Form No. MGT-7

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]

सत्यमेव जयते

Form language
(•) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) — U45201DL2003PLC123061

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	PALIWAL REAL ESTATE LIMITED	PALIWAL REAL ESTATE LIMITED
Registered office address	DLF CENTRESANSAD MARG,NA,NEW DELHI,Central Delhi,Delhi,India,110001	DLF CENTRESANSAD MARG,NA,NEW DELHI,Central Delhi,Delhi,India,110001
Latitude details	28.628354	28.628354
Longitude details	77.217217	77.217217

(a) *Photograph of the registered office of the Company showing external building and name prominently visible — Registered office_Paliwal.pdf

(b) *Permanent Account Number (PAN) of the company — AA******0E

(c) *e-mail ID of the company — *****priya@dlf.in

(d) *Telephone number with STD code — 01*******00

(e) Website — www.dlfmallofindia.com

Certified True Copy

PALIWAL REAL ESTATE LIMITED

iv *Date of Incorporation (DD/MM/YYYY) | 13/11/2003

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

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

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign 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 | 1

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**
U45400GA2013PLC007383	ZUARI FINSERV LIMITED	JAI KISAAN BHAVAN, ZUARI NAGAR, VERNA,Goa,India,403726	

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/Joint Venture	% of shares held
1	U45201HR2006PLC036074		DLF CYBER CITY DEVELOPERS LIMITED	Holding	100
2	L70101HR1963PLC002484		DLF LIMITED	Holding	0
3	U65993HR1972PTC112679		RAJDHANI INVESTMENTS AND AGENCIES PVT LTD	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	1003350000.00	101000000.00	101000000.00	101000000.00
Total amount of equity	10033500000.00	1010000000.00	1010000000.00	1010000000.00

shares (in rupees)				

Number of classes

1

Class of shares Equity Share of 10/- each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	1003350000	101000000	101000000	101000000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10033500000.00	1010000000.00	1010000000	1010000000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	100135000.00	65000000.00	65000000.00	65000000.00
Total amount of preference shares (in rupees)	10013500000.00	6500000000.00	6500000000.00	6500000000.00

Number of classes

2

Class of shares 5% Non Cumulative CCPS	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	100000000	65000000	65000000	65000000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	10000000000.00	6500000000.00	6500000000	6500000000

Class of shares Redeemable Preference Shares of 100/- each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	135000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	13500000.00	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	101000000	101000000.00	1010000000	1010000000	
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						
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	101000000.00	101000000.00	1010000000.00	1010000000.00	
(ii) Preference shares						
At the beginning of the year	0	65000000	65000000.00	6500000000	6500000000	
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			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	65000000.00	65000000.00	6500000000.00	6500000000.00	

ISIN of the equity shares of the company |

ii Details of stock split/consolidation during the year (for each class of shares) | 0

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 | 0

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

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
Total				

(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: 1

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
0.01% Compulsorily Convertible Debentures	240000000	10	2400000000.00
Total	240000000.00	10.00	2400000000.00

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
0.01% Compulsorily Convertible Debentures	2400000000	0	0	2400000000.00
Total	2400000000.00	0.00	0.00	2400000000.00

(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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	2400000000.00	0.00	0.00	2400000000.00
Total	2400000000.00	0.00	0.00	2400000000.00

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 4801634072

ii * Net worth of the Company 9289933412

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)	100999994	100.00	65000000	100.00
10	Others 6 nominees of DCCDL	6	0.00	0	0.00
	Total	101000000.00	100	65000000.00	100

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	8	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	4	0	4	0.00	0.00
i Non-Independent	0	4	0	4	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	4	0	4	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 6

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)**
MANISH MEHROTRA	09076697	Director	0	
BALJEET SINGH	07156209	Director	0	
GITANJALI SINGH	10811537	Additional Director	0	
SHIBLI KHAN	ANLPK2793A	Manager	0	
ANKUR MAHESHWARI	CFKPM8590J	CFO	0	
SHIBLI KHAN	10351090	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year: 8

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)**
SHREYASI SRIVASTAVA	GOSPS4262E	Company Secretary	01/10/2024	Appointment
GITANJALI SINGH	10811537	Additional Director	18/10/2024	Appointment
RITIKA JAIN	10356742	Director	01/08/2024	Change in designation
BALJEET SINGH	07156209	Director	01/08/2024	Change in designation
SHIBLI KHAN	10351090	Director	01/08/2024	Change in designation
RITIKA JAIN	10356742	Director	18/10/2024	Cessation
SHREYASI SRIVASTAVA	GOSPS4262E	Company Secretary	20/01/2025	Cessation
YOGITA FOGLA	AYVPM0754A	Company Secretary	04/04/2024	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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	01/08/2024	7	7	100

