

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74920HR1999PLC034168

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCR0093B

(ii) (a) Name of the company

DLF EMPORIO LIMITED

(b) Registered office address

SHOPPING MALL PHASE- 1 DLF CITY
GURGAON
HARYANA
Haryana
122002

(c) *e-mail ID of the company

virmani-pankaj@dlf.in

(d) *Telephone number with STD code

01244568900

(e) Website

www.dlfemporio.com

(iii) Date of Incorporation

17/03/1999

| (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

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(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

| 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 INVESTMENTS AND | U65993GJ1972PTC097502 | 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 | 4,968,000 | 4,645,367 | 4,645,367 | 4,645,367 |
| Total amount of equity shares (in Rupees) | 49,680,000 | 46,453,670 | 46,453,670 | 46,453,670 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Share of Rs. 10/- each | | | | |
| Number of equity shares | 4,968,000 | 4,645,367 | 4,645,367 | 4,645,367 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 49,680,000 | 46,453,670 | 46,453,670 | 46,453,670 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 8,200 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 820,000 | 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 | 200 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 100 | 100 | 100 | 100 |
| Total amount of preference shares (in rupees) | 20,000 | 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 | 8,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 100 | 100 | 100 | 100 |
| Total amount of preference shares (in rupees) | 800,000 | 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 | 4,959,000 | 4959000 | 49,590,000 | 49,590,000 | |
| Increase during the year | 0 | 2,412,117 | 2412117 | 24,121,170 | 24,121,170 | 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 | | 2,412,117 | 2412117 | 24,121,170 | 24,121,170 | |
| Pursuant to Order of Hon'ble National Company La | | | | | | |
| Decrease during the year | 0 | 2,725,750 | 2725750 | 27,257,500 | 27,257,500 | 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 | | 2,725,750 | 2725750 | 27,257,500 | 27,257,500 | |
| Pursuant to Order of Hon'ble National Company La | | | | | | |
| At the end of the year | 0 | 4,645,367 | 4645367 | 46,453,670 | 46,453,670 | |
| 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

INE866N01019

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

0

| 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: 95%;" type="text"/> |
|---|--|

| | |
|--|--|
| Date of registration of transfer (Date Month Year) | <input style="width: 95%;" type="text"/> |
|--|--|

| | | |
|------------------|--|--|
| Type of transfer | <input style="width: 95%;" type="text"/> | 1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock |
|------------------|--|--|

| | | | |
|---|--|---|--|
| Number of Shares/ Debentures/ Units Transferred | <input style="width: 95%;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width: 95%;" type="text"/> |
|---|--|---|--|

| | |
|----------------------------|--|
| Ledger Folio of Transferor | <input style="width: 95%;" type="text"/> |
|----------------------------|--|

| | | | |
|-------------------|--|--|--|
| Transferor's Name | <input style="width: 95%;" type="text"/> | <input style="width: 95%;" type="text"/> | <input style="width: 95%;" type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|--|
| Ledger Folio of Transferee | <input style="width: 95%;" type="text"/> |
|----------------------------|--|

| | | | |
|-------------------|--|--|--|
| Transferee's Name | <input style="width: 95%;" type="text"/> | <input style="width: 95%;" type="text"/> | <input style="width: 95%;" type="text"/> |
| | Surname | middle name | first name |

| | |
|--|--|
| Date of registration of transfer (Date Month Year) | <input style="width: 95%;" type="text"/> |
|--|--|

| | | |
|------------------|--|--|
| Type of transfer | <input style="width: 95%;" type="text"/> | 1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock |
|------------------|--|--|

| | | | |
|---|--|---|--|
| Number of Shares/ Debentures/ Units Transferred | <input style="width: 95%;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width: 95%;" 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 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

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

(i) Turnover

1,279,415,727

(ii) Net worth of the Company

7,111,223,905

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) | 4,645,361 | 100 | 0 | |
| 10. | Others 6 nominees of DLF Cyber City De | 6 | 0 | 0 | |
| | Total | 4,645,367 | 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 | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|--|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 0 | 0 | 0 | 0 | 0 | 0 |
| B. Non-Promoter | 0 | 4 | 0 | 3 | 0 | 0 |
| (i) Non-Independent | 0 | 4 | 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 | 4 | 0 | 3 | 0 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 4

(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) |
|-----------------------|------------|-------------|--------------------------------|--|
| Giri Raj Shah | 03436135 | Director | 0 | |
| Yogendra Negi | 08565147 | Director | 0 | 04/06/2022 |
| Prashant Gaurav Gupta | 07951272 | Director | 0 | |
| Prashant Gaurav Gupta | AVHPG0159J | Manager | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|---------------------|------------|--|---|--|
| Manoj Kumar Dua | 02794998 | Director | 31/07/2021 | Cessation |
| Hari Krishan Bansal | AEOPB1526Q | CFO | 31/07/2021 | Cessation |

