

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

U74920HR1999PLC034138

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCB0126B

(ii) (a) Name of the company

DLF PROMENADE LIMITED

(b) Registered office address

SHOPPING MALL PH-1DLF CITY
GURGAON
HARYANA
Haryana
122002

(c) *e-mail ID of the company

jain-priya@dlf.in

(d) *Telephone number with STD code

01244568900

(e) Website

www.dlfpromenade.com

(iii) Date of Incorporation

02/02/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public 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

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208 ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 01/08/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DLF CYBER CITY DEVELOPERS I	U45201HR2006PLC036074	Holding	100
2	DLF LIMITED	L70101HR1963PLC002484	Holding	0
3	RAJDHANI INVESTMENT AND /	U65993HR1972PTC112679	Holding	0

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	6,521,500	6,521,500	6,521,500	6,521,500
Total amount of equity shares (in Rupees)	65,215,000	65,215,000	65,215,000	65,215,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share of ₹ 10/- each				
Number of equity shares	6,521,500	6,521,500	6,521,500	6,521,500
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	65,215,000	65,215,000	65,215,000	65,215,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,100	0	0	0
Total amount of preference shares (in rupees)	410,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
12% Non-Cumulative Redeemable Preference Share				
Number of preference shares	100	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	10,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
9% Non-Cumulative Redeemable Preference Share				
Number of preference shares	4,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	400,000	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	6,521,500	6521500	65,215,000	65,215,000	
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						
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						
At the end of the year	0	6,521,500	6521500	65,215,000	65,215,000	
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						
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	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				<input style="width: 100%;" type="text"/>			
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	
Ledger Folio of Transferor				<input style="width: 100%;" type="text"/>			
Transferor's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input style="width: 100%;" type="text"/>			
Transferee's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	

Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	76	42876690.7	3,238,693,233
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			3,238,693,233

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	3,420,405,667	0	181,712,434	3,238,693,233
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

1,677,713,752

(ii) Net worth of the Company

2,406,660,267

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,521,494	100	0	
10.	Others 6 nominees of DLF Cyber City De	6	0	0	
	Total	6,521,500	100	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)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

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

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	7	7
Members (other than promoters)	0	0
Debenture holders	1	1

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	0	3	0	3	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	3	0	3	0	0

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

5

(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)
PUSHPA BECTOR	02917318	Director	0	
GIRI RAJ SHAH	03436135	Director	0	
SIDDHARTHA NATU	08530713	Director	0	
SIDDHARTHA NATU	ABQPN2979L	Manager	0	
GURPREET SINGH	AMBPS3484K	CFO	0	

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

1

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)
SIDDHARTHA NATU	ABQPN2979L	Manager	04/03/2023	Re-appointment as Manager

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

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	05/08/2022	7	7	100

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/05/2022	3	3	100
2	19/07/2022	3	3	100
3	17/10/2022	3	3	100
4	19/01/2023	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

2

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	Corporate Soc	06/05/2022	3	3	100
2	Corporate Soc	17/10/2022	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	01/08/2023
								(Y/N/NA)
1	PUSHPA BEC	4	4	100	2	2	100	Yes
2	GIRI RAJ SHA	4	4	100	2	2	100	Yes
3	SIDDHARTHA	4	4	100	2	2	100	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

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

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

Number of other directors whose remuneration details to be entered

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

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

Mr. Anil Setia

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4956

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.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 6(ix) dated 01/06/2020

(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

PUSHPA BECTOR
Digitally signed by
PUSHPA BECTOR
Date: 2023.08.29
18:12:58 +05'30'

DIN of the director

02917318

To be digitally signed by

MANISH A GUPTA
Digitally signed by
MANISH A GUPTA
Date: 2023.08.29
18:23:08 +05'30'

☐ Company Secretary

☒ Company secretary in practice

Membership number

6378

Certificate of practice number

6808

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

Attach

Attach

Attach

Attach

List of attachments

Note VIa.pdf
Note 1 vib.pdf
Note IV iv.pdf
MGT-8.pdf
List of Equity Shareholder Debenturehold

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

DLF Promenade Limited

11th Floor, Gateway Tower,
DLF City, Phase-III, Gurugram- 122 002,
Haryana, India
Tel. : (+91-124) 456 8900

