

ALLIANCE SPACES PRIVATE LIMITED

Regd. Off.: C/o. Market City Resources Pvt. Ltd., Gr. Floor., R. R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai – 400011. CIN: U55101MH2007PTC169101

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of **ALLIANCE SPACES PRIVATE LIMITED** ("the Company") will be held on Saturday, September 30, 2017 at 3.00 PM at registered office of the Company at C/o Market City Resources Private Limited, Ground Floor, R.R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai- 400011 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the financial year ended March 31, 2017, Profit and Loss Statement as at that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Varun Parwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint , M/s A.M. Ghelani & Company, Chartered Accountants (firm regn no. 103173W), as Statutory Auditors of the Company for a period of five years i.e. from FY 2017-18 to FY 2021-2022 (subject to ratification of their re-appointment at every AGM).

SPECIAL BUSINESS

4. APPOINTMENT OF MR. DIPESH GANDHI AS MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNEL OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) at the ensuing General Meeting and subject to such approvals as may be necessary in this regard, Mr. Dipesh Gandhi be and is hereby appointed as Managing Director and Key Managerial Personnel of the Company for a period of five years with effect from February 9, 2017 on such terms and conditions as may be mutually agreed upon by Mr. Dipesh Gandhi and management of the Company.



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RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company may sign and file the prescribed forms with the Registrar of the Companies, Maharashtra, Mumbai and maintain the prescribed registers and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the aforesaid resolution."

**By order of the Board of Directors
For Alliance Spaces Private Limited**

**Place : Mumbai
Date : September 5, 2017**



**Haresh Morajkar
Director
DIN: 00074983**



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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Shareholders are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Authorised Representative of Shareholders should fill in the attendance slip for attending the Meeting.
4. The Register of Directors Shareholding shall be available for inspection at the Meeting.
5. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of business under Item Nos. 4 is annexed hereto.

**By order of the Board of Directors
For Alliance Spaces Private Limited**



Haresh Morajkar
Director
DIN: 00074983

Place : Mumbai
Date : September 5, 2017



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Dipesh Gandhi was appointed as Managing Director and Key Managerial Personnel for a five-year term, effective from February 9, 2017, subject to the approval of shareholders of the Company in the ensuing General Meeting.

Pursuant to Section 152(2) of the Companies Act, 2013 and the rules made thereunder, the consent of the members of the Company in general meeting is required for appointing a director. Accordingly, this matter has been placed before the members of the Company for their approval.

BRIEF PROFILE OF MR. DIPESH GANDHI

Mr. Dipesh Gandhi is "Executive Program in Management" from Columbia Business School and Bachelor's Degree in Commerce, Mumbai University Class of 1998 - Major in accounts. He has an overall experience of around 20 years. He is Group Director - Business Development for Marketcity Resources Pvt. Ltd.

The names of Companies and the Committees in which, Mr. Dipesh Gandhi is a Director / members are available at the Registered Office of the Company.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval as Ordinary Resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

**By order of the Board of Directors
For Alliance Spaces Private Limited**

**Place : Mumbai
Date: September 5, 2017**



**Haresh Morajkar
DIN: 00074983
Director**



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Mahalaxmi, Mumbai – 400011. CIN: U55101MH2007PTC169101

ATTENDANCE SLIP

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Saturday, September 30, 2017 at 3.00 PM at C/o Market City Resources Private Limited, Ground Floor, R.R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai- 400011.

Name _____

Regd. Folio. No. _____ No. of Shares held _____

Client ID. No. _____ DP. ID. No. _____

Name of Proxy/Representative, if any _____

Signature of the Shareholder(s)/Proxy/Representative _____

Note: Member/ Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting.



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U55101MH2007PTC169101

Name of the company: Alliance Spaces Private Limited

Registered office: C/o. Marketcity Resources Private Ltd., Ground Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Estate, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai – 400011

Name of the Member(s)	
Address	
Email ID	
DP ID Client Id/ Folio No.	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: _____ or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held Saturday, September 30, 2017 at 3.00 PM at C/o Market City Resources Private Limited, Ground Floor, R.R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai- 400011 and at any adjournment thereof in respect of such resolutions as are indicated below:

ALLIANCE SPACES PRIVATE LIMITED

Regd. Off.: C/o. Market City Resources Pvt. Ltd., Gr. Floor., R. R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai – 400011. CIN: U55101MH2007PTC169101

Resolution No.

1. to receive, consider and adopt the audited balance sheet of the company for the financial year ended March 31, 2017, profit and loss statement as at that date together with the reports of board of directors and auditors thereon.
2. To appoint a Director in place of Mr. Varun parwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint , M/s A.M. Ghelani & Company, Chartered Accountants (firm regn no. 103173W), as Statutory Auditors of the Company for a period of five years i.e. from FY 2017-18 to FY 2021-2022 (subject to ratification of their re-appointment at every AGM).
4. Appointment of Mr. Dipesh Gandhi as Managing Director And Key Managerial Personnel of the Company:

Affix Re. 1
revenue
Stamp

Signed this..... day of..... 20....

Signature of shareholder.....

Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Route map to the venue of AGM

Regd. Off.: C/o. Market City Resources Pvt. Ltd., Gr. Floor., R. R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai – 400011. CIN: U55101MH2007PTC169101

Distance from Mahalaxmi Railway Station: 850 m



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DIRECTORS' REPORT

To
The Members,
Alliance Spaces Private Limited

Your Directors have pleasure in presenting Directors' Report of the Company together with the Audited Statement of Accounts for the year ended March 31, 2017.

1. FINANCIAL STATEMENTS & RESULTS

a. Financial Results

The Company's performance during the year ended March 31, 2017 as compared to the previous financial year, is summarized below:

Particulars	For the financial year ended March 31, 2017 (in Rs.)	For the financial year ended March 31, 2016 (in Rs.)
Total Income	41,334,045	1,698,268
Total Expenditure	30,530,709	32,201,848
Profit / (Loss) Before Tax	10,803,336	(30,503,580)
Tax Expenses		
• Current tax	14,28,000	-
• Deferred tax	39,28,800	(8,605,995)
• MAT Credit	(14,28,000)	-
Profit / (Loss) After Tax	6,874,536	(21,897,584)

b. Operations

Your Director would like to inform that there was a change in nature of the business of the Company. In view of the adverse market conditions, it was decided to discontinue the ongoing residential project "Fountain head" and undertake commercial development instead of residential development at the Company's project site. The Company is engaged in the activities pertaining to its commercial project.



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c. Report on performance of subsidiaries, associates and joint venture companies

During the year under review, your Company did not have any subsidiary, associate and joint venture company.

d. Share Capital

Authorized Share Capital:

The Company has an authorized share capital of Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 20,00,000 Equity Shares of Rs.10/- each

Issued, Subscribed and Paid up Share Capital:

The Company has an Issued, Subscribed and Paid up Share Capital of Rs. 19,986,940/- (Rupees One Crore Ninety Nine Lakh Eighty Six Thousand Nine Hundred Forty only) divided into 1,998,694 Equity Shares of Rs.10/- each

During the year, the Company has not issued shares with differential voting rights nor issued any sweat equity shares. Further, the Company has not issued any equity shares under employee's stock options scheme during the year under review.

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

e. Dividend

With a view to conserve resources, your Directors have thought it prudent not to recommend any dividend for the financial year under review.

f. Transfer To Reserves

The Board has not recommended transfer of any amount to the General Reserve.

g. Revision Of Financial Statement

There was no revision of the financial statements for the year under review.



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h. Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

i. Disclosures Under Section 134(3)(l) Of The Companies Act, 2013

Pursuant to the Share Purchase Agreements entered by the Company with The Phoenix Mills Limited, Fuhse River Limited, Fulda River Limited, K2A Hospitality Limited and Crest Ventures Limited, The Phoenix Mills Limited has purchased all Equity Shares from Fulda River Limited, K2A Hospitality Limited and Crest Ventures Limited and following is the updated Shareholding pattern of the Company:

Sr. No.	Name of the Shareholder	No of Shares	Percentage
1	Phoenix Hospitality Company Private Limited	1158950	57.99%
2	Fuhse River Limited	18697	0.94%
3	The Phoenix Mills Limited	821047	41.08%
E	Total	1998694	100.00%

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and date of this report.

j. Disclosure of orders passed by regulators or courts or tribunal

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

k. Particular of contracts or arrangement with related parties

During the financial year 2016-17, the Company has not entered into any related party transactions as per provisions of the Companies Act, 2013 read with relevant rules framed thereunder. All other related party transactions as per the Accounting Standards were entered into during the financial year 2016-17 were on arm's length basis and were in the ordinary course of the business.

There are no materially significant related party transactions entered into by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.



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The details of transactions/contracts/arrangements entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013 and Accounting Standards, during the financial year 2016-18 under review, has been furnished in notes to the financial statements.

1. Particulars of Loans, Guarantees, Investments and Securities

Full particulars of loans, guarantees, investments and securities provided during the financial year under review along with the purposes for which such loans, guarantees and securities are proposed to be utilized by the recipients thereof, has been furnished in notes to the financial statements.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Board Of Directors & Key Managerial Personnel

Mr. Dipesh Gandhi was appointed as Managing Director and Key Managerial Personnel for a five-year term, effective from February 9, 2017, subject to the approval of shareholders of the Company in the ensuing General Meeting.

Ms. Sunita Manwani and Mr. Sumchit Anand from the directorship of the Company w.e.f September 5, 2017.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Varun Parwal retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

b. Declarations By Independent Directors

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

a. Board Meetings

The Board of Directors met 10 times during the financial year ended 31st March 2017 i.e. on May 6, 2016, August 5, 2016, October 25, 2016, November 8, 2016, November 9, 2016, December 13, 2016, January 28, 2017, January 30, 2017, January 31, 2017 and February 9, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.