B BOARD MEETINGS

*Number of meetings held: 6

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	03/05/2024	4	4	100
2	16/07/2024	4	4	100
3	01/10/2024	4	4	100
4	18/10/2024	5	5	100
5	16/01/2025	4	4	100
6	17/03/2025	4	4	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	16/07/2024	3	3	100
2	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	18/10/2024	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/07/2025 (Y/N/NA)
1	MANISH MEHROTRA	6	6	100	0	0	0	Yes
2	BALJEET SINGH	6	6	100	2	2	100	Yes
3	GITANJALI SINGH	3	3	100	0	0	0	Yes
4	SHIBLI KHAN	6	6	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

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: Paliwal_MGT-7_Note.pdf
MGT-8_Paliwal Real Estate Limited_2024-25.pdf

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 PALIWAL REAL ESTATE 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: Mohit K Dixit

Date (DD/MM/YYYY): 19/09/2025

Place: New Delhi

Whether associate or fellow:

○ Associate ● Fellow

Certificate of practice number: 1*8*7

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

*(a) DIN/PAN/Membership number of Designated Person: 12274

*(b) Name of the Designated Person: SONU MAGGO

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 4(B) dated* (DD/MM/YYYY) 16/04/2025 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*1*6*0*

***To be digitally signed by**

◉ Company Secretary ○ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number

1*2*4

Certificate of practice number

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)

AB6653763

eForm filing date (DD/MM/YYYY)

22/09/2025

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

Certified True Copy

PALIWAL REAL ESTATE LIMITED

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 to 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 on **March 31, 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, 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 thereof;
3. Filing of forms and returns as stated in the annual return, within the prescribed time with the Registrar of Companies as applicable. Further, the Company was not required to file any forms and returns with the Regional Director, Central Government, Tribunal, Court or any other authorities under the provisions of the Act and Rules made thereunder;
4. Calling/convening/holding meetings of Board of Directors or its committees 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 minutes 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**

VKC & Associates (Company Secretaries) VKC

Principle office:
D-38, LGF (L/S), South Extension Part - II
New Delhi - 110049, India
+91 11 49121644,49121645,
pcs@vkcindia.com, www.vkcindia.com

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 in all instances; **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, wherever applicable;

VKC & Associates (Company Secretaries) VKC

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: F012361G001285083
Peer Review Cer. No. 6406/2025

Date: 19/09/2025
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

VKC & Associates (Company Secretaries)
VKC

CS MOHIT K DIXIT
Partner
FCS No. 12361
C P No. 17827
UDIN: F012361G001285083
Peer Review Cer. No. 6406/2025

Date: 19/09/2025
Place: New Delhi

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

DLF

NOTE TO POINT NO. VI(A) AND XVI 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 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.

b. Please note that, Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT') vide its Order dated 19th February 2025 ('Order') had sanctioned the Scheme of Arrangement ('Scheme') involving merger/ amalgamation of DLF City Centre Limited, DLF Lands India Private Limited, DLF Info City Developers (Kolkata) Limited, DLF Emporio Limited ('transferor companies') into and with DLF Cyber City Developers Limited ('Transferee Company' or 'DCCDL'); and demerger and vesting of SEZ undertakings of DLF Assets Limited situated at Silokhera, Hyderabad and Chennai into the DCCDL. Pursuant to the said Order, the preference shares earlier held by DLF Emporio Limited have been transmitted to and now vest in the DCCDL by operation of law.

   Furthermore, 24,00,00,000 0.01% Compulsory Convertible Debentures (CCDs) of ₹ 10/- each amounting to ₹ 240 crore was issued to and held by DLF Assets Limited, fellow subsidiary company. Pursuant to aforesaid Order, these CCDs have now been transmitted to DCCDL, the holding company, by operation of law.

NOTE TO POINT NO. V(II) OF E-FORM MGT-7

The figure of ₹ 1,77,99,33,412/- mentioned against 'Accumulated Profit' 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.

