

Form No. MGT-7

Form language

☒ English ☐ Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U74920HR1999PLC034138

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	DLF PROMENADE LIMITED	DLF PROMENADE LIMITED
Registered office address	SHOPPING MALL PH-1DLF CITY GURGAON,NA,HARYANA,Haryana,India,122002	SHOPPING MALL PH-1DLF CITY GURGAON,NA,HARYANA,Haryana,India,122002
Latitude details	28.466271	28.466271
Longitude details	77.099388	77.099388

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Promenade RO.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****6B

(c) *e-mail ID of the company

*****priya@dlf.in

(d) *Telephone number with STD code

01*****00

(e) Website

https://www.dlfpromenade.com/

iv *Date of Incorporation (DD/MM/YYYY)

02/02/1999

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

2

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	
U74210DL1991PLC042569	ALANKIT ASSIGNMENTS LIMITED	205-208ANARKALI COMPLEX JHANDEWALAN EXTENSION, NEW DELHI, Delhi, India, 110055	

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

28/07/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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 activities	68	Real Estate activities	100

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

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

3

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U45201HR2006PLC036074		DLF CYBER CITY DEVELOPERS LIMITED	Holding	100
2	L70101HR1963PLC002484		DLF LIMITED	Holding	0
3	U65993HR1972PTC112679		RAJDHANI INVESTMENT AND AGENCIES PRIVATE LIMITED	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
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Total number of equity shares	6521500.00	6521500.00	6521500.00	6521500.00
Total amount of equity shares (in rupees)	65215000.00	65215000.00	65215000.00	65215000.00

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	6521500	6521500	6521500	6521500
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	65215000.00	65215000.00	65215000	65215000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	4100.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	410000.00	0.00	0.00	0.00

Number of classes

2

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
12% Non-Cumulative Redeemable Preference Shares				
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)	10000.00	0.00	0	0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
9% Non-Cumulative Redeemable Preference Shares				
Number of preference shares	4000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	400000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	6521500	6521500.00	65215000	65215000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 			0			
At the end of the year	0.00	6521500.00	6521500.00	65215000.00	65215000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)
(a) Non-convertible debentures

*Number of classes

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-convertible debentures	76	36705699.47	2789633159.72
Total	76.00	36705699.47	2789633159.72

Classes of non-convertible 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	3018786791.94	0	240844991.86	2777941800.08
Total	3018786791.94	0.00	240844991.86	2777941800.08

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	3018786791.94	0.00	240844991.86	2777941800.08
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	3018786791.94	0.00	240844991.86	2777941800.08

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

1937793218

ii * Net worth of the Company

3966315683

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	6521494	100.00	0	0.00
10	Others				
	6 nominees of DCCDL	6	0.00	0	0.00
	Total	6521500.00	100	0.00	0

Total number of shareholders (promoters)

7

B 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	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others 	0	0.00	0	0.00
	Total	0.00	0	0.00	0

Total number of shareholders (other than promoters)

0

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

7.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	6
3	Individual - Transgender	0
4	Other than individuals	1
	Total	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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	0.00	0.00
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	0.00	0.00
i. Banks and 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	0.00	0.00

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
NAVIN KEDIA	02758206	Director	0	
MANISH MEHROTRA	09076697	Director	0	
SIDDHARTHA NATU	08530713	Additional Director	0	
SIDDHARTHA NATU	ABQPN2979L	Manager	0	
GURPREET SINGH	AMBPS3484K	CFO	0	

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

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
ABHISHEK SHRIVASTAVA	10356747	Director	02/08/2024	Change in designation
ABHISHEK SHRIVASTAVA	10356747	Director	27/09/2024	Cessation
ABHISHEK SHRIVASTAVA	BEMPS1566Q	Manager	27/09/2024	Cessation
SIDDHARTHA NATU	08530713	Additional Director	27/09/2024	Appointment
SIDDHARTHA NATU	ABQPN2979L	Manager	27/09/2024	Appointment
NAVIN KEDIA	02758206	Director	02/08/2024	Change in designation
MANISH MEHROTRA	09076697	Director	02/08/2024	Change in designation

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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	02/08/2024	7	7	100

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/05/2024	3	3	100
2	15/07/2024	3	3	100
3	27/09/2024	4	4	100
4	17/10/2024	3	3	100
5	15/01/2025	3	3	100

C COMMITTEE MEETINGS

Number of meetings held

2

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	02/05/2024	3	3	100
2	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	17/10/2024	3	3	100

D ATTENDANCE OF DIRECTORS

S. N o	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 attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								28/07/2025 (Y/N/NA)
1	MANISH MEHROTRA	5	5	100	2	2	100	Yes
2	SIDDHARTHA NATU	3	3	100	1	1	100	Yes
3	NAVIN KEDIA	5	5	100	2	2	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☒ Nil

A *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
	Total		0.00	0.00	0.00	0.00	0.00

B *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
	Total		0.00	0.00	0.00	0.00	0.00

C *Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount

	Total		0.00	0.00	0.00	0.00	0.00
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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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

8

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Promenade_Note to point VI A &
IV (IV).pdf
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XV 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.

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 applicable 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 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 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.

