

FORM NO. MGT-7

[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]



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

U45201DL2003PLC123061

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCP1900E

(ii) (a) Name of the company

PALIWAL REAL ESTATE LIMITED

(b) Registered office address

DLF CENTRESANSAD MARG NA
NEW DELHI
Central Delhi
Delhi
110001

(c) *e-mail ID of the company

jain-priya@dlf.in

(d) *Telephone number with STD code

01244568900

(e) Website

www.dlfmallofindia.com

(iii) Date of Incorporation

13/11/2003

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

U45400GA2013PLC007383

Pre-fill

Name of the Registrar and Transfer Agent

ZUARI FINSERV LIMITED

Registered office address of the Registrar and Transfer Agents

JAI KISAAN BHAVAN,
ZUARI NAGAR

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L1	Real estate activities with own or leased property	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DLF CYBER CITY DEVELOPERS	U45201HR2006PLC036074	Holding	100
2	DLF LIMITED	L70101HR1963PLC002484	Holding	0
3	RAJDHANI INVESTMENTS 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	1,003,350,000	101,000,000	101,000,000	101,000,000
Total amount of equity shares (in Rupees)	10,033,500,000	1,010,000,000	1,010,000,000	1,010,000,000

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	1,003,350,000	101,000,000	101,000,000	101,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,033,500,000	1,010,000,000	1,010,000,000	1,010,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	100,135,000	65,000,000	65,000,000	65,000,000
Total amount of preference shares (in rupees)	10,013,500,000	6,500,000,000	6,500,000,000	6,500,000,000

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Non Cumulative Redeemable Preference Shares				
Number of preference shares	135,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	13,500,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
5% Non Cumulative Compulsorily Convertible Preference Shares				
Number of preference shares	100,000,000	65,000,000	65,000,000	65,000,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	10,000,000,000	6,500,000,000	6,500,000,000	6,500,000,000

(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	101,000,000	101000000	1,010,000,000	1,010,000,000	
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	101,000,000	101000000	1,010,000,000	1,010,000,000	
Preference shares						

At the beginning of the year	0	65,000,000	65000000	6,500,000,0	6,500,000,	
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	65,000,000	65000000	6,500,000,0	6,500,000,	

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				<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	240,000,000	10	2,400,000,000
Total			2,400,000,000

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	2,400,000,000	0	0	2,400,000,000

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

4,090,116,259

(ii) Net worth of the Company

7,122,291,949

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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	100,999,994	100	65,000,000	100
10.	Others 6 nominee of DLF CYBER CITY DE	6	0	0	0
	Total	101,000,000	100	65,000,000	100

Total number of shareholders (promoters)

8

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

8

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	8	8
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	
MANISH MEHROTRA	09076697	Director	0	
MANISH MEHROTRA	AAMP5915C	Manager	0	
YOGITA FOGLA	AYVPM0754A	Company Secretar	0	

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

3

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)
KAPIL KUMAR RUNGT	AIBPR5875M	CFO	28/01/2023	Cessation
YOGITA FOGLA	AYVPM0754A	Company Secretar	06/05/2022	Appointment
MANISH MEHROTRA	AAMP5915C	Manager	23/07/2022	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	04/08/2022	7	7	100

B. BOARD MEETINGS

*Number of meetings held

6

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	20/07/2022	3	3	100
3	18/10/2022	3	3	100
4	21/12/2022	3	3	100
5	20/01/2023	3	3	100
6	21/03/2023	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

0

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

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					

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	31/07/2023
								(Y/N/NA)
1	PUSHPA BEC	6	6	100	0	0	0	Yes
2	GIRI RAJ SHA	6	6	100	0	0	0	Yes
3	MANISH MEH	6	6	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

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

Mohit K Dixit

Whether associate or fellow

Associate Fellow

Certificate of practice number

17827

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

Digitally signed by
PUSHPA BECTOR
Date: 2023.09.29
11:23:50 +05'30'
PUSHPA
BECTOR

DIN of the director

To be digitally signed by

Digitally signed by
Yogita Fogla
Date: 2023.09.29
11:23:50 +05'30'
Yogita
Fogla

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

List of attachments

List of Shareholder_Paliwal.pdf
Note V1a.pdf
MGT-8_Signed "PALIWAL"REAL"ESTATE

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

Paliwal Real Estate Limited

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

**LIST OF SHAREHOLDERS AS ON 31.03.2023**

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	100,999,994
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. Amit Grover (Nominee of DCCDL) L-214, Park Place Apartments, DLF City, Phase-5, Gurugram – 122002, Haryana	DP ID: IN300118 Client ID: 11616314	1
5.	Mr. Baljeet Singh (Nominee of DCCDL) L-704, AWHO, Sispal Vihar, Near South City, Sector- 49, South City-II, 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 1st 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, Sector-49, Sohana Road, South City – II, Gurugram – 122018, Haryana	DP ID: IN300118 Client ID: 11775038	1
Total			101,000,000

For Paliwal Real Estate Limited
Yogita Fogla**Company Secretary****Membership No. -A57436****Address- 179A/1A, Satin Sen Sarani****Kankurgachi, Kolkata****West Bengal- 700054**

Regd. Office: DLF Centre, Sansad Marg, New Delhi-110001, India

CIN: U45201DL2003PLC123061; Email id: customer-care@dlfmallofindia.in; website: www.dlfmallofindia.com