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

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

Number of meetings held

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 | 20/08/2021 | 7 | 7 | 100 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 01/06/2021 | 4 | 4 | 100 |
| 2 | 21/07/2021 | 4 | 4 | 100 |
| 3 | 21/10/2021 | 3 | 3 | 100 |
| 4 | 20/01/2022 | 3 | 3 | 100 |
| 5 | 24/03/2022 | 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 | 01/06/2021 | 3 | 3 | 100 |
| 2 | Corporate Soc | 21/10/2021 | 3 | 3 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on 05/08/2022 (Y/N/NA) |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|--|
| | | 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 | |
| 1 | Giri Raj Shah | 5 | 5 | 100 | 2 | 2 | 100 | Yes |
| 2 | Yogendra Ne | 5 | 5 | 100 | 1 | 1 | 100 | Not Applicable |
| 3 | Prashant Gau | 5 | 5 | 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. 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

GIRI RAJ Digitally signed by
SHAH GIRI RAJ SHAH
Date: 2022.09.27
13:20:25 +05'30'

DIN of the director

To be digitally signed by

MANISH Digitally signed by
A GUPTA MANISHA GUPTA
Date: 2022.09.28
15:05:10 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of shareholder_Emporio.pdf
MGT-8_Emporio_signed.pdf
Note Point VIA_Emporio.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

DLF Emporio Limited

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

**LIST OF SHAREHOLDERS AS ON 31.03.2022**

| 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 | 46,45,361 |
| 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. Murari (Nominee of DCCDL) Flat No.-34, Block -5, Primrose, Gardenia Street, Vatika City, Sohana Road, Sector- 49, South City – II, Gurugram – 122018, Haryana | DP ID: IN300118 Client ID: 11775038 | 1 |
| Total | | | 46,45,367 |

For DLF Emporio Limited

Giri Raj Shah

Director

DIN: 03436135

Address - D-1/1376, Vasant Kunj,

South West Delhi, Delhi -110070

DLF Emporio 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 Emporio Limited

A handwritten signature in black ink, appearing to read 'Giri Raj Shah'.

Giri Raj Shah

Director

DIN: 03436135

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

Handwritten initials in black ink, possibly 'GRS'.

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 Emporio Limited** (hereinafter called the company) **(CIN: U74920HR1999PLC034168)** 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 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. 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 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 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;

A S& Associates
Company Secretaries

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Janak Puri, New Delhi – 110 058, Tel. +91-9810135408

Email: anilsetia_cs@rediffmail.com

GSTIN: 07AASPS9954K1ZJ

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;
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) the Board of Directors at its meeting held on 24th March 2022 allotted 24,12,117 equity shares of ₹ 10/- each fully paid -up. Further 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 or debentures;
 - (iv) there were no 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;

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13. the company was not required to appoint/re-appoint/fill up casual vacancies 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, except the following:

As stated in the certificate for the financial year ended 31st March 2021, in terms of the Board Resolution passed by the Board of Directors ('Board') of the Company at its meeting held on 25th February 2020, the Board has approved the Scheme of Amalgamation of Richmond Park Property Management Services Limited, the Holding Company with the DLF Emporio Limited with Appointed Date being opening hours of 1st April 2019 subject to the approval of the National Company Law Tribunal ('NCLT') or any other relevant authority /forum having jurisdiction to sanction /approve the same. Accordingly, the Joint Motion Petition were filed on behalf of both the Transferor Company and Transferee Company before the Hon'ble NCLT, Chandigarh Bench seeking sanction of the said Scheme of Amalgamation.

The Hon'ble NCLT, Chandigarh Bench, vide its Order dated 2nd March 2022 ('the Order') sanctioned the Scheme of Amalgamation. In terms of the Order of the Hon'ble NCLT, the Board of Directors at its meeting held on 24th March 2022 allotted 24,12,117 equity shares of ₹ 10/- each fully paid -up on the basis of the valuation report issued by Registered Valuer, to the shareholder of the Transferor company. Pursuant to the said allotment of equity shares, the Company ceases to be a subsidiary of Transferor Company and has become direct wholly owned subsidiary of DLF Cyber Developers Limited w.e.f. 24th March, 2022;

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;

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GSTIN: 07AASPS9954K1ZJ

18. the company has altered the provisions of the Memorandum. Further, there was no alteration in Articles of Association of the company.

**Anil
Setia** Digitally signed
by Anil Setia
Date:
2022.09.16
12:26:33
+05'30'

Place: Delhi

Date: 16.09.2022

Signature:

Name of Company Secretary in practice: Anil Setia

Prop. AS & Associates

C.P. No.:4956

UDIN Number of ICSI: F002856D000982197

Peer Review Certificate no. 1757/2022

Unique Identification Number: S2002DE057800