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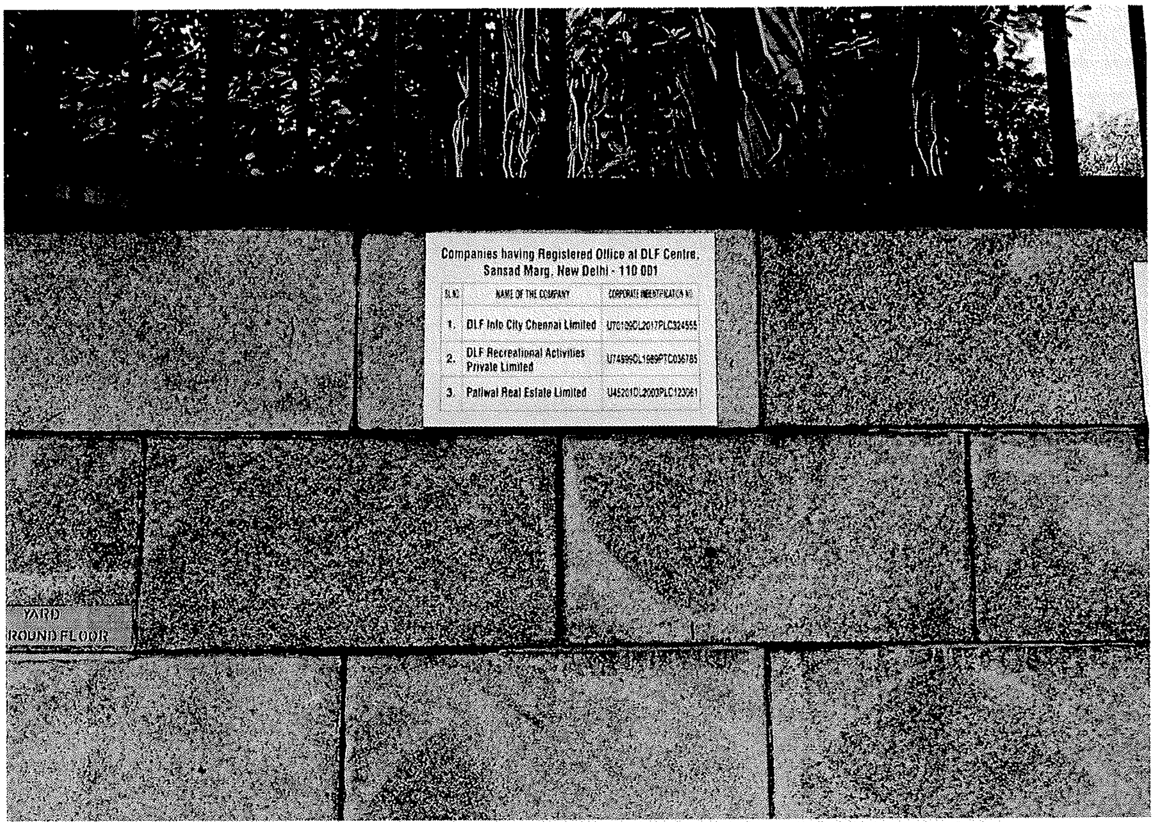
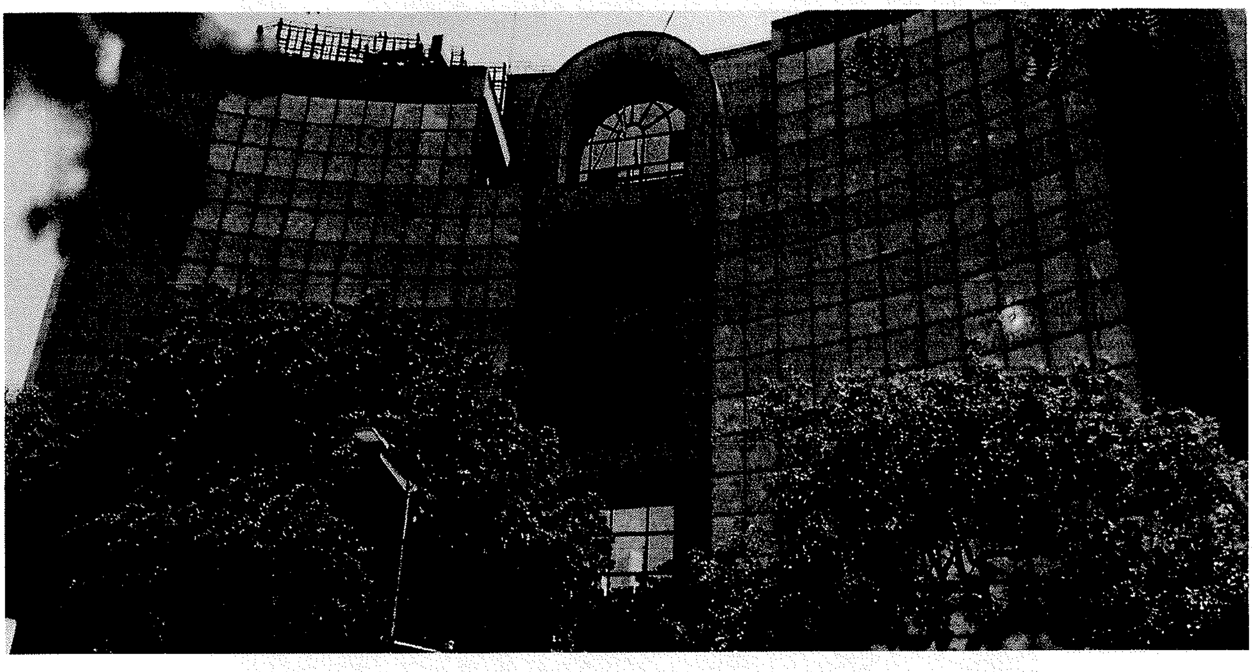
PALIWAL REAL ESTATE LIMITED





