

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

U67190MH2007PTC168303

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECP3447K

(ii) (a) Name of the company

PHOENIX ARC PRIVATE LIMITED

(b) Registered office address

5TH FLOOR, DANI CORPORATE PARK
158, CST ROAD, KALINA, SANTACRUZ (EAST)
MUMBAI
Mumbai City
Maharashtra
400006

(c) *e-mail ID of the company

compliance@phoenixarc.co.in

(d) *Telephone number with STD code

02268492450

(e) Website

phoenixarc.co.in

(iii) Date of Incorporation

02/03/2007

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

(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	K	Financial and insurance Service	K8	Other financial activities	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				

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	250,000,000	168,000,000	168,000,000	168,000,000
Total amount of equity shares (in Rupees)	2,500,000,000	1,680,000,000	1,680,000,000	1,680,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	250,000,000	168,000,000	168,000,000	168,000,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,500,000,000	1,680,000,000	1,680,000,000	1,680,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(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	168,000,000	168000000	10	10	
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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	0	168,000,000	168000000	10	10	
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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input 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

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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	2,250	2250 Debentures of Face ⁺	2,347,693,043
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Total			2,347,693,043

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	3,348,601,784	974,452,485	1,975,361,226	2,347,693,043
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Commercial Paper	2,000	500000	1,000,000,000	500000	1,000,000,000
Total	2,000		1,000,000,000		1,000,000,000

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

(i) Turnover

1,546,201,499

(ii) Net worth of the Company

4,690,536,016

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)	83,832,000	49.9	0	
10.	Others	0	0	0	
	Total	83,832,000	49.9	0	0

Total number of shareholders (promoters)

2

(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	66,764,667	39.74	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)	9,003,333	5.36	0	
10.	Others Trust	8,400,000	5	0	

	Total	84,168,000	50.1	0	0
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Total number of shareholders (other than promoters)

18

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

20

**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	2	2
Members (other than promoters)	18	18
Debenture holders	5	7

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	2	0	2	0	0
B. Non-Promoter	0	2	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	2	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	4	0	0

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

7

(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)
CHANDAN BHATTACH	01341570	Director	0	
KEKI MANCHERSHA E	00003940	Director	0	
VENKATTU SRINIVASA	01535417	Director	0	
JYOTI AGARWAL	08577171	Director	0	
SANJAYKUMAR OMPR	AAAPT8129M	CEO	0	
AJAY DATTATRAYA W	AAAPW4260G	Company Secretar	0	16/06/2021
GAURI CHAITANYA BH	AJGPB1153N	CFO	0	

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JYOTI AMIT AGARWAL	08577171	Additional director	31/08/2020	Regularization as Director from being

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	31/08/2020	20	4	56.91

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/04/2020	4	4	100
2	15/05/2020	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	27/07/2020	4	4	100
4	07/09/2020	4	4	100
5	27/10/2020	4	4	100
6	15/12/2020	4	4	100
7	27/01/2021	4	3	75
8	02/03/2021	4	3	75
9	19/03/2021	4	3	75
10	31/03/2021	4	3	75

C. COMMITTEE MEETINGS

Number of meetings held

11

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	Audit Committee	25/04/2020	3	3	100
2	Audit Committee	15/05/2020	3	3	100
3	Audit Committee	27/07/2020	3	3	100
4	Audit Committee	27/10/2020	3	3	100
5	Audit Committee	27/01/2021	3	3	100
6	CSR Committee	15/05/2020	3	3	100
7	CSR Committee	27/07/2020	3	3	100
8	CSR Committee	27/10/2020	3	3	100
9	CSR Committee	19/02/2021	3	3	100
10	Allotment Com	28/12/2020	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	
1	CHANDAN BH	10	9	90	9	9	100	
2	KEKI MANCH	10	10	100	7	7	100	
3	VENKATTU S	10	10	100	11	11	100	
4	JYOTI AGARV	10	7	70	6	6	100	