**LIST OF EQUITY SHAREHOLDERS AS ON 31.03.2023**

S. No.	Name and address of Shareholders	DP ID & Client ID	No. of Equity Shares of ₹ 10/- each
1.	DLF Cyber City Developers Limited ('DCCDL') Regd. Office: 10 th Floor Gateway Tower, DLF City, Phase-III, Gurugram-122002, Haryana	DP ID: IN300118 Client ID: 11534794	65,21,494
2.	Mr. Ram Parkash Punjani (Nominee of DCCDL) 158, Avtar Enclave, Paschim Vihar, New Delhi-110063	DP ID: IN300118 Client ID: 11616275	1
3.	Mr. Navin Kedia (Nominee of DCCDL) PPC – 283, DLF Park Heights, DLF Park Place, DLF City, Phase 5, Gurugram-122009, Haryana	DP ID: IN300118 Client ID: 11616322	1
4.	Mr. Kuldeep Yadav (Nominee of DCCDL) House No. 60, Sector 15, Part-I, Gurugram-122001, Haryana	DP ID: IN300118 Client ID: 11710638	1
5.	Mr. Baljeet Singh (Nominee of DCCDL) L-704, AWHO, Sispal Vihar, Sector-49, Gurugram -122018, Haryana	DP ID: IN300118 Client ID: 11641621	1
6.	Mr. Debaraj Sahoo (Nominee of DCCDL) H. No. 1273 Maruti Vihar, MG Road, Behind 1 st India Place, Krishna Market, Chakkarpur, Gurugram – 122002, Haryana	DP ID: IN300118 Client ID: 11755235	1
7.	Mr. Amit Grover (Nominee of DCCDL) L-214, Park Place Apartments, DLF City, Phase-5, Gurugram – 122002, Haryana	DP ID: IN300118 Client ID: 11616314	1
Total			65,21,500

For DLF Promenade Limited

Giri Raj Shah

Director

DIN: 03436135

**Address - D-1/1376, Vasant Kunj,
South West Delhi, Delhi -110070**

DLF Promenade Limited

11th Floor, Gateway Tower,
DLF City, Phase-III, Gurugram- 122 002,
Haryana, India
Tel. : (+91-124) 456 8900

**LIST OF DEBENTURE HOLDERS AS ON 31.03.2023****(SENIOR, SECURED, RATED, UNLISTED, REDEEMABLE, RUPEE DENOMINATED, NON-
CONVERTIBLE DEBENTURES)**

S. No.	Name and address of Debenture Holder	DP ID & Client ID	No. of Debentures	Total amount of Debentures
1	Standard Chartered Bank Crescenzo, 5 th Floor, C-38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051	DP ID: IN301524 Client ID: 30036347	76	3,23,86,93,233

For DLF Promenade Limited

Giri Raj Shah

Director

DIN: 03436135

**Address - D-1/1376, Vasant Kunj,
South West Delhi, Delhi -110070**

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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 **DLF Promenade Limited** (hereinafter called the company) (**U74920HR1999PLC034138**) 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 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company and its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. its status under the Act;
 - 2. maintenance of registers/records & 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, wherever required, within the prescribed time;
 - 4. calling/ convening/ holding meetings of Board of Directors or its committee, if any, 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. Further the company has not passed any resolution by circulation or by postal ballot;
 - 5. the company was not required to close the Register of Members / Security holders, as the case may be;
 - 6. the company has not advanced any loan to its directors and /or persons or firms or companies referred in the section 185 of the Act;

DLF Promenade Limited _31.03.2023

**Anil
Setia** 1

Digitally signed by Anil Setia
DN: cn=Anil Setia,
c=IN, o=Anil Setia,
ou=Anil Setia, email=anilsetia_cs@rediffmail.com,
serial=1, version=1
Date: 2023.03.31 14:52:15 +05'30'

7. the company has not entered into any contract or arrangement with related party within the purview of section 188 of the Act;
8. regarding 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, it is stated that: -
 - (i) there was no allotment of securities and also no certificate was lodged for transfer/ transmission or any other purpose. The entire shareholding of the company is held in dematerialised form;
 - (ii) the company has not bought back any shares;
 - (iii) there were no redemption of preferences shares during the period under review. However, as per the terms of the Debenture Trust Deed dated 7th June 2019, the Company has done partial redemption of NCDs during the financial year;
 - (iv) there were no alteration or reduction of share capital of the company;
 - (v) there was no conversion of shares/securities;
9. there was no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
10. the company has not declared any dividend during the period under review; further the company was not required to transfer any amounts of unpaid/unclaimed dividend/other amount as applicable to the Investor Education and Protection Fund in accordance with section 125 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), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/retirement/filling of casual vacancies/ disclosures of the Directors and Key Managerial Personnel and the remuneration paid to them, wherever applicable;
13. appointment/ re-appointment/ filling up of casual vacancy of appointment of auditors as per the provisions of Section 139 of the Act;

14. the company was not required to take any approvals of the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the company has not invited/accepted any deposit falling within the purview of Section 2(31), 73 and 74 of the Act read with Companies (Acceptance of Deposits) Rules, 2014;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. the company has not altered the provisions of the Memorandum and Articles of Association of the company.

