

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) *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	125,000,000	106,703,257	106,703,257	106,703,257
Total amount of equity shares (in Rupees)	1,250,000,000	1,067,032,570	1,067,032,570	1,067,032,570

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	125,000,000	106,703,257	106,703,257	106,703,257

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,250,000,000	1,067,032,570	1,067,032,570	1,067,032,570

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	35,000,000	0	0	0
Total amount of preference shares (in rupees)	350,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
COMPULSORY CONVERTIBLE				
Number of preference shares	35,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	350,000,000	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			
Equity shares						
At the beginning of the year	0	31,579,841	31579841	315,798,410	315,798,410	
Increase during the year	0	75,123,416	75123416	751,234,160	751,234,160	3,964,266,750
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	55,933,614	55933614	559,336,140	559,336,140	
iv. Private Placement/ Preferential allotment	0	19,189,802	19189802	191,898,020	191,898,020	3,964,266,750
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	106,703,257	106703257	1,067,032,5	1,067,032,;	
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 <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 <input type="text"/>						
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)

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. 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
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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. 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
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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. 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)	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. PRASHANT KHANDELW/	AS A NOMINEE ON BEHLAF OF	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	9,021,749	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 LIMITI		
	Surname	middle name	first name

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

Ledger Folio of Transferee	
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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	301,100,000	0	301,100,000	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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

2,116,711,555

(ii) Net worth of the Company

7,664,942,747

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	15	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)	78,491,691	73.56	0	
10.	Others	0	0	0	
	Total	78,491,706	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)	28,211,551	26.44	0	
10.	Others	0	0	0	
	Total	28,211,551	26.44	0	0

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	2	7
Members (other than promoters)	0	1
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	0	0	0	0	0

B. Non-Promoter	1	4	1	5	0	0
(i) Non-Independent	1	2	1	3	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	4	1	5	0	0

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

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(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)
HARESH ZILU MORAJI	00074983	Nominee director	1	
AMIT DABRIWALA	00164763	Director	0	30/09/2022
SWAPNIL SUBHASH K	05235636	Director	0	
AMIT KUMAR	05301971	Whole-time director	0	
PAWAN KUMAR KAKU	07584653	Director	1	
LALIT JAIN	08715049	Director	0	
AMIT KUMAR	ANTPK9116F	CEO	0	
RUCHIKA JAIN	AHMPJ9750D	CFO	0	
SANTOSH RADHESHY	CPIPS1079G	Company Secretary	0	02/09/2022

(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)
LALIT JAIN	08715049	Additional director	30/06/2021	APPOINTMENT
LALIT JAIN	08715049	Director	30/06/2021	CHANGE IN DESIGNATION
SIDDHESH PRADEEP	ARTPP9750C	CFO	04/02/2022	CESSATION
RUCHIKA JAIN	AHMPJ9750D	CFO	04/02/2022	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

5

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	27/05/2021	7	7	100
EXTRA ORDINARY GENERAL MEETING	18/06/2021	7	7	100
EXTRA ORDINARY GENERAL MEETING	30/06/2021	8	5	99.99
ANNUAL GENERAL MEETING	30/11/2021	8	5	99.99
EXTRA ORDINARY GENERAL MEETING	31/03/2022	8	5	99.99

B. BOARD MEETINGS

*Number of meetings held

12

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	5	4	80
2	26/05/2021	5	5	100
3	27/05/2021	5	4	80
4	01/06/2021	5	4	80
5	18/06/2021	5	3	60

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	30/06/2021	5	4	80
7	30/06/2021	5	4	80
8	05/08/2021	6	4	66.67
9	05/10/2021	6	4	66.67
10	29/10/2021	6	4	66.67
11	21/01/2022	6	3	50
12	04/02/2022	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

12

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	27/04/2021	3	2	66.67
2	AUDIT COMM	26/05/2021	3	3	100
3	AUDIT COMM	18/06/2021	3	2	66.67
4	AUDIT COMM	05/08/2021	3	2	66.67
5	AUDIT COMM	05/10/2021	3	2	66.67
6	AUDIT COMM	29/10/2021	3	3	100
7	AUDIT COMM	21/01/2022	3	2	66.67
8	AUDIT COMM	04/02/2022	3	3	100
9	AUDIT COMM	31/03/2022	3	2	66.67
10	CORPORATE	05/08/2021	3	2	66.67

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	HARESH ZILU	12	7	58.33	8	5	62.5	No
2	AMIT DABRIV	12	5	41.67	12	8	66.67	No
3	SWAPNIL SUI	12	12	100	12	12	100	No
4	AMIT KUMAR	12	6	50	0	0	0	No
5	PAWAN KUM,	12	12	100	4	4	100	Yes
6	LALIT JAIN	5	5	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

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AMIT KUMAR	CEO	7,908,896	0	0	19,157,506	27,066,402
2	SIDDHESH PRADE	CFO	721,851	0	0	5,400	727,251
3	RUCHIKA JAIN	CFO	2,270,742	0	0	18,000	2,288,742
4	SANTOSH RADHE	Company Secre	44,125	0	0	2,100	46,225
	Total		10,945,614	0	0	19,183,006	30,128,620

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 Dir	0	0	0	100,000	100,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	SWAPNIL SUBHAS	Independent Dir	0	0	0	240,000	240,000
	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

