

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]



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	<input type="text" value="U92199MH2003PTC142597"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AABCT9012F"/>							
(ii) (a) Name of the company	<input type="text" value="TIMEZONE ENTERTAINMENT PI"/>							
(b) Registered office address	<input type="text" value="305, B - WING, 3RD FLOOR, EUREKA TOWERS, MINDSPACE
LINK ROAD, MALAD WEST,
MUMBAI
Maharashtra
400064"/>							
(c) *e-mail ID of the company	<input type="text" value="Abbas.J@teeg.com"/>							
(d) *Telephone number with STD code	<input type="text" value="02240954444"/>							
(e) Website	<input type="text"/>							
(iii) Date of Incorporation	<input type="text" value="09/10/2003"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Private Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Private Company	Company limited by shares	Indian Non-Government company	
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	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input type="radio"/> Yes	<input checked="" type="radio"/> 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	R	Arts, entertainment and recreation	R4	Sports, amusement and recreation activities	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Timezone West Asia Pte. Ltd.		Holding	98.1

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	152,375,642	152,252,499	152,252,499	152,252,499
Total amount of equity shares (in Rupees)	1,523,756,420	1,522,524,990	1,522,524,990	1,522,524,990

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	152,375,642	152,252,499	152,252,499	152,252,499

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,523,756,420	1,522,524,990	1,522,524,990	1,522,524,990

(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	145,875,642	0	145,875,642	1,458,756,420	1,458,756,420	
Increase during the year	6,376,857	0	6,376,857	63,768,570	63,768,570	25,507,428
i. Public Issues	0	0	0	0	0	
ii. Rights issue	6,376,857	0	6,376,857	63,768,570	63,768,570	25,507,428
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 -				0	0	
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 -				0	0	
At the end of the year	152,252,499	0	152252499	1,522,524,9	1,522,524,	
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 -				0	0	
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 -				0	0	
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	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

293,619,654.86

(ii) Net worth of the Company

912,728,988.55

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)	152,252,499	100	0	
10.	Others	0	0	0	
	Total	152,252,499	100	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	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

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

2

**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)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	2	1	2	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	2	1	2	0	0

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

4

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SONAAL CHOPRA	01611458	Director	0	
CHONG CHING KEE	03099574	Director	0	
ABBAS YUNUS JABAL	08062192	Director	0	
KRUPA RAJVI SHAH	BMBPS5534D	Company Secretar	0	

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

0

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)

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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA ORDINARY MEET	01/07/2020	2	2	100
ANNUAL GENERAL MEETI	30/12/2020	2	2	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/07/2020	3	2	66.67
2	05/08/2020	3	2	66.67
3	28/08/2020	3	2	66.67
4	30/12/2020	3	2	66.67

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	08/02/2021	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 26/11/2021 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
		1	SONAAL CHC	5	5	100	0	0
2	CHONG CHIN	5	5	100	0	0	0	No
3	ABBAS YUNU	5	1	20	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KRUPA RAJVI SHA	COMPANY SEC	290,130	0	0	0	290,130
	Total		290,130	0	0	0	290,130

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ABBAS YUNUS JAI	DIRECTOR	5,899,420	0	0	0	5,899,420
	Total		5,899,420	0	0	0	5,899,420

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

KAUSHAL DALAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

7512

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

ABBAS YUNUS
JABALPURWALA
LA
Digitally signed by ABBAS YUNUS
JABALPURWALA
Date: 2022.11.27
14:20:26 +05'30'

DIN of the director

To be digitally signed by

KRUPA
RAJVI SHAH
Digitally signed by KRUPA
RAJVI SHAH
Date: 2022.11.27
14:20:26 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

List of attachments

-
-
-
-

ROC Mumbai AGM extension notification.p
List of Shareholders_Timezone_2021.pdf
Form No MGT 8_TIMEZONE 2021.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

भारत सरकार
कारपोरेट कार्य मंत्रालय
कंपनी रजिस्ट्रार का कार्यालय
100, "एवरेस्ट", मरिन ड्राईव, मुंबई - 400002
दूरभाष / TELE : 2281 2627, 2281 2645, 2281 3760
फैक्स / FAX : 2281 1977



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES
100, "EVEREST", MARINE DRIVE,
MUMBAI - 400 002
Website : www.mca.gov.in
e-Mail ID : roc.mumbai@mca.gov.in

Order: Extension of time for holding of Annual General Meeting (AGM) for the financial year ended on 31.03.2021 in terms of third proviso to section 96(1) of Companies Act, 2013 (the Act).

1. Whereas sub-section (1) of section 96 of the companies Act, 2013 (the Act) provides, inter-alia, that every company, other than a One-person Company, shall in each year hold in addition to any other meetings, a general meeting as its Annual General Meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
2. And whereas, the first proviso to sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year.
3. And whereas, the third proviso to section 96(1) of the Act provides that the Registrar may, for any special reason, extend the time within which any Annual General Meeting, other than the first Annual General Meeting, shall be held, by a period not exceeding three months.
4. And whereas, various representations have been received from the Companies, Industry bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2021 due to the difficulties faced in view of the Covid-19 Pandemic.
5. And whereas, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reason, the time within which the AGM for the financial year ended on 31.03.2021 is required to be held as per provision of sub-section (1) of the section 96 ought to be extended in terms of the third proviso to section 96(1).

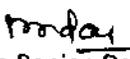
6. Now, therefore in terms of power vested with the undersigned under the third proviso to sub-section (1) of the section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM for the financial year ended on 31.03.2021 for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM by a period of **Two Months** from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) to section 96 of the Act, without requiring the companies to file applications for seeking such extension by filling the prescribed FORM No.GNL-1.