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

0

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sanjay Tibrewala	CEO	13,571,358	0	0	0	13,571,358
2	Ajay Walimbe	Company Secre	10,132,359	0	0	0	10,132,359
3	Gauri Bhatkal	CFO	2,406,701	0	0	0	2,406,701
	Total		26,110,418	0	0	0	26,110,418

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Chandan Bhattacha	Director	540,000	200,000	0	0	740,000
2	Keki Elavia	Director	540,000	200,000	0	0	740,000
	Total		1,080,000	400,000	0	0	1,480,000

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

Sarvari Shah

Whether associate or fellow

Associate Fellow

Certificate of practice number

11717

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.

(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 the 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 a 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.

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

DIN of the director

To be digitally signed by

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

Shareholding Pattern Form.pdf
Debenture Holders Form.pdf
DRAFT MGT 8.pdf
Additional Details.pdf

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

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

C. COMMITTEE MEETINGS (Continued)

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
11	Allotment Committee	29/12/2020	3	3	100



Shareholding Pattern of Phoenix ARC Private Limited as on 31st March 2021

Shareholder	ISIN	No of Shares	Percentage Holding	DP ID-Client ID
Kotak Mahindra Investments Limited	INE163K01017	50400000	30.00	IN302814 -10000382
Kotak Mahindra Prime Limited	INE163K01017	33432000	19.90	IN302814 -10664236
Mr. Anjum Gafulbhai Bilakhia	INE163K01017	9450000	5.63	IN301151 -12177756
Ashu Khanna & Rajesh Khanna	INE163K01017	8450000	5.03	IN300214 -26629357
Shishir Bajaj Family Trust (Through Shishir Bajaj, Meenaxi Bajaj and Kushagra Bajaj)	INE163K01017	8400000	5.00	IN303534 -10000069
Mr. Amit Desai & Mrs. Bayjool Desai	INE163K01017	6825000	4.06	IN300214 -10076103
Harish Pravinchandhra Shah & Bina Harish Shah	INE163K01017	6720000	4.00	IN300214 -15016338
M3 Investment Private Limited	INE163K01017	5670000	3.38	IN301549 -18652179
Panna Bankim & Bankim Hamir	INE163K01017	5250000	3.13	IN300484 -10044504
Praful M Patel (HUF)	INE163K01017	5250000	3.13	IN300749 -10945488
Mr. Vineet Nayyar	INE163K01017	5250000	3.13	IN300214 -10768294
Shrinivas Vasudeva Dempo	INE163K01017	3534667	2.10	IN300214 -14792091
Amrit Banaspati Company Private Limited	INE163K01017	3333333	1.98	IN300214 -23502782
Mr. Bharat Manu Mahtani	INE163K01017	3200000	1.90	IN300214 -14762133
Ms. Nandita M Mahtani	INE163K01017	3200000	1.90	IN300214 -14772711
Mayank Jashwantlal Shah & Shruti Shah	INE163K01017	2700000	1.60	IN300214 -17360442
Amit K Desai (HUF)	INE163K01017	2047500	1.22	IN300214 -10104604
Krishnakanth M Desai (HUF)	INE163K01017	2047500	1.22	IN300214 -10321299
Paranjaay Bharat Mahtani (Through guardian Bharat Manu Mahatani)	INE163K01017	2000000	1.19	IN300214 -18483513
Mrs. Bayjool Desai & Mr. Amit K Desai	INE163K01017	840000	0.50	IN300214 -10076120
		168000000	100	

Certified to be true

Kamlesh
Tulshidas
Rane

Digitally signed
by Kamlesh
Tulshidas Rane
Date: 2021.08.18
10:47:17 +05'30'

Kamlesh Rane
Company Secretary

Phoenix ARC Private Limited
Registered Office :
5th Floor, Dani Corporate Park
158, CST Road
Kalina, Santacruz (E)
Mumbai - 400 098, India