Paliwal Real Estate Limited

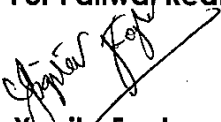
11th Floor, Gateway Tower,
DLF City, Phase-III, Gurugram- 122 002,
Haryana, India
Tel. : (+91-124) 456 8900



LIST OF 5% NON-CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES AS ON 31.03.2023

S. No.	Name and address of Preference Shareholder	DP ID & Client ID	No. of Preference Share(s) of ₹ 100/- each
1.	DLF Emporio Limited Regd. office: Shopping Mall, Phase – 1, DLF City, Gurugram – 122002, Haryana	DP ID: IN300118 Client ID: 11775940	6,50,00,000
Total			6,50,00,00,000

For Paliwal Real Estate Limited


Yogita Fogla
Company Secretary
Membership No. -A57436
Address- 179A/1A, Satin Sen Sarani
Kankurgachi, Kolkata
West Bengal- 700054

Paliwal Real Estate Limited

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



LIST OF 0.01% COMPULSORILY CONVERTIBLE DEBENTURES AS ON 31.03.2023

S. No.	Name and address of Debenture Holder	DP ID & Client ID	No. of Debentures of ₹ 10/- each
1.	DLF Assets Limited Regd. office: 11th Floor, Gateway Tower, DLF City, Phase - III, Gurugram - 122002	DP ID: IN300118 Client ID: 11801857	24,00,00,000
Total			24,00,00,000

For Paliwal Real Estate Limited


Yogita Fogla

Company Secretary

Membership No. - A57436

Address: 11th Floor, Gateway Tower,
DLF City, Phase-III, Gurugram-122 002

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 **PALIWAL REAL ESTATE LIMITED** (hereinafter referred as "the Company") having CIN U45201DL2003PLC123061 as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended **March 31, 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, 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 the 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 thereof;
 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 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; **Not Applicable**



Regd. Office

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6. Advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act; **Not Applicable**
7. Contracts/arrangements with related parties as specified in Section 188 of the Act, wherever applicable;
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 as may be applicable; **Not Applicable**
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; **Not Applicable**
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; **Not Applicable**
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 and Key Managerial Personnel ~~and the remuneration paid to them~~; wherever applicable;
13. Appointment/re-appointment/~~filling up casual vacancies~~ of auditors as per the provisions of Section 139 of the Act; **Not Applicable**
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; **Not Applicable**
15. Acceptance/renewal/repayment of deposits; **Not Applicable**
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 guarantee 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; **Not Applicable**



FOR VKC & ASSOCIATES
(Company Secretaries)
Unique Code: P2018DE077000



CS MOHIT K DIXIT

Partner

FCS No. 12361

C P No. 17827

UDIN: F012361E001034701

Peer Review Cer. No. 1955/2022

Date: 19/09/2023

Place: New Delhi

Note: This certificate is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this certificate.

ANNEXURE-A

Our certificate of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our verification.
2. We have followed such practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the Act, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. Due to the inherent limitations including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the examination is properly planned and performed in accordance with the Guidance Note on Annual Return as prescribed by Institute of Company Secretaries of India (ICSI).



FOR VKC & ASSOCIATES
(Company Secretaries)
Unique Code: P2018DE077000

CS MOHIT K DIXIT

Partner

FCS No. 12361

C P No. 17827

UDIN: F012361E001034701

Peer Review Cer. No. 1955/2022

Date: 19/09/2023

Place: New Delhi

Paliwal Real Estate 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

- a) 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.

- b) DLF Emporio Limited holds entire 5% non-cumulative Compulsorily Convertible Preference Shares of the Company and has been classified as Promoter in point no. VI(a) (Share holding pattern – Promoter - Preference)

For Paliwal Real Estate Limited


Yogita Fogla

Company Secretary

Membership No. - A57436

**11th Floor, Gateway Tower,
DLF City, Phase-III, Gurugram-122 002**



Paliwal Real Estate Limited

11th Floor, Gateway Tower,
DLF City, Phase-III, Gurugram- 122 002,
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Note on point no. 8 pertaining to 'Net Worth as per the latest audited balance sheet preceding the date of the return'

The figure of ₹ 38,77,08,051/- mentioned against 'Accumulated Loss' includes profit for the year ended March 31, 2019, amounting to ₹ 1,44,45,19,823/- and profit for the period from April 01, 2019, to April 30, 2019 of ₹ 11,55,01,756/- (aggregating to ₹ 1,56,00,21,579/-) which was restated pursuant to business combination under common control and is thus notional in nature and not available for distribution to shareholders. Accordingly, the said profit of ₹ 1,56,00,21,579/- has not been considered for the purpose of calculation of net worth. Further an amount of ₹ 23,01,380/-, being equity component of compound financial instruments (on account of redemption of preference shares), has been considered for the purpose of net worth calculation.

For Paliwal Real Estate Limited

A handwritten signature in black ink, appearing to read 'Yogita Fogla', written over a horizontal line.

Yogita Fogla
Company Secretary
Membership No. -A57436
Address- 179A/1A, Satin Sen Sarani
Kankurgachi, Kolkata
West Bengal- 700054

Handwritten initials in black ink, possibly 'YF' or similar, located below the printed name and address.