Explanation I: It is hereby clarified that the extension granted under this order shall also cover the:

- i. Pending applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, which are yet to be approved.
- ii. Applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, which were rejected.
- iii. Applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, where the extension approved was for a period less than Two Months.

Explanation II: It is also clarified that the extension granted under this order shall not cover the applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, where the extension approved was for a period of more than Two Months.

Place : Mumbai
Date : 23.09.2021


(Mano Ranjan Das)
REGISTRAR OF COMPANIES
MAHARASHTRA, MUMBAI

TIMEZONE ENTERTAINMENT PRIVATE LIMITED

CIN: U92199MH2003PTC142597

List of Shareholders as on March 31, 2021:

Sr. No.	Name of Shareholders	Address	No. of Shares Held	Total Amount in Rs.	% of Shareholding
1	Leisure And Allied Industries India Private Limited	No. 24AS, Basement, 1 st Cross 2 nd Phase, BSK 3 rd Stage Bangalore-560085	28,93,400	2,89,34,000	1.90
2	Timezone West Asia Pte. Ltd.	491 B River Valley Road #10-01/02, Valley Point Office Tower, Singapore- 248373	14,93,59,099	1,49,35,90,990	98.10
Total			15,22,52,499	1,52,25,24,990	100.00

For and on behalf of
Timezone Entertainment Private limited


Abbas Jabalpurwala
Director
DIN: 08062192

Date: November 26, 2021
Place: Mumbai


Chong Ching Kee
Director
DIN: 03099574

Date: November 26, 2021
Place: Singapore



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. * Email : kaushaldalalcs@gmail.com

Form No. MGT-8

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies
(Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Timezone Entertainment Private Limited** (hereinafter called as "the Company") incorporated on **09th October, 2003** having CIN: **U92199MH2003PTC142597** and Registered Office at **305, B - Wing, 3rd Floor, Eureka Towers, Mindspace, Link Road, Malad West, Mumbai-400064** 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, 2021** ("the year under review"). 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 year under review the Company has complied with provisions of the Act & Rules made there under in respect of:
1. Its status under the Act i.e. Indian Non-Government Private Company Limited by Shares;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. Filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, Maharashtra, Mumbai within the prescribed time. Further, the Company was not required to file any Forms and Returns with Regional Director, Central Government, the Tribunal, Court or any other authorities;
 4. Calling/ convening/ holding meetings of Board of Directors and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. Further, the Company had not passed any resolution by way of Circulation or Postal Ballot;

5. During the year under review, there were no instances that required the Company to close its Register of Members under the provisions of the Act;
6. The Company has not violated the provisions of the Section 185 of the Act, in respect of giving of loans to its directors and/or persons of firms or companies referred to in Section 185 of the Act;
7. During the year under review, the Company has entered into contracts or arrangements with the related parties which were in the ordinary course of business and on arm's length basis and hence the provision of Section 188 of the Act is not applicable;
8. During the year under review,
 - The Company had increased the Authorised Equity Share Capital from Rs. 150,87,56,420/- to Rs. 152,37,56,420/-;
 - The Company had allotted 63,76,857 Equity Shares of Rs. 10/- each at premium of Rs. 4/- per share to Timezone West Asia Pte. Ltd. on Right basis and duly recorded and delivered the share certificates pursuant to the provisions of the Act;
 - Further, there were no transfer, transmission or buy back of securities/ redemption of preference shares or debentures and issue of security certificates in said instances;
9. There were no instances that required the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
10. During the year under review, the Company had not declared any dividend and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with Section 125 of the Act;
11. The Audited Financial Statements of the Company for the year ended 31st March, 2021 had been signed as per the provisions of Section 134 of the Act and Report of Board of Directors was prepared as per sub - sections (3), (4) and (5) of the Section 134 of the Act thereof;
12. The Board of the Directors of the Company is duly constituted. There were no appointments, re-appointments and/or resignations during the year under review and disclosure of interest received from all the Directors and Key Managerial Personnel was in compliance with the provisions of the Act and remuneration paid to Directors were in compliance with the Act;

13. M/s. S R B C & CO LLP, Chartered Accountants, Mumbai having Firm Registration No. 324982E/E300003 who were appointed as Statutory Auditors of the Company at the Annual General Meeting (AGM) held on August 07, 2017 for a period of 5 (Five) years till the conclusion of the 19th AGM to be held for FY 2021-22, continued to be Statutory Auditors for conducting audit for FY 2020-21;
14. During the year under review, there were no instances that required the Company to take approvals from the Central Government, Tribunal, Registrar of Companies, Regional Director, Court or such other authorities under the various provisions of the Act;
15. The Company had not accepted deposits from the public hence the provisions of Section 73 of the Act and the rules made thereunder do not apply;
16. During the year under review, the Company has availed External Commercial Borrowings (ECB) Loan amounting to AUD 49,50,0000 (INR 2, 75, 737 (in '000's)) under Automatic Route from Timezone West Asia Pte. Ltd., holding Company.

Further, the Company had not borrowed any money from its directors, public financial institutions and Banks and was not required to create, modify or satisfy any charge with the Registrar of Companies, Maharashtra, Mumbai;
17. During the year under review, the Company had not given any loans, provided guarantees and made investments as prescribed under the provisions of Section 186 of the Act and the rules made thereunder;
18. During the year under review, the Company had altered its Memorandum of Association. Further, it had not altered its Articles of Association.

For Kaushal Dalal & Associates
Company Secretaries

Kaushal Dalal
Proprietor
Membership No.: FCS- 7141
CoP No.: 7512
UDIN: F007141C002292094

Date: 25th January, 2022

Place: Mumbai