

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

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

L51909MH2007PLC268269

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCB1093N

(ii) (a) Name of the company

FUTURE RETAIL LIMITED

(b) Registered office address

KNOWLEDGE HOUSE, SHYAM NAGAR, OFF.JOGESHWARI-
VIKHROLI LINK ROAD, JOGESHWARI (E),
MUMBAI
Mumbai City
Maharashtra
400060

(c) *e-mail ID of the company

roc.info@futuregroup.in

(d) *Telephone number with STD code

02266442200

(e) Website

www.futureretail.co.in

(iii) Date of Incorporation

07/02/2007

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/07/2019

(b) Due date of AGM 30/09/2019

(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	G	Trade	G2	Retail Trading	100

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

*No. of Companies for which information is to be given 5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Travel News Services (India) Pr	U22212DL2009PTC191681	Subsidiary	100
2	TNSI Retail Private Limited	U93000DL2010PTC203645	Subsidiary	100

3	Welcome Retail Private Limited	U52602DL2016PTC305343	Subsidiary	51
4	Future 7-India Convenience Limited	U74120MH2015PLC267752	Subsidiary	100
5	Future Retail LLC		Joint Venture	50

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	12,500,000,000	502,702,810	502,598,439	502,598,439
Total amount of equity shares (in Rupees)	25,000,000,000	1,005,405,620	1,005,196,878	1,005,196,878

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	12,500,000,000	502,702,810	502,598,439	502,598,439
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	25,000,000,000	1,005,405,620	1,005,196,878	1,005,196,878

(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
Equity shares				
At the beginning of the year	501,975,154	1,003,950,308	1,003,950,308	
Increase during the year	623,285	1,246,570	1,246,570	4,986,280
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	623,285	1,246,570	1,246,570	4,986,280
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	502,598,439	1,005,196,878	1,005,196,878	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(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

29/08/2018

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) *Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			26,570,369,212.81
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			26,570,369,212.81

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**

201,853,675,591.21

(ii) Net worth of the Company

39,761,475,026.45

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	88,115	0.02	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)	236,219,516	47	0	
10.	Others	0	0	0	
	Total	236,307,631	47.02	0	0

Total number of shareholders (promoters)

11

(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	17,033,871	3.39	0	
	(ii) Non-resident Indian (NRI)	758,470	0.15	0	
	(iii) Foreign national (other than NRI)	100	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	1,692,788	0.34	0	
4.	Banks	30,085	0.01	0	
5.	Financial institutions	4,722,081	0.94	0	
6.	Foreign institutional investors	67,523,091	13.43	0	
7.	Mutual funds	37,530,966	7.47	0	
8.	Venture capital	23,157,143	4.61	0	
9.	Body corporate (not mentioned above)	97,786,669	19.46	0	
10.	Others Alternate Investment Fund:	16,055,544	3.19	0	
	Total	266,290,808	52.99	0	0

Total number of shareholders (other than promoters)

55,968

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

55,979

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ABU DHABI INVESTME	JPMORGAN CHASE BANK N.A. IND			2,665,000	0.53
AHMED ABDULAZIZ A	8 DEAN RYLE STREET APT 711 LON			1,600	0
AL MEHWAR COMMEF	DEUTSCHE BANK AG, DB HOUSE H			745,546	0.14
AL MEHWAR COMMEF	DEUTSCHE BANK AG, DB HOUSE H			586,771	0.11
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, H			8,459	0
AQUILA EMERGING M.	DEUTSCHE BANK AG, DB HOUSE H			13,091	0
ARISAIG INDIA FUND I	HSBC SECURITIES SERVICES 11TH F			7,258,880	1.44
ASIA LANDMARK (S) F	CITIBANK N.A. CUSTODY SERVICES			725,323	0.14

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ASIA OPPORTUNITIES	Standard Chartered Bank, CRESCEI			100,000	0.01
AXA FRAMLINGTON E	HSBC SECURITIES SERVICES 11TH F			294,248	0.05
AXA WORLD FUNDS -	DEUTSCHE BANK AG DB HOUSE, H			522,917	0.1
AXA WORLD FUNDS-F	DEUTSCHE BANK AG DB HOUSE, H			492,058	0.09
BCT POOLED INVESTM	HSBC SECURITIES SERVICES 11TH F			374,705	0.07
BLACKROCK COLLECT	DEUTSCHE BANK AG, DB HOUSE H			91,270	0.01
CAISSE DE DEPOT ET F	DEUTSCHE BANK AG, DB HOUSE H			492,900	0.09
CALIFORNIA PUBLIC E	DEUTSCHE BANK AG DB HOUSE, H			147,781	0.02
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			21,536	0
CITY OF NEW YORK GF	DEUTSCHE BANK AG DB HOUSE, H			81,897	0.01
CLSA GLOBAL MARKE	HSBC SECURITIES SERVICES 11TH F			304,734	0.06
COAL STAFF SUPERAN	JPMORGAN CHASE BANK N.A. IND			6,084	0
COLUMBIA INDIA CON	DEUTSCHE BANK AG, DB HOUSE H			273,334	0.05
DANSKE INVEST SICAV	HSBC SECURITIES SERVICES 11TH F			144,679	0.02
DANSKE INVEST SICAV	HSBC SECURITIES SERVICES 11TH F			480,700	0.09
DANSKE INVEST SICAV	HSBC SECURITIES SERVICES 11TH F			261,132	0.05
DB INTERNATIONAL (A	DEUTSCHE BANK AG DB HOUSE, H			337,281	0.06