ANISH GUPTA

Whether associate or fellow

Associate Fellow

Certificate of practice number

4092

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

PAWAN KUMAR KAKUMANU
Digitally signed by PAWAN KUMAR KAKUMANU
Date: 2022.11.15 10:13:05 +0530'

DIN of the director

To be digitally signed by

REVATI SIVASANKARAN NAIR
Digitally signed by REVATI SIVASANKARAN NAIR
Date: 2022.11.15 11:56:59 +0530'

- 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

Offbeat_MGT-8.pdf
List of Shareholders-sd.pdf
Board meeting and Committee meeting-sd

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

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	26/05/2021	3	3	100
12	Nomination and Remuneration Committee	04/02/2022	3	3	100

For Offbeat Developers Private Limited

Pawan Kakumanu

Director

OFFBEAT DEVELOPERS PRIVATE LIMITED

Registered Office: C/o Market City Resources Pvt. Ltd., R.R. Hosiery Building, Ground Floor, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai- 400011.

Tel- +91-22-30016600 Fax- +91-22-30016601 E-mail: corpaffairs@phoenixmills.com

CIN No.: U55200MH2000PTC124192

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	2,74,24,401	Equity
The Phoenix Mills Limited	-	-	-	IN300513- 23575056	2,77,41,742	Equity
Phoenix Mills Limited				12023000- 01051930	2,33,25,548	Equity
Mr. Haresh Zilu Morajkar*	-	-	-	IN300513 23588671	1	Equity
Mr. Vidyasagar Pingali*	-	-	-	IN300513 23552087	10	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	2,82,11,551	Equity

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

For Offbeat Developers Private Limited

Pawan Kakumanu
Director



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

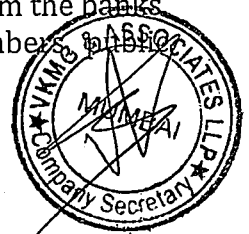
We have examined the registers, records and books and papers of **Offbeat Developers Private Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2022**. In our opinion and to the best of our information and documents provided by the Company 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. The Company has maintained its status under the Act i.e. Private Limited, Limited by Shares. The Company is a subsidiary of The Phoenix Mills Limited
 2. The Company has maintained the required registers as per the provisions of the Act and rules made thereunder and as and when required the entries therein have been duly recorded within the time prescribed.
 3. (a) The Company has filed the forms and returns as stated in the annual return, with the Registrar of Companies and/ or other authorities within the time prescribed under the Act and the Rules made there under, wherever applicable and further that the delay wherever occurred in filing such forms and returns within the prescribed period, the additional fees have been paid to the concerned Registrar of Companies.

(b) During the year under review, the Company was not required to file any forms and returns with the Regional Director, Central Government, the Tribunal, Court etc.
 4. The Company has called, conveyed and held meetings of Board of Directors or its Committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of such meetings, proper notices were given (except in cases where Meetings were convened at a shorter notice) 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. The company was not required to close the Register of Members and Register of Debenture Holders.



6. The Company has not given any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Companies Act, 2013, as per the explanation provided by the Officer of the Company.
7. During the year under review, all the related party transactions were in the ordinary course of business and at arm's length basis as specified in the provisions of Section 188 of the Act.
8. The Company has issued and allotted Bonus Shares to the existing equity Shareholders and issued and allotted equity shares on Private Placement basis and duly registered the transfer of shares made, during the year, in compliance with applicable provision of the Act, except this there is no instance such as transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital/ conversion of shares/ securities.
9. The Company was not required to keep 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.
10. The Company has not declared any dividend to its shareholders and was not required to transfer any amount to Investor Education and Protection fund, since **there was no amount**, lying with the Company, on account of unpaid dividend account and other amount as stipulated in Section 125 of the Act.
11. The Company has duly complied with provisions of Sec 134 of the Act in respect of signing of audited financial statement and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. The Board of Directors of the Company including Key Managerial Personnel has duly been constituted as per the requirement of the law and complied with the provisions of the Act in respect of disclosure of Directors and the remuneration paid to them. Further, the Company has Complied the applicable provisions of the Act in respect of appointment/ re-appointment and / or resignation of directors made during the year. There is no instance such as retirement/filling up casual vacancies of directors, during the year under review.
13. The Statutory Auditor of the Company was appointed in accordance with the provisions of Section 139 of the Act. There were no instances of reappointment / casual vacancies of auditors for the period under review however the Company has appointed joint Statutory Auditors in the Annual General Meeting held during the year for term of 5 years.
14. There was no occasion for the Company for obtaining any approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The Company has not accepted nor renewed any deposits from public within the provisions of Section 73 of the Companies Act, 2013.
16. As on March 31, 2022, the Company has the outstanding borrowings from the banks. The company has not made any borrowings from its directors, member

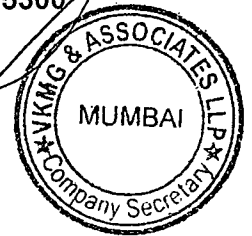


financial institutions and others and there was no occasion for creation of charge or modification or satisfaction of charges.

17. The Company has not advanced any loans/ given guarantees/ provided securities or made any investments under Section 186 of the Companies Act, 2013.
18. The Company has not altered the provisions of the Memorandum, however altered the provisions of Articles of Association of the Company to incorporate the provisions of "Joint Venture Agreement and Framework Agreement"

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300


Anish Gupta
Partner



Place: Mumbai
Date: 09.11.2022

FCS 5733 * CP 4092
UDIN: F005733D001568129