Anil Setia
Digitally signed by Anil Setia
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2.5.4.20=177b3c35e6d6c0235
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cn=Anil Setia
Date: 2023.09.20 18:19:30
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Place: Delhi
Date: 20.09.2023

Signature:

Name of Company Secretary in practice: Anil Setia
Prop. AS & Associates
C.P. No.:4956

UDIN Number of ICSI: F002856E001046624
Peer Review Certificate No.: 1757/2022
Unique Identification Number: S2002DE057800

DLF Promenade Limited

11th Floor, Gateway Tower,
DLF City, Phase-III, Gurugram- 122 002,
Haryana, India
Tel. : (+91-124) 456 8900

**NOTE TO POINT No. VI(a) OF E-FORM MGT-7**

DLF Cyber Developers Limited (DCCDL) holds 100% of the equity share capital of the Company along with six individual nominees to make the Company its wholly-owned subsidiary and comply with provisions of the Companies Act, 2013 ['the Act']. DCCDL is also the promoter of the Company and accordingly classified as Promoter in point no. VI(a) (Share holding pattern - Promoter) of e-form MGT-7.

It is pertinent to mention here that six individual nominees, holding one equity share of ₹ 10/- each of the Company are mere nominees of DCCDL and beneficial interest in these equity shares is held by DCCDL only. Necessary filing for the same has already been done with the Ministry of Corporate Affairs. These six individual nominees are not promoters of the Company. In case, these six nominees are shown as shareholders in public category in e-form MGT-7, this may not reflect the correct position of the Company i.e. the Company is a wholly-owned subsidiary of DCCDL. Therefore, these six individual nominees have been categorized as Promoters for the purpose of e-form MGT-7 only whereas they are not promoters under the Act read with the Rules made thereunder.

For DLF Promenade Limited

Giri Raj Shah

Director

DIN: 03436135

**Address - D-1/1376, Vasant Kunj,
South West Delhi, Delhi - 110070**

DLF Promenade Limited

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**NOTE TO POINT No. I(vi)(b) OF E-FORM MGT-7**

(vi) (b) CIN of the Registrar and Transfer Agent L72400TG2017PLC117649

Name of the Registrar and Transfer Agent

*KFIN TECHNOLOGIES KIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District,

Nanakramguda, Serili Ngampally, Rangareddi, Telangana,
Hyderabad- 500032

*RTA for Debentures

For DLF Promenade Limited

Giri Raj Shah

Director

DIN: 03436135

**Address - D-1/1376, Vasant Kunj,
South West Delhi, Delhi - 110070**

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**NOTE TO POINT NO. IV(IV) OF E-FORM MGT-7****(iv) *Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit (₹)	Total value (₹)
Non-Convertible Debentures	76	4,28,76,690.70	3,23,86,93,233
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			

1. The nominal value per unit at the time of issuance was ₹ 5,00,00,000, however, after scheduled face value redemptions the nominal value per unit as on 31.03.2023 is ₹ 4,28,76,690.70.
2. The Company had allotted 76 privately placed senior, secured, rated, unlisted, redeemable, rupee denominated, Non-Convertible Debentures ('NCDs') of face value of ₹ 5,00,00,000 each. As per the terms of the Debenture Trust Deed dated 7th June 2019, the Company has done partial redemption of NCDs amounting to ₹ 18,59,77,423 during the financial year 2022-23. Thereafter, the total outstanding value of NCDs as at the end of the financial year 2022-23 is ₹ 3,25,86,28,493. However, due to IND-AS adjustment in the financial statement for the financial year 2022-23, the total value of NCDs (as per IND-AS) as at the end of the financial year 2022-23 is disclosed as ₹ 3,23,86,93,233.

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**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	3,42,04,05,667	0	18,17,12,434	3,23,86,93,233
Partly convertible debentures				
Fully convertible debentures				

3. The outstanding amount of Non-Convertible Debentures ('NCDs') as at the beginning of the year is ₹ 3,42,04,05,667 (after IND AS adjustment) and outstanding amount of debentures as at the end of the year is ₹ 3,23,86,93,233 (after IND AS adjustment). The Company has done partial redemption (decrease during the year) of NCDs amounting to ₹ 18,59,77,423. However, amount for partial redemption (decrease during the year) of NCDs has been mentioned as ₹ 18,17,12,434 being the balancing figure of outstanding NCDs as at the beginning of the year and outstanding NCDs as at the end of the year.

For DLF Promenade Limited**Giri Raj Shah****Director****DIN: 03436135****Address - D-1/1376, Vasant Kunj,
South West Delhi, Delhi -110070**