I/ We have examined the registers, records and books and papers of **DLF PROMENADE LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) **31/03/2025**

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 within/beyond the prescribed time;
- 4 calling/ convening/ holding 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 which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 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;
- 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
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 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 up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

- 14 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 acceptance/ renewal/ repayment of deposits;
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 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Mr. Anil Setia

Date (DD/MM/YYYY)

18/09/2025

Place

Delhi

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

4*5*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

02758206

*(b) Name of the Designated Person

NAVIN KEDIA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 4(B) dated* (DD/MM/YYYY) 27/09/2024 to sign this form and declare that all the requirements of 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.

*To be digitally signed by

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*7*8*0*

***To be digitally signed by**

☐ Company Secretary ☒ Company secretary in practice

***Whether associate or fellow:**

☐ Associate ☒ Fellow

Membership number

Certificate of practice number

6*0*

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB6677678

eForm filing date (DD/MM/YYYY)

18/09/2025

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

Corporate Office: DLF Cyberpark,
9th Floor, Tower C, Sector- 20, Gurugram – 122016, Haryana - India
Tel: +91-124-4568900



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	36,705,699.47	2,777,941,800.08
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total	76	36,705,699.47	2,777,941,800.08

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 31.03.2025 is ₹ 36,705,699.47.
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 ₹ 244,863,752 during the financial year 2024-25. Thereafter, the total outstanding value of NCDs as at the end of the financial year 2024-25 is ₹ 2,789,633,160. However, due to IND-AS adjustment in the financial statement for the financial year 2024-25, the total value of

DLF Promenade Limited

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NCDs (as per IND-AS) as at the end of the financial year 2024-25 is disclosed as ₹ 2,77,79,41,800.08.

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	3,018,786,791.94	-	240,844,991.86	2,777,941,800.08
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

3. The outstanding amount of Non-Convertible Debentures ("NCDs") as at the beginning of the year is ₹ 3,01,87,86,791.94 (after IND AS adjustment) and outstanding amount of debentures as at the end of the year is ₹ 2,77,79,41,800.08 (after IND AS adjustment). The Company has done partial redemption (decrease during the year) of NCDs amounting to ₹ 244,863,752. However, amount for partial redemption (decrease during the year) of NCDs has been mentioned as ₹ 240,844,991.86 being the balancing figure of outstanding NCDs as at the beginning of the year and outstanding NCDs as at the end of the year.

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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 comply with provisions of the Companies Act, 2013 [‘the Act’] thereby ensuring number of members is not reduced below the statutory limit. 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.

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 2025. 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 _31.03.2025

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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 causal 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.

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Place: Delhi

Date: 18.09.2025

Signature:

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

UDIN Number of ICSI: F002856G001272454
Peer Review Certificate No.: 1757/2022
Unique Identification Number: S2002DE057800

DLF Promenade Limited

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Tel: +91-124-4568900

**LIST OF SHAREHOLDERS AS ON 31.03.2025 (ISIN: INE865N01011)**

S. No.	Name and address of Shareholders	DP ID & Client ID	No. of Equity shares of ₹ 10/- each	Nominal Value (in ₹)
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	6,52,14,940
2.	Mr. Ram Parkash Punjani (Nominee of DCCDL) 158, Avtar Enclave, Paschim Vihar, Delhi-110063	DP ID: IN300118 Client ID: 11616275	1	10
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	10
4.	Mr. Kuldeep Yadav (Nominee of DCCDL) House No. 60, Sector 15- I, Gurugram- 122001, Haryana	DP ID: IN300118 Client ID: 11710638	1	10
5.	Mr. Baljeet Singh (Nominee of DCCDL) L-704, AWHO, Sispal Vihar, Sector-49, Gurugram -122018, Haryana	DP ID: IN300118 Client ID: 11641621	1	10
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	10
7.	Mr. Murari (Nominee of DCCDL) Flat No. 34, Block-5, Primrose, Gardenia Street, Vatika City, Sohna Road, Sector-49, South City-II, Gurugram-122018, Haryana	DP ID: IN300118 Client ID: 11775038	1	10
Total			65,21,500	6,52,15,000

For DLF Promenade Limited**Navin Kedia****Director****DIN: 02758206**

**Address: PPC – 283, DLF Park Heights,
DLF Park Place, DLF City, Phase 5,
Gurugram – 122009**

CIN: U74920HR1999PLC034138; E-mail: dlfpromenade@dlf.in; Website: www.dlfpromenade.com
Regd. Office: Shopping Mall, Phase-I, DLF City, Gurugram, Haryana-122 002, India

DLF Promenade Limited

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LIST OF DEBENTURE HOLDERS AS ON 31.03.2025

SENIOR, SECURED, RATED, UNLISTED, REDEEMABLE, RUPEE DENOMINATED, NON-CONVERTIBLE DEBENTURES (ISIN: INE865N07026)

S. No.	Name and address of Debenture Holder	DP ID & Client ID	No. of Debentures	Nominal value per Debenture (Amount in ₹)	Total amount of Debentures as per IND - AS (Amount in ₹)
1	Standard Chartered Bank Securities Services, 3 rd Floor, 23-25, Mahatma Gandhi Road, Fort, Mumbai - 400001	DP ID: IN301524 Client ID: 30036347	76	36,705,699.47	2,777,941,800

For DLF Promenade Limited

Navin Kedia

Director

DIN: 02758206

Address - DLF CyberPark, 9th Floor, Tower C,
Sector- 20, Gurugram – 122016, Haryana - India