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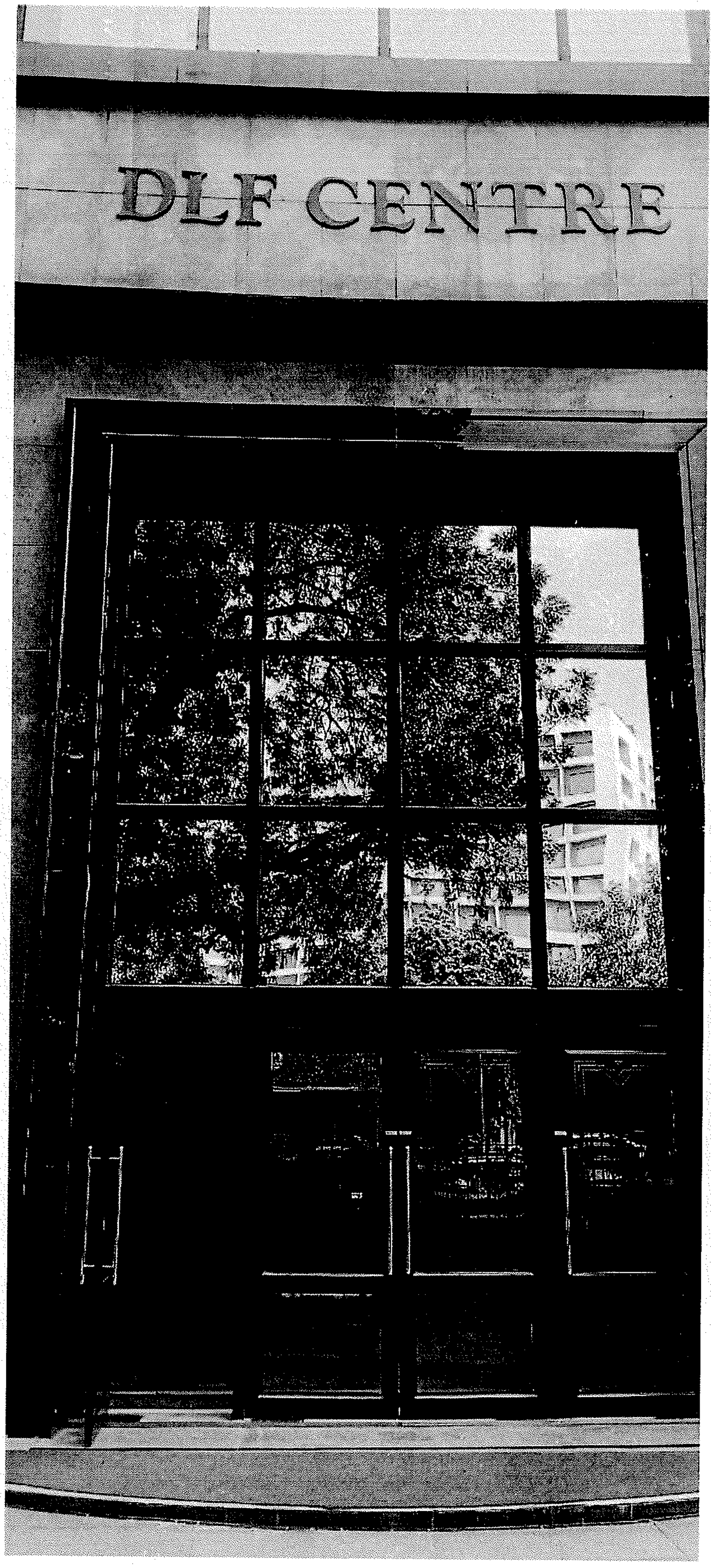
PALIWAL REAL ESTATE LIMITED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