	0	0
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**Total number of shareholders (other than promoters)**

1

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

8

**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	4	7
Members (other than promoters)	0	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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	5	1	5	0	0
(i) Non-Independent	1	3	1	3	0	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	1	5	1	5	0	0

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

7

**(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)
ARUN HARDAYAL ARV	02813204	Managing Director	0	
AMIT DABRIWALA	00164763	Director	0	
SWAPNIL SUBHASH K	05235636	Director	0	
AMIT KUMAR	05301971	Director	0	
PAWAN KUMAR KAKU	07584653	Director	1	
ASHWIN RIKHABRAJ S	08713678	Director	0	
SHAIL SANDEEP DESH	ASWPD4171D	Company Secretar	0	03/06/2022

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

4

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	Additional director	30/06/2021	APPOINTMENT
HARESH ZILU MORAJI	00074983	Director	30/06/2021	CESSATION
PAWAN KUMAR KAKU	07584653	Director	30/06/2021	CHANGE IN DESIGNATION
ANUPKUMAR RAMESH	AYUPS4879H	CFO	31/03/2022	CESSATION

**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

6

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 MEETING	27/04/2021	4	3	99.98
EXTRA ORDINARY GENERAL MEETING	15/05/2021	7	5	99.99
EXTRA ORDINARY GENERAL MEETING	27/05/2021	7	5	99.99
EXTRA ORDINARY GENERAL MEETING	18/06/2021	7	5	99.99
EXTRA ORDINARY GENERAL MEETING	30/06/2021	8	5	99.99
ANNUAL GENERAL MEETING	30/11/2021	8	5	99.99

## B. BOARD MEETINGS

\*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2021	6	4	66.67
2	15/05/2021	6	4	66.67
3	25/05/2021	6	4	66.67
4	26/05/2021	6	5	83.33
5	27/05/2021	6	4	66.67
6	01/06/2021	6	4	66.67
7	18/06/2021	6	4	66.67
8	30/06/2021	7	4	57.14
9	30/06/2021	7	4	57.14
10	05/08/2021	6	4	66.67
11	05/10/2021	6	3	50
12	29/10/2021	6	4	66.67

## C. COMMITTEE MEETINGS

Number of meetings held

10

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	26/05/2021	3	2	66.67
2	AUDIT COMM	18/06/2021	3	2	66.67
3	AUDIT COMM	05/08/2021	3	3	100
4	AUDIT COMM	05/10/2021	3	2	66.67
5	AUDIT COMM	29/10/2021	3	3	100
6	AUDIT COMM	21/01/2022	3	2	66.67
7	AUDIT COMM	04/02/2022	3	3	100
8	AUDIT COMM	31/03/2022	3	2	66.67
9	NOMINATION	26/05/2021	3	3	100
10	CORPORATE	05/08/2021	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	19/09/2022
								(Y/N/NA)
1	ARUN HARD	14	1	7.14	0	0	0	No
2	AMIT DABRIV	14	3	21.43	10	5	50	No
3	SWAPNIL SUI	14	14	100	10	10	100	No
4	AMIT KUMAR	14	9	64.29	0	0	0	No
5	PAWAN KUM	7	7	100	7	7	100	Yes
6	ASHWIN RIKH	14	14	100	0	0	0	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	ARUN HARDAYAL	Managing Director	6,310,404	0	0	82,100	6,392,504
	Total		6,310,404	0	0	82,100	6,392,504

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	SHAIL DESHPAND	Company Secretary	100,959	0	0	0	100,959
2	ANUPKUMAR SHA	CFO	2,458,532	0	0	46,206	2,504,738
	Total		2,559,491	0	0	46,206	2,605,697

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	AMIT DABRIWALA	Independent Director	0	0	0	60,000	60,000
2	SWAPNIL SUBHAS	Independent Director	0	0	0	280,000	280,000
	Total		0	0	0	340,000	340,000

#### 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 Anantrai 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:

- 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

PAWAN KUMAR KAKUMANU  
 Digitally signed by PAWAN KUMAR KAKUMANU  
 Date: 2022.11.14 14:38:44 +05'30'

DIN of the director

07584653

**To be digitally signed by**

ADITYA SINGH SOLANKI  
 Digitally signed by ADITYA SINGH SOLANKI  
 Date: 2022.11.14 21:46:59 +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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Board meeting and Committee meeting-sd Digitally signed MGT 8 of Vamona 2022.pc List of Shareholders-sd.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**

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

**B. BOARD MEETINGS**

Sr. No.	Date of Meeting	Total Number of Directors associated as on the date of the meeting	Attendance	
			Number of members attended	% of attendance
13	21/01/2022	6	3	50
14	04/02/2022	6	4	66.67

**For Vamona Developers Private Limited**

**Pawan Kakumanu  
Director**

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



A/302, SHRI GOHIL MANSION, SHANTILAL MODY CROSS RD. NO 2, KANDIVALI (W), MUMBAI-400067

MOBILE NO. 97021 22860, 89761 58849

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 **VAMONA DEVELOPERS PRIVATE LIMITED** (CIN: U45201MH2006PTC165253), (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 31<sup>st</sup> March, 2022. 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 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 (except in cases where Meetings were convened at a shorter notice) 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 year 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;

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- The Company has received 9 (nine) requests for transfer of 20,08,162 Equity Shares during the year under review. Out of the nine requests, six requests were for transfer of one share each by The Phoenix Mills Limited, the Holding Company, to six individuals who would hold the shares for beneficial interest of The Phoenix Mills Limited. 20,08,156 Equity Shares were transferred to The Phoenix Mills Limited, the holding Company.