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	16	11
Members (other than promoters)	52,797	55,968
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	2	0	2	0	0	0
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	4	0	4	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	2	5	2	5	0	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)
Mr. Kishore Biyani	00005740	Managing Director	2,121	
Mr. Rakesh Biyani	00005806	Managing Director	2,121	
Mr. Shailendra Bhandar	00317334	Director	8,000	
Mr. Ravindra Dhariwal	00003922	Director	0	
Ms. Gagan Singh	01097014	Director	0	
Ms. Sridevi Badiga	02362997	Director	0	
Mr. Rahul Garg	06939695	Director	0	
Mr. C. P Toshniwal	ABZPT0231G	CFO	31,000	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Virendra Samani	APTPS2785J	Company Secretar	11,864	

(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)
Mr.Rajan Bharti Mittal	00028016	Director	09/08/2018	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
Annual General Meeting	29/08/2018	51,738	125	47.04
Extraordinary General Meet	05/03/2019	56,038	109	48.89

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/05/2018	7	6	85.71
2	09/08/2018	8	7	87.5
3	14/11/2018	7	6	85.71
4	04/02/2019	7	7	100
5	28/02/2019	7	4	57.14
6	25/03/2019	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	21/05/2018	4	4	100
2	Audit Committee	09/08/2018	4	4	100
3	Audit Committee	14/11/2018	4	3	75
4	Audit Committee	04/02/2019	4	4	100
5	Audit Committee	25/03/2019	4	3	75
6	Nomination and Remuneration	21/05/2018	3	2	66.67
7	Nomination and Remuneration	05/07/2018	3	3	100
8	Nomination and Remuneration	09/08/2018	3	2	66.67
9	Nomination and Remuneration	04/02/2019	3	3	100
10	Nomination and Remuneration	25/03/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/07/2019
								(Y/N/NA)
1	Mr. Kishore Bhatnagar	6	6	100	1	1	100	Yes
2	Mr. Rakesh Bhatnagar	6	3	50	5	3	60	Yes
3	Mr. Shailendra Kumar	6	5	83.33	9	7	77.78	Yes
4	Mr. Ravindra Kumar	6	6	100	10	10	100	Yes
5	Ms. Gagan Singh	6	6	100	10	10	100	Yes
6	Ms. Sridevi Bhatnagar	6	5	83.33	5	5	100	Yes
7	Mr. Rahul Garodia	5	4	80	4	4	100	No

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Kishore Biyani	Managing Director	39,123,480	15,000,000	0	4,734,419	58,857,899
2	Mr. Rakesh Biyani	Jt. Managing Director	38,940,480	10,000,000	0	4,712,459	53,652,939
	Total		78,063,960	25,000,000	0	9,446,878	112,510,838

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Chandra Prakash	CFO	28,442,000	0	0	4,491,188	32,933,188
2	Mr. Virendra Samarth	Company Secretary	4,809,085	0	0	32,800	4,841,885
	Total		33,251,085	0	0	4,523,988	37,775,073

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	Mr. Rajan Bharti Mittal	Non-Executive Director	0	3,500,000	0	250,000	3,750,000
2	Mr. Ravindra Dharwadkar	Independent Director	0	3,500,000	0	1,450,000	4,950,000
3	Mr. Shailendra Bhargava	Independent Director	0	3,500,000	0	950,000	4,450,000
4	Ms. Gagan Singh	Independent Director	0	3,500,000	0	1,400,000	4,900,000
5	Ms. Sridevi Badiga	Independent Director	0	3,500,000	0	1,100,000	4,600,000
	Total		0	17,500,000	0	5,150,000	22,650,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
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(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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

Whether associate or fellow ☒ Associate ☐ Fellow

Certificate of practice number

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:

- 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.
- 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

KISHOR
E BIYANI
Digitally signed by
KISHORE BIYANI
Date: 2019.05.18
15:10:59 +05'30'

DIN of the director

To be digitally signed by

VIRENDRA
MANSUKHLAL SAMANI
Digitally signed by
VIRENDRA
MANSUKHLAL SAMANI
Date: 2019.09.16 15:12:54
+05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

12971

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

Attach

Attach

Attach

Attach

List of attachments

MGT 8_FRL_2018-19.pdf
Committee Meeting_Attachment.pdf
Future Retail Limited_MGT7_SHT.pdf
Future Retail Limited_MGT7_FII_FPI.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