

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

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
t Udhe House,LBS Marg, Vik hroli West NA
Mumbai
Mumbai City
Maharashtra
400002

(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 (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

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

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	J	Information and communication	J7	Data processing, hosting and related activities; web portal	90.18

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	PEPPERFRY MODULAR PRIVATI	U36109MH2021PTC363980	Subsidiary	100
2	PEPCART LOGISTICS PRIVATE L	U63090MH2016FTC280363	Subsidiary	100
3	CLOUDDIO SLEEP PRIVATE LIM	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
Equity Shares				
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	33,532,812	33,532,812	33,532,812
Total amount of preference shares (in rupees)	1,500,000,000	670,656,240	670,656,240	670,656,240

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares having face value INR 20 each				
Number of preference shares	75,000,000	33,532,812	33,532,812	33,532,812
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees)	1,500,000,000	670,656,240	670,656,240	670,656,240

(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	1,890,000	1890000	18,900,000	18,900,000	

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	1,890,000	1890000	18,900,000	18,900,000	
Preference shares						
At the beginning of the year	0	30,731,490	30731490	614,629,800	614,629,800	
Increase during the year	31,367	2,769,955	2801322	56,026,440	56,026,440	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>	31,367	2,769,955	2801322	56,026,440	56,026,440	0
Allotment pursuant to conversion of Series A, Serie						
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						
At the end of the year	31,367	33,501,445	33532812	670,656,240	670,656,240	

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"/>			
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	

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	7,200	100000	720,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	4,000	10000	40,000,000

Particulars	Number of units	Nominal value per unit	Total value
Total			760,000,000

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	150,000,000	570,000,000	0	720,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	3,054,200,000	0	3,014,200,000	40,000,000

(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

2,733,376,000

(ii) Net worth of the Company

832,417,000

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
	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	782,535	2.33
	(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	28,229,290	84.18
10.	Others Trust and Partnership Firm	0	0	4,520,987	13.48
	Total	1,890,000	100	33,532,812	99.99

Total number of shareholders (other than promoters)

54

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

54

**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)	14	54
Debenture holders	53	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	3	0	3	2	5.34	0
(i) Non-Independent	3	0	3	0	5.34	0
(ii) Independent	0	0	0	2	0	0
C. Nominee Directors representing	0	0	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	1	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	3	5.34	0

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

9

(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)
SANJAY NETRABILE	07453001	Director	0	
ANAND RAKESH BATF		CFO	0	
ASHISH DASHARATH	03556370	Director	472,500	
SANJAY BAWEJA	00232126	Director	0	
MALINI PARMAR	05010724	Director	0	
RAJAT SOOD	07914803	Nominee director	0	
SHILPI JAISWAL		Company Secretar	0	30/06/2023
AMBAREESH MURTY		CEO	1,417,500	07/08/2023
AMBAREESH MURTY	03279054	Director	1,417,500	07/08/2023

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

14

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)
ASHISH DASHARATH	03556370	Additional director	10/05/2022	Appointment
MALINI PARMAR	05010724	Additional director	26/08/2022	Appointment
SANJAY BAWEJA	00232126	Additional director	26/08/2022	Appointment
ANAND RAKESH BATRA		CFO	26/08/2022	Appointment
RAJAT SOOD	07914803	Additional director	26/08/2022	Appointment
NIREN SHAH	01794829	Additional director	26/08/2022	Appointment
ROHIT SOOD	07265341	Additional director	16/11/2022	Appointment
NIREN SHAH	01794829	Nominee director	16/11/2022	Cessation
ROHIT SOOD	07265341	Additional director	04/03/2023	Cessation
ASHISH DASHARATH	03556370	Director	10/05/2022	Change in designation
MALINI PARMAR	05010724	Director	26/08/2022	Change in designation
SANJAY BAWEJA	00232126	Director	26/08/2022	Change in designation
RAJAT SOOD	07914803	Nominee director	26/08/2022	Change in designation
NIREN SHAH	01794829	Nominee director	26/08/2022	Change in designation

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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/08/2022	2	2	100
Extra Ordinary General Meeting	07/07/2022	2	2	100
Extra Ordinary General Meeting	10/05/2022	2	2	100

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/05/2022	2	2	100
2	10/05/2022	2	2	100
3	06/07/2022	2	2	100
4	21/07/2022	3	3	100
5	26/08/2022	3	2	66.67
6	16/11/2022	7	5	71.43
7	23/02/2023	7	5	71.43

C. COMMITTEE MEETINGS

Number of meetings held

6

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	Operations Co	23/09/2022	2	2	100
2	Audit Committe	16/11/2022	3	2	66.67
3	Nomination an	16/11/2022	3	3	100
4	Operations Co	23/11/2022	2	2	100
5	Audit Committe	23/02/2023	3	2	66.67
6	Operations Co	03/03/2023	2	2	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	09/11/2023
								(Y/N/NA)
1	SANJAY NETI	7	5	71.43	0	0	0	Yes
2	ASHISH DASH	5	4	80	3	3	100	Yes

3	SANJAY BAW	2	2	100	3	3	100	Yes
4	MALINI PARM	2	2	100	3	3	100	Yes
5	RAJAT SOOD	2	1	50	2	0	0	Yes
6	AMBAREESH	7	7	100	3	3	100	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANAND RAKESH B	CFO	8,948,000	0	7,752,000	0	16,700,000
2	Ambareesh Murty	CEO	25,336,254	0	27,017,575	0	52,353,829
3	Shilpi Jaiswal	Company Secre	3,111,750	0	425,166	0	3,536,916
	Total		37,396,004	0	35,194,741	0	72,590,745

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ambareesh Murty	Director	25,336,254	0	27,017,575	0	52,353,829
2	Ashish Shah	Director	22,749,996	0	8,285,389	0	31,035,385
3	Sanjay Netrabile	Director	16,187,379	0	3,602,343	0	19,789,722
4	Malini Parmar	Director	0	0	0	500,000	500,000
5	Sanjay Baweja	Director	0	0	0	500,000	500,000
	Total		64,273,629	0	38,905,307	1,000,000	104,178,936

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

Yati Mittal

Whether associate or fellow

Associate Fellow

Certificate of practice number

25176

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. ... 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

ASHISH
DASHARATI
H SHAH
Digitally signed by
ASHISH
DASHARATHI SHAH
Date: 2024.01.05
16:21:54 +05'30'

DIN of the director

To be digitally signed by

Yati
Mittal
Digitally signed by
Yati Mittal

- 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

Attach

Attach

Attach

Attach

1_List of Shareholders and Debenturehold
2_Approval letter of extension of AGM.pdf
4_List of Transfer_Pepperfry Limited.pdf
5_Clarification Letter_Pepperfry Limited.pd
3_Copy of MGT-8_Pepperfry Limited.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