The Company has allotted 4,56,28,591 Bonus Equity Shares on 27<sup>th</sup> May, 2021 as fully paid-up equity shares by capitalisation of equivalent sum standing to the credit of securities premium account of the Company or the surplus in the profit and loss account as may be deemed necessary, to The Phoenix Mills Limited.

Further, the Company has allotted 1,90,40,833 equity shares having face value of Rs. 10/- each at a premium of Rs. 166.2183718 to Reco Zinnia Private Limited (RZPL), in dematerialised form, on private placement basis on 30<sup>th</sup> June, 2021.

Pursuant to the terms of the Securities Subscription and Purchase Agreement, Joint Venture Agreement and the Framework Agreement dated 1<sup>st</sup> June, 2021, The Phoenix Mills Limited, the holding Company has sold and transferred 46,67,075 equity shares of the Company to RZPL, subject to adjustments per the terms of the Securities Subscription and Purchase Agreement, in dematerialized form. After the said transactions (primary and secondary), RZPL holds 26.44% equity shareholding and PML holds 73.56% equity shareholding in the Company

There was no 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 year 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 year;
10. The Company has paid interim dividend in the following manner during the year under review:
  - a. The Board of Directors on May 25, 2021 declared an interim dividend of Rs. 6.50 per share, i.e. 65% on the paid-up equity share capital of the Company as on May 24, 2021.
  - b. The Board of Directors on March 30, 2022 declared an interim dividend of Rs. 1.367/- per share, i.e. 0.1367% on the paid-up equity share capital of the Company as on May 30, 2021.

There was no unpaid/unclaimed dividend therefore there was no requirement for the Company to transfer any amount as unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act / Section 205C of the Act;

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 / disclosures of the Directors and the remuneration paid to the Directors and Key Managerial Personnel.
13. The Company has appointed M/s. B S R & Co. LLP, Chartered Accountants (Firm Regn. No. 101248W/W-100022), as Joint Statutory Auditors to hold office for a term of 5 (five) consecutive financial years at the Annual General Meeting held on 30<sup>th</sup> November, 2021;
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 year under review, the Company has neither accepted nor renewed deposits;
16. The Company has not borrowed from its directors, public financial institutions and bank during the year under review;
17. During the year 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 provisions of section 186 of the Act;
18. During the year under review, the Company has altered its Capital Clause of Memorandum for increase in authorised share capital of the Company. Pursuant to the terms of the Securities Subscription and Purchase Agreement, Joint Venture Agreement and the Framework Agreement dated 1st June, 2021, the Company has amended the current articles of association of the Company and adopted the restated articles of association, to reflect the provisions of the Joint

Venture Agreement and Framework Agreement by passing special resolution at the Extra Ordinary General Meeting held on 30<sup>th</sup> June, 2021

Note: The Company has spent towards the Corporate Social Responsibility obligation amounting to Rs. 93,59,315/- (Rupees Ninety Three Lakhs Fifty Nine Thousand Three Hundred and Fifteen only) through Aakar Charitable Trust for the financial year 2021-22. During the year under review, the Company has also spent Rs. 1,00,00,000/- (Rupees One Crore Only) towards the Corporate Social Responsibility obligation through Friends of Tribal Society and Rs. 23,06,220/- (Rupees Twenty Three Lakhs Six Thousand Two Hundred and Twenty only) through Ramkrishna Mission Shilpamandira, Howrah for the financial year 2020-21.

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 Kesaria**

Proprietor

Membership No.: A28256

COP No.: 13207

**UDIN: A028256D001693018**

Mumbai, Date: 14<sup>th</sup> November, 2022

## **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 **VAMONA DEVELOPERS PRIVATE LIMITED** (CIN: U45201MH2006PTC165253) solely to certify Annual Return for the Financial Year 2021-22 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 eForm filed under the Act during the year 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 Kesaria**

Proprietor

Membership No.: A28256

COP No.: 13207

**UDIN: A028256D001693018**

Mumbai, 14<sup>th</sup> November, 2022

# VAMONA DEVELOPERS PRIVATE LIMITED

C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg, Shree Laxmi Woollen Mills Estate, Opp Shakti Mills, Mumbai- 400011

Tel. No.:022 3001 6600

CIN: U45201MH2006PTC165253

## LIST OF SHAREHOLDERS

(As on March 31, 2022)

First Name	Middle Name	Last Name	Folio No.	DP ID-Client Id Account Number	Number of Shares held	Class of Shares
The Phoenix Mills Limited	-	-	-	IN300513-17082796	4,23,07,602	Equity
The Phoenix Mills Limited	-	-	-	IN300513- 23575056	1,90,69,723	Equity
Phoenix Mills Limited				IN300513- 23575064	45,84,185	Equity
Mr. Haresh Zilu Morajkar*	-	-	-	IN300513 23588671	1	Equity
Mr. Vidyasagar Pingali*	-	-	-	IN300513 23552087	1	Equity
Mr. Varun Parwal*	-	-	-	IN300513 86589175	1	Equity
Mr. Pawan Kumar Kakumanu*	-	-	-	IN300513 23588575	1	Equity
Mr. Prashant Shriram Khandelwal*	-	-	-	IN300513 86579481	1	Equity
Mr. Harshal Atul Vohra*	-	-	-	IN300513 86577040	1	Equity
Reco Zinnia Private Limited	-	-	-	IN300054 10112680	2,37,07,908	Equity

*\*Equity Shares held as a nominee on behalf of The Phoenix Mills Limited*

**For Vamona Developers Private Limited**

**Pawan Kakumanu**  
**Director**