T +91 022 68492450
F +91 022 67412313
Toll Free 1800 120 8060

Email : info@phoenixarc.co.in
www.phoenixarc.co.in
CIN : U67190MH2007PTC168303



Details of Debenture Holders of Phoenix ARC Private Limited as on 31st March 2021

Sr. No.	Name of Debenture Holders	ISIN	No. of Debentures	Face Value	Total Amount (in Cr)
1	ICICI Prudential Credit Risk Fund	INE163K07048	150	10 Lakhs	15
2	ICICI Prudential All Seasons Bond Fund	INE163K07048	350	10 Lakhs	35
3	ICICI Prudential Balanced Advantage Fund	INE163K07055	350	10 Lakhs	35
4	ICICI Prudential Equity & Debt Fund	INE163K07055	150	10 Lakhs	15
5	Kotak Securities Limited	INE163K07063	500	10 Lakhs	50
6	Kotak Mahindra Trustee Co. Ltd. A/C Kotak Low Duration Fund	INE163K07071	500	10 Lakhs	50
7	Kotak Mahindra Capital Company Limited	INE163K07089	250	10 Lakhs	25

Certified to be true

Kamlesh Digitally signed
by Kamlesh
Tulshidas Rane
Date: 2021.08.18
10:48:28 +05'30'
Tulshidas
Rane

**Kamlesh Rane
Company Secretary**

Phoenix ARC Private Limited
Registered Office :
5th Floor, Dani Corporate Park
158, CST Road
Kalina, Santacruz (E)
Mumbai - 400 098, India

T +91 022 68492450
F +91 022 67412313
Toll Free 1800 120 8060

Email : info@phoenixarc.co.in
www.phoenixarc.co.in
CIN : U67190MH2007PTC168303

DRAFT

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rules 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 **Phoenix ARC Private Limited** ("the Company") CIN No.: **U67190MH2007PTC168303** having its Registered Office at 5th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz (East), Mumbai 400098 as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on **31st March, 2021** ("the financial year"). In our opinion and information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, 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 generally complied with applicable provisions of the Act & Rules made thereunder 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, as applicable;
 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 proper notices were given and the proceedings including circular resolution(s), have been recorded in the Minute Book / registers maintained for the purpose and the same have been signed.

No resolutions were passed through postal ballot during the financial year;

5. the Register of Members was not required to be closed
6. no advances/loans have been made to Directors of the Company and/or to persons or firms or companies referred in section 185 of the Act.;
7. there were no contracts/arrangements with related parties as specified in section 188 of the Act;
8. issue and allotment of securities and redemption of debentures;

there was no transfer or transmission or buy back of securities/redemption of preference shares /alteration or reduction of share capital/conversion of shares/ securities during the financial year;
9. there were no transactions necessitating the Company to keep 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. there was no declaration/payment of dividend and the Company was not required to transfer 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, as applicable;
13. appointment/ re-appointment of auditors as per the provisions of section 139 of the Act, as applicable;
14. no approvals were 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. the Company has not accepted any Deposits during the financial year;
16. borrowings from banks/ public financial institutions and others and creation/ modification/ satisfaction of charges, as applicable;

there were no borrowings from Members and Directors;

Continuation Sheet

17. the provisions of section 186 of the Act, except sub-section (1), are not applicable since the Company is registered with Reserve Bank of India;
18. there had been no alteration of the provisions of the Memorandum and/or Articles of Association of the Company during the financial year.

For Parikh & Associates
Company Secretaries

Place: Mumbai

Date: _____, 2021

Signature:

Name of Company Secretary: Sarvari Shah
FCS: 9697 C.P.No. 11717
UDIN:

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,
Phoenix ARC Private Limited

Our Certificate on the Annual Return (Form MGT-8) 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 audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of records on test basis.

For Parikh & Associates
Company Secretaries

Place: Mumbai

Date: _____, 2021

Signature:

Name of Company Secretary: Sarvari Shah

FCS: 9697 C.P.No. 11717

UDIN: