# Form No. MGT-7

Form language

(•) English ( ) Hindi

**Annual Return (other than OPCs and Small Companies)**

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

सत्यमेव जयते

*All fields marked in * are mandatory*

*Refer instruction kit for filing the form*

**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN): U45201KA2007PTC044345

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 | RMZ CONSTRUCTION (INDIA) PRIVATE LIMITED | RMZ CONSTRUCTION (INDIA) PRIVATE LIMITED |
| Registered office address | 'The Millenia', Tower-B, Level 12-14, No.1&2, Murphy Road, Ulsoor,NA,Bangalore,Bangalore,Karnataka,India, 560008 | 'The Millenia', Tower-B, Level 12-14, No.1&2, Murphy Road, Ulsoor,NA,Bangalore,Bangalore,Karnataka,India, 560008 |
| Latitude details | 12.981994 | 12.981994 |
| Longitude details | 77.625610 | 77.625610 |

(a) *Photograph of the registered office of the Company showing external building and name prominently visible: RO Photo- RCIPL.pdf

(b) *Permanent Account Number (PAN) of the company: AA******6M

(c) *e-mail ID of the company: *****ec@rmzcorp.com

(d) *Telephone number with STD code: 80******00

(e) Website | www.rmz.com.

iv *Date of Incorporation (DD/MM/YYYY) | 12/11/2007

v (a) *Class of Company (as on the financial year end date) | Private 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

| 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 |
|---|---|---|---|
| | | | |

ix * (a) Whether Annual General Meeting (AGM) held ◉ Yes ○ No

(b) If yes, date of AGM (DD/MM/YYYY) | 19/08/2025

(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 | F | Construction | 41 | Construction of Buildings | 100 |

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

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

0

| S. No. | CIN /FCRN | Other registration number | Name of the company | Holding/ Subsidiary/Associate/Joint Venture | % of shares held |
|---|---|---|---|---|---|
| | | | | | |

## 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 | 15500000.00 | 15444900.00 | 15444900.00 | 15444900.00 |
| Total amount of equity shares (in rupees) | 155000000.00 | 154449000.00 | 154449000.00 | 154449000.00 |

Number of classes

2

| Class of shares<br>Ordinary Equity shares | Authorised Capital | Issued capital | Subscribed Capital | Paid Up capital |
|---|---|---|---|---|
| Number of equity shares | 15499900 | 15444800 | 15444800 | 15444800 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees ) | 154999000.00 | 154448000.00 | 154448000 | 154448000 |

| Class of shares<br>Special Equity Shares | Authorised Capital | Issued capital | Subscribed Capital | Paid Up capital |
|---|---|---|---|---|
| Number of equity shares | 100 | 100 | 100 | 100 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees ) | 1000.00 | 1000.00 | 1000 | 1000 |

**(b) Preference share capital**

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

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**

| 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** | 100 | 15444800 | 15444900.00 | 154449000 | 154449000 | |
| **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<br>0 | 0 | 0 | 0.00 | 0 | 0 | |
| **Decrease during the year** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0 |
| i Buy-back of shares | 0 | 0 | 0.00 | 0 | 0 | |
| ii Shares forfeited | 0 | 0 | 0.00 | 0 | 0 | |
| iii Reduction of share capital | 0 | 0 | 0.00 | 0 | 0 | |
| iv Others, specify<br>0 | 0 | 0 | 0.00 | | 0 | |
| **At the end of the year** | 100.00 | 15444800.00 | 15444900.00 | 154449000.00 | 154449000.00 | |
| **(ii) Preference shares** | | | | | | |
| **At the beginning of the year** | 0 | 0 | 0.00 | 0 | 0 | |
| **Increase during the year** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0 |
| i Issues of shares | 0 | 0 | 0.00 | 0 | 0 | |
| ii Re-issue of forfeited shares | 0 | 0 | 0.00 | 0 | 0 | |
| iii Others, specify<br>0 | 0 | 0 | 0.00 | 0 | 0 | |
| **Decrease during the year** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0 |
| i Redemption of shares | 0 | 0 | 0.00 | 0 | 0 | |
| ii Shares forfeited | 0 | 0 | 0.00 | 0 | 0 | |
| iii Reduction of share capital | 0 | 0 | 0.00 | 0 | 0 | |
| iv Others, specify<br>0 | 0 | 0 | 0.00 | | 0 | |
| **At the end of the year** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares) 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) |
|---|---|---|---|
| 1 | 120860000 | 10 | 1208600000.00 |
| **Total** | 120860000.00 | 10.00 | 1208600000.00 |

| 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 |
|---|---|---|---|---|
| 1 | 1208600000 | 0 | 0 | 1208600000.00 |
| **Total** | 1208600000.00 | 0.00 | 0.00 | 1208600000.00 |

**(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 | 1208600000.00 | 0.00 | 0.00 | 1208600000.00 |
| **Total** | 1208600000.00 | 0.00 | 0.00 | 1208600000.00 |

**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** | | | | | |

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

i *Turnover 668099328.33

ii * Net worth of the Company 894591358.58

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**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) | 7722500 | 50.00 | 0 | 0.00 |
| 10 | Others | 0 | 0.00 | 0 | 0.00 |
| | **Total** | 7722500.00 | 50 | 0.00 | 0 |

Total number of shareholders (promoters) 1

**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 Foreign Company | 7722400 | 50.00 | 0 | 0.00 |
| | **Total** | 7722400.00 | 50 | 0.00 | 0 |

Total number of shareholders (other than promoters) | 1

Total number of shareholders (Promoters + Public/Other than promoters) | 2.00

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

| **Sl.No** | **Category** | |
|---|---|---|
| 1 | Individual - Female | 0 |
| 2 | Individual - Male | 0 |
| 3 | Individual - Transgender | 0 |
| 4 | Other than individuals | 2 |
| | **Total** | 2.00 |

**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 | 1 | 1 |
| Members (other than promoters) | 1 | 1 |
| Debenture holders | 2 | 2 |

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

**A Composition of Board of Directors**

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|---|---|---|---|---|---|---|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| **A Promoter** | 0 | 0 | 0 | 0 | 0 | 0 |
| **B Non-Promoter** | 0 | 4 | 0 | 3 | 0.00 | 0.00 |
| i Non-Independent | 0 | 4 | 0 | 3 | 0 | 0 |
| ii Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| **C Nominee Directors representing** | 0 | 0 | 0 | 0 | 0.00 | 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 | 3 | 0.00 | 0.00 |

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

**B (i) Details of directors and Key managerial personnel as on the closure of financial year**

| **Name** | **DIN/PAN** | **Designation** | **Number of equity shares held** | **Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)** |
|---|---|---|---|---|
| CHALSANI ROHAN | 09128661 | Director | 0 | |
| ARSHDEEP SINGH SETHI | 03404021 | Director | 0 | |
| THIRUMAL GOVINDRAJ | 06731085 | Director | 0 | |
| GOPINATH RAJESH | AIYPR4458H | Company Secretary | 0 | |

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

| **Name** | **DIN/PAN** | **Designation at the beginning / during the financial year** | **Date of appointment/ change in designation/ cessation (DD/MM/YYYY)** | **Nature of change (Appointment/ Change in designation/ Cessation)** |
|---|---|---|---|---|
| THIRUMAL GOVINDRAJ | 06731085 | Additional Director | 11/06/2024 | Change in designation |
| HARI KRISHNA VEERAPANENI | 00382218 | Director | 21/06/2024 | 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: 3

| **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 | 11/07/2024 | 2 | 2 | 100 |

| | | | | |
|---|---|---|---|---|
| Extraordinary General Meeting | 27/12/2024 | 2 | 2 | 100 |
| Extraordinary General Meeting | 07/02/2025 | 2 | 2 | 100 |

**B BOARD MEETINGS**

*Number of meetings held: 5

| S.No | Date of meeting (DD/MM/YYYY) | Total Number of directors as on the date of meeting | Attendance | |
|---|---|---|---|---|
| | | | Number of directors attended | % of attendance |
| 1 | 16/04/2024 | 4 | 4 | 100 |
| 2 | 11/07/2024 | 3 | 3 | 100 |
| 3 | 03/10/2024 | 3 | 2 | 66.67 |
| 4 | 27/12/2024 | 3 | 2 | 66.67 |
| 5 | 07/02/2025 | 3 | 2 | 66.67 |

**C COMMITTEE MEETINGS**

Number of meetings held: 0

| 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 |
| | | | | | |

**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 | 19/08/2025 (Y/N/NA) |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 1 | CHALSANI ROHAN | 5 | 5 | 100 | 0 | 0 | 0 | Yes |
| 2 | ARSHDEEP SINGH SETHI | 5 | 2 | 40 | 0 | 0 | 0 | Yes |
| 3 | THIRUMAL GOVINDRAJ | 5 | 5 | 100 | 0 | 0 | 0 | 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: 4

## XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder or Debenture holder.xlsm.xlsm

(b) Optional Attachment(s), if any: Form MGT-8 - RCIPL - Signed.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 RMZ CONSTRUCTION (INDIA) PRIVATE 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**

PRASANNAKUMAR BHAGAVANTH BEDI Digitally signed by PRASANNAKUMAR BHAGAVANTH BEDI Date: 2025.10.17 21:47:01 +05'30'

Name: PRASANNAKUMAR BHAGAVANTH BEDI

Date (DD/MM/YYYY): 07/10/2025

Place: BANGLORE

Whether associate or fellow:

○ Associate ● Fellow

Certificate of practice number: 1*4*7

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

*(a) DIN/PAN/Membership number of Designated Person: 03404021

*(b) Name of the Designated Person: ARSHDEEP SINGH SETHI

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**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number* 9 dated* (DD/MM/YYYY) 30/11/2023 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**

ARSHDEEP SINGH SETHI

*Designation: Director

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

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

0*4*4*2*

***To be digitally signed by**

PRASANNAKUMAR BHAGAVANTH BEDI
Digitally signed by PRASANNAKUMAR BHAGAVANTH BEDI
Date: 2025.10.17 21:38:24 +05'30'

○ Company Secretary ◉ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number

Certificate of practice number

1*4*7

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**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)

AB7999593

eForm filing date (DD/MM/YYYY)

17/10/2025

**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**

**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 filing company.**

For Office Use Only:

| | |
|---|---|
| eForm Service request number(SRN) | AB7999593 |
| eForm filing date(DD/MM/YYYY) | 17/10/2025 |

Signature
Not Verified
Digitally signed by
DS MINISTRY
OF CORPORATE
AFFAIRS 3
Date: 2025.10.20
10:17:25 IST


Millennia Realtors Private Limited
CIN: U85110KA1997PTC022948
GST: 29AABCM2890E2ZE
RM Business Enterprises Private Limited
CIN: U74140KA2005PTC037724
RMZ Consultancy Services Private Limited
CIN: U74999KA2013PTC071639
GST: 29AAGCR6679H1ZO
Associated Professional Services
GST: 29AAHFA8794L1ZL
RMZ Infotech (Pune) Private Limited
CIN: U45209KA2006PTC040811
GST: 29AADCR5952N1ZO
RMZ Hi-Tech Infra Developers
Private Limited
CIN: U45400KA2019PTC126158
GST: 29AAJCR7047L1ZO
RMZ Business Park (India) Private Limited
CIN: U45202KA2007PTC043472
RMZ Construction (India) Private Limited
CIN: U45201KA2007PTC044345
GST. 29AADCR8036M1ZT
RMZ Infrastructure (Gurgaon) Pvt Ltd
CIN: U43900KA2023PTC176385
GST: 29AAMCR8621F1Z0
Integrated Solar Power Private Limited
CIN: U74110KA2018PTC118290
GST: 29AAJCR2377R1ZD
RMZ Hospitality Ventures LLP
LLPIN : ACD-1264
GST: 29ABHFR7640F1ZW
Broadgate Ventures LLP
LLPIN : AAY-8111
RMZ Management LLP
LLPIN : AAG-9898
GST: 29AAUFR3804P1ZA
RMZ Coastline Properties Private Limited
CIN: U68200KA2023PTC177838
RMZ I&L (Maharashtra) Private Limited
CIN: U43299KA2023PTC176381

REAL ESTATE™ PARTNERS

## Clarification Letter

This is to clarify that the registered office of RMZ Construction (India) Private Limited is situated at The Millenia, Tower-B, Level 12-14, No.1 & 2 Murphy Road, Ulsoor, Bangalore, Bangalore, Karnataka, India, 560008, and The Millenia is a multi-storey building of 12 Floors which also accommodates registered offices of other group companies. Accordingly, the name board displayed at the entrance carries the names of all such companies, including the RMZ Construction (India) Private Limited.

We are enclosing the external photograph of the building along with the name board showing our Company's name, along with the names of other companies having registered office in the same building

**Thank you,**

THIRUMAL GOVNIDRAJ

Digitally signed by THIRUMAL GOVNIDRAJ
Date: 2025.10.17 13:09:49 +05'30'

**Thirumal Govindraj**
**Director**
**DIN: 06731085**

**RMZ Construction (India) Private Limited**

'The Millenia', Tower-B, Level 12-14, No.1&2,
Murphy Road, Ulsoor, Bengaluru - 560008, Karnataka.

Tel: +91 (80) 4000 4000
Email: gen@rmz.com

CIN: U45201KA2007PTC044345
Website: www.rmz.com

**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**

I have examined the registers, records and books and papers of **RMZ Construction (India) Private Limited** (the Company) (CIN: U45201KA2007PTC044345) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made there under for the financial year ended on March 31, 2025. In my opinion and to the best of my information and according to the Examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I 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. The Company being a private limited company, has the prescribed paid-up capital and the minimum number of shareholders as required under the Act, during the financial year.

2. The Company has maintained all the registers/records as required under the Act & entries therein within the time prescribed thereof;

3. The Company has filed the forms and returns required to be filed with the Registrar of Companies as on March 31, 2025 within the prescribed time and in cases of delay the forms have been filed with additional fees.

4. The meeting of the Board of Directors and that of Annual General Meeting has been held on 19/08/2025 in accordance with the provision of section 173 and section 96 of the Act respectively as stated in the annual return.

   In respect of the meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes book/registers maintained for the purpose and the same have been signed.

5. The Company was not required to close the Register of Members/Securities during the year.

Prasanna Bedi
CP No. 17457
Practicing Company Secretary

6. The Company has not given any loan to any directors or to any other person in whom the directors are interested or given any guarantee or provided security in connection with any loan taken by them or such other person in referred to section 185 of the Act as modified from time to time.

7. The Company has entered into Contracts/arrangements with related parties and complied with the provisions of Section 188 of the Companies Act, 2013 as modified from time to time.

| Sl No | Name of the company | Nature of relationship | Nature of Contract | Duration of the contracts / arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any (Per Annum) in Rupees | Date(s) of approval by the Board or Contract, if any | Amount Paid in advance if any/ Amount Paid (Rs) |
|---|---|---|---|---|---|---|---|
| 1. | APS Project Management LLP (formerly known as Associated Professional Services) | Entity within the group (Common Control) | Availing Property Management Services | The Agreement shall commence from Stabilization i.e., August 13, 2021 and shall continue to be in effect until its termination as mutually agreed by the parties in terms. | Availing property management and related services from the Service provider with respect to the property Spire owned by the Company and situated at Hyderabad. An amount equal to three percent (3%) of Gross Rental Income of 'Spire', the property of the Company situated in Hyderabad plus such taxes payable from time to time. For the FY 2024-25 there are INR 56,47,009 /- charges paid by the Company. | April 8, 2021 | NIL |

Prasanna Bedi ★ CP No. 17457 ★ Practicing Company Secretary

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 2. | APS Project Management LLP (formerly known as Associated Professional Services) | Entity within the group (Common Control) | Availing various corporate and consultation services with respect to predevelopment/ Development management, construction design management, contracts management, compliance and corporate secretarial, brand license services, trademark license services resource and manpower management, administration, and such allied services. | The Agreement shall commence from Stabilization i.e., August 13, 2021 and shall continue to be in effect until its termination as mutually agreed by the parties in terms. | Availing various corporate and consultation services with respect to predevelopment/ development management, construction design management, contracts management, compliance and corporate secretarial, brand license services, trademark license services resource and manpower management, administration, and such allied services at fees as determined under the various service agreements pertaining to Company's Project Spire. For the FY 2024-25 there are no charges paid by the Company. | April 8, 2021 | NIL |

Prasanna Bedi
CP No. 17457
Practicing Company Secretary

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 3. | APS Project Management LLP (formerly known as Associated Professional Services) | Entity within the group (Common Control) | Availing Leasing services including but not limited to cost plan, pricing assumptions, development costs including professional fees, inflation assumptions and planning requirements, and make recommendations regarding any required amendments for development of Company's project Nexity located at Hyderabad. | The Agreement shall commence from Stabilization i.e., August 13, 2021 and shall continue to be in effect until its termination as mutually agreed by the parties in terms. | Availing the leasing services cost plan, pricing assumptions, development costs including professional fees, inflation assumptions and planning requirements, and make recommendations regarding any required amendments for development of Company's project located at Hyderabad as per the terms of the draft Agreement laid tabled at the meeting for a leasing Fees of an aggregate amount equal to Rs. 200 sq. ft. of Gross Leasable Area of admeasuring approximately 1,717,261 sq. ft. of the Company's project Spire, situated at Hyderabad. Value of the transaction for the FY 2024-25 is INR. 17,38,42,656 /- | April 8, 2021 | NIL |

Prasanna Bedi
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Practicing Company Secretary

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prasanna@bediandsons.com
14, 1st Cross, RMV 2nd stage, Sanjaynagar, Bangalore - 560094

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 4. | Menda Family Trust | Trust within the group (Common Control) | Availing non-exclusive, non-transferable, non-assignable non-licensable, royalty-free license to use the Trademarks, brand name, logo, domain name and such services related Intellectual Property Rights. | The Agreement shall commence from Stabilization i.e., August 13, 2021 and shall continue to be in effect until its termination as mutually agreed by the parties in terms. | Licensing of certain Intellectual Properties including trademarks, logo, domains owned by Menda Family Trust (Licensor) in favour of the Company. The License fee is an aggregate Rs. 200 per sq. ft. of gross leasable area admeasuring approximately 1,717,261 sq. ft. of the Company's project Spire, situated at Hyderabad.<br>Value of the transaction for the FY 2024-25 is INR. 100 /- | April 8, 2021 | NIL |
| 5. | APS Project Management LLP (formerly known as Associated Professional Services) | Entity within the group (Common Control) | Availing development management services such as cost plan, pricing estimations, development costs including professional fees, inflation assumptions and planning requirements etc. for development | The Agreement shall commence from Stabilization i.e., August 13, 2021 and shall continue to be in effect until its termination as mutually agreed by the parties in terms | Availing Management Services such as cost plan, pricing estimations, development costs including professional fees, inflation assumptions and planning requirements etc. for development of Company's project Nexity located at Hyderabad for management fees aggregating to an amount equal to Rs.100 sq. ft. of Gross | April 8, 2021<br>Prasanna Bedi CP No. 17457 Practicing Company Secretary | NIL |

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| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | of Company's project Nexity located at Hyderabad. | | Leasable Area admeasuring approximately 1,717,261 sq. ft. of the Company's project Spire, situated at Hyderabad. For the FY 2024-25 there are no charges paid by the Company. | | | |

**8.** During the year under consideration:

a) During the year under review, the company has not issued and allotted any securities.

b) There was no buy-back of any security during the year.

c) There was no redemption of debenture during the year.

**9.** The company has not kept 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.** The Company has not Declared any dividend and therefore not complied with the provision of section 125 of the Companies Act.

**11.** The Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub-Section (3), (4) and (5) thereof;

**12.** During the year under Consideration;

a) During the year under review, Mr. Harikrishna Veerapaneni has resigned as Director of the Company w.e.f June 21, 2024.

b) Mr. Thirumal Govindraj, who was appointed as an Additional Director, was regularized and appointed as a Director on the 11th day of July 2024.

c) Remuneration has not been paid to any directors

d) The Directors have disclosed their interest pursuant to section 184 of the Act and the Board has taken them on record and complied with the rules thereunder.

**13.** The Appointment of Auditors has been made in compliance with the provision of section 139 of the Act and complied with the rule made there under.

Prasanna Bedi
CP No.
17457
Practicing Company Secretary

+91 9916 258 749 prasanna@bediandsons.com
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**14.** The Company has not accepted/renewed any deposits during the year as per the provisions of Section 73(3) of the Act.

**15.** The Company Being a private limited company the provisions of section 180 of Act are not applicable.

**16.** During the year under review, the company has created a charge on the assets of the Company on 08/02/2025 with IDBI Trusteeship Services Limited vide Charge ID 101055904.

**17.** The Company is engaged in the business of and providing infrastructural facilities hence exempted under section 186(11) of the Companies Act, 2013 for making loans, guarantees and investments. Nothing contained in the Section 186, except sub-section (1), shall apply to the Company as the Company will fall under the exempted category as mentioned under Section 186(11) of the Act.

**18.** The company has altered the provisions of the Articles of Association during the year and complied with the provisions of the Act, but not altered the provisions of Memorandum of Association.

Place: Bangalore
17th October, 2025

Prasanna Kumar Bhagavanth Bedi
CP. No. 17457
UDIN: F011711G001611892

Prasanna Bedi
CP No.
17457
Practicing Company Secretary