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: U74990MH2011PLC220126 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company:

(ii) (a) Name of the company: PEPPERFRY LIMITED

(b) Registered office address

Pepperfry House,MJ House,CTS 40B, Opp.Cipla
R&D Centre,Next Udhe House,LBS Marg, Vikhroli West
Mumbai
Mumbai City
Maharashtra
400083

(c) *e-mail ID of the company: legal@pepperfry.com

(d) *Telephone number with STD code: 02261590000

(e) Website: www.pepperfry.com

(iii) Date of Incorporation: 25/07/2011

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital ◉ Yes ◯ No

(vi) *Whether shares listed on recognized Stock Exchange(s) ◯ Yes ◉ No

(b) CIN of the Registrar and Transfer Agent: U67190MH1999PTC118368 [Pre-fill]

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 26/08/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ◯ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*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	J	Information and communication	J7	Data processing, hosting and related activities; web portal	91.82

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

*No. of Companies for which information is to be given 3 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Pepperfry Modular Private Lim	U36109MH2021PTC363980	Subsidiary	100
2	Pepcart Logistics Private Limite	U63090MH2016FTC280363	Subsidiary	100
3	Clouddio Sleep Private Limitec	U36999MH2021PTC364420	Subsidiary	100

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	867,000,000	1,890,000	1,890,000	1,890,000
Total amount of equity shares (in Rupees)	8,670,000,000	18,900,000	18,900,000	18,900,000

Number of classes: 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	867,000,000	1,890,000	1,890,000	1,890,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	8,670,000,000	18,900,000	18,900,000	18,900,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	75,000,000	30,731,490	30,731,490	30,731,490
Total amount of preference shares (in rupees)	1,500,000,000	614,629,800	614,629,800	614,629,800

Number of classes: 1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	75,000,000	30,731,490	30,731,490	30,731,490
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees)	1,500,000,000	614,629,800	614,629,800	614,629,800

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	722,760,816	0	722760816	7,227,608,1	7,227,608,	

Increase during the year	0	1,890,000	1890000	18,900,000	18,900,000	0
i. Pubic 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	
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 Issuance pursuant to merger	0	1,890,000	1890000	18,900,000	18,900,000	
Decrease during the year	722,760,816	0	722760816	7,227,608,1	7,227,608,	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	
iv. Others, specify Cancellation pursuant to merger	722,760,816	0	722760816	7,227,608,1	7,227,608,	
At the end of the year	0	1,890,000	1890000	18,900,000	18,900,000	
Preference shares						
At the beginning of the year	15,519,200	0	15519200	310,384,000	310,384,00	
Increase during the year	30,731,490	0	30731490	614,629,800	614,629,80	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	
iii. Others, specify Issuance pursuant to merger	30,731,490	0	30731490	614,629,800	614,629,80	
Decrease during the year	15,519,200	0	15519200	310,384,000	310,384,00	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 Cancellation pursuant to merger	15,519,200	0	15519200	310,384,00(	310,384,0(	
At the end of the year	30,731,490	0	30731490	614,629,80(	614,629,8(	

ISIN of the equity shares of the company INE0KXS01013

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

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	14/12/2021		
Date of registration of transfer (Date Month Year)	31/03/2022		
Type of transfer	Debentures	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1,055	Amount per Share/ Debenture/Unit (in Rs.)	10,000

Ledger Folio of Transferor	9		
Transferor's Name	PTE Ltd	Investments Singapore	Broad Street
	Surname	middle name	first name
Ledger Folio of Transferee	10		
Transferee's Name	Holdings Ltd	Fund Cayman	Growth Equity Opportunity
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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	1,500	100000	150,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	305,420	10000	3,054,200,000

Particulars	Number of units	Nominal value per unit	Total value
Total			3,204,200,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	150,000,000	0	150,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	3,054,200,000	0	3,054,200,000

(v) Securities (other than shares and debentures) 0

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

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

(i) Turnover 2,678,251,000

(ii) Net worth of the Company -387,644,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0

3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others 0	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (promoters) 0

(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	1,890,000	100	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0

8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	26,685,757	86.84
10.	Others Trust	0	0	4,045,733	13.16
	Total	1,890,000	100	30,731,490	100

Total number of shareholders (other than promoters) 14

Total number of shareholders (Promoters+Public/ Other than promoters) 14

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	0	0
Members (other than promoters)	4	14
Debenture holders	0	53

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	3	0	3	0	75	0
(i) Non-Independent	3	0	3	0	75	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	3	0	3	0	75	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)
AMBAREESH MURTY	03279054	Director	1,417,500	
SANJAY NETRABILE	07453001	Director	0	
KASHYAP A VADAPAL	06963638	Director	0	
SHILPI JAISWAL		Company Secretar	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)
KASHYAP VADAPALLI	06963638	Director	31/03/2022	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 4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	20/10/2021	2	2	100
Extra Ordinary General Mee	26/10/2021	2	2	100
Extra Ordinary General Mee	15/11/2021	2	2	100
Annual General Meeting	14/12/2021	2	2	100

B. BOARD MEETINGS

*Number of meetings held 16

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/05/2021	3	3	100
2	23/08/2021	3	3	100
3	01/09/2021	3	3	100
4	20/10/2021	3	3	100
5	26/10/2021	3	3	100
6	01/11/2021	3	3	100
7	15/11/2021	3	3	100
8	14/12/2021	3	3	100
9	20/12/2021	3	3	100
10	31/01/2022	3	3	100
11	28/02/2022	3	3	100
12	19/03/2022	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held 0

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

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	26/08/2022 (Y/N/NA)
1	AMBAREESH	16	16	100	0	0	0	Yes
2	SANJAY NETI	16	16	100	0	0	0	No

3	KASHYAP A \	16	16	100	0	0	0	Not Applicable

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: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shilpi Jaiswal	CS	2,953,234	0	890,000	0	3,843,234
	Total		2,953,234	0	890,000	0	3,843,234

Number of other directors whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ambareesh Murty	Director	24,856,246	0	45,518,000	0	70,374,246
2	Sanjay Natrabile	Director	15,767,375	0	5,862,000	0	21,629,375
3	Kashyap Vadapalli	Director	17,771,538	0	596,000	0	18,367,538
	Total		58,395,159	0	51,976,000	0	110,371,159

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: Vishal Thawani & Associates

Whether associate or fellow: ◉ Associate ◯ Fellow

Certificate of practice number: 17377

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 4 dated 14/12/2021 (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 compiled 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: Vedantam Ambareesh Murty — Digitally signed by Vedantam Ambareesh Murty Date: 2022.09.22 12:56:14 +05'30'

DIN of the director: 03279054

To be digitally signed by Shilpi Jaiswal Digitally signed by Shilpi Jaiswal Date: 2022.09.22 12:56:47 +05'30'

(●) Company Secretary

( ) Company secretary in practice

Membership number 7648

Certificate of practice number

Attachments

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

List of attachments

List of Shareholders and Debenture Holder
PPL MGT-8 31032022.pdf
Note on number of Board Meetings.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

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