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b. Internal Control Systems

Adequate internal control systems commensurate with the nature of the Company's business and its size and complexity of operations are in place has been found to be operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

c. Disclosure Under Section 197(12) Of The Companies Act, 2013 And Other Disclosures As Per Rule 5 Of Companies (Appointment & Remuneration) Rules, 2014: Not Applicable

d. Payment Of Remuneration / Commission To Directors From Holding Or Subsidiary Companies:

Few of the Directors of the Company have been granted Employee Stock Options by The Phoenix Mills Limited, Holding Company during the financial year 2016-17.

4. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2017, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit/loss of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;



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5. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

a. Observations of Statutory Auditors on accounts for the year ended March 31, 2017

The observations made by the Statutory Auditors in their report for the financial year ended March 31, 2017 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. Ratification of Appointment of Auditors

As per the provisions Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, as M/s A.M. Ghelani and Company, Chartered Accountants are eligible to be appointed as Statutory Auditors of the Company. Hence, it has been proposed to appoint M/s A.M. Ghelani and Company, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years to hold office, from the conclusion of this ensuing Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company to be held for financial year 2021-2022 (subject to ratification of their re-appointment at every AGM).

Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

c. INTERNAL AUDITORS:

M/s Pipalia Singhal & Associates, Chartered Accountants, had offered themselves for re-appointment as Internal Auditors of the Company. M/s Pipalia Singhal & Associates, Chartered Accountants have been appointed as the Internal Auditors of the Company for the financial year 2017-18.

6. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:



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a. Extract Of Annual Return

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended March 31, 2017 made under the provisions of Section 92(3) of the Act forms part of this Report as Annexure III.

b. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies' (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

c. FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of earnings and outgo in foreign currency are given below:

Particulars	2016 -17 (In Rs.)	2015-2016 (In Rs.)
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

7. BUSINESS RISK MANAGEMENT

The Company's management systems, organization structure, standard operating procedures governs how the Company conducts the business and manages associated risks. The identification and evaluation of the business risks in the Company is carried out by the Board.

8. SEXUAL HARASSMENT POLICY

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has also established an Internal Complaints Committee, as stipulated by The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder. During the year under review, no complaints in relation to such harassment at workplace have been reported.



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9. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

**For and on behalf of the Board
For Alliance Spaces Private Limited**



Dipesh Gandhi
Managing Director
DIN: 02079576



Haresh Morajkar
Director
DIN: 00074983



September 5, 2017
Place: Mumbai

Annexure I
Extract of Annual Return
As on financial year ended on 31st March 2017
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	:	U55101MH2007PTC169101
Registration Date	:	23/03/2007
Name of the Company	:	Alliance Spaces Private Limited
Category / Sub-Category of the Company	:	Private Limited Company
Address of the Registered office and contact details	:	C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg, Shree Laxmi Woollen Mills Estate, Opp Shakti Mills, Mumbai - 400011
Whether listed company	:	Yes / No
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:- Not Applicable

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
-	-	-	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding subsidiary / associate	% of shares held	Applicable section
1	Phoenix Hospitality Company Private Limited 462, Senapati Bapat Marg,	U55101MH2007PTC169101	Holding	57.99	2(46)



	Lower Parel, Mumbai - 400013				
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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp. Phoenix Hospitality Co Pvt Ltd	-	1158950	1158950	57.99	-	1158950	1158950	57.99	-
e) Bodies Corp. The Phoenix Mills Limited	-	-	-	-	-	75000	75000	3.75	3.75
f) Banks / FI	-	-	-	-	-	-	-	-	-
g) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	-	1158950	1158950	57.99	-	1233950	1233950	61.74	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	1158950	1158950	57.99	-	1233950	1233950	61.74	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-



d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corp.									
i) Crest Ventures Ltd (Indian)	-	102353	102353	5.12	-	102353	102353	5.12	-
ii) K2A Hospitality Ltd (Overseas)	-	400000	400000	20.01	-	325000	325000	16.26	(3.75)
iii) Fulda River Ltd (Overseas)	-	318694	318694	15.95	-	318694	318694	15.95	-
iv) Fuhse River Ltd (Overseas)	-	18697	18697	0.94	-	18697	18697	0.94	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):	-	839744	839744	42.01	-	764744	764744	38.26	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	839744	839744	42.01	-	764744	764744	38.26	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1998694	1998694	100.00	-	1998694	1998694	100.00	-



ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Phoenix Hospitality Company Private Limited	1158950	57.99	-	1158950	57.99	-	-
2	The Phoenix Mills Limited	-	-	-	75000	3.75	-	3.75

iii. Change In Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Phoenix Hospitality Company Private Limited				
	At the beginning of the year	1158950	57.99	1158950	57.99
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	-	-	-	-
	At the End of the year	1158950	57.99	1158950	57.99
	The Phoenix Mills Limited				
	Date wise Increase/ Decrease in Promoters Share holding during the year	-	-	75000	3.75



	specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the End of the year	-	-	75000	3.75

iv. Shareholding Pattern Of Top Ten Shareholders (Other Than Directors, Promoters And Holders Of GDRs And ADRs)

Sr. No.	Name of the shareholder	Shareholding		Date	Increase /Decrease in Shareholding	Reason	Cumulative Shareholding during the year(April 01, 2016 to March 31, 2017	
		No. of shares at the beginning of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
1	K2A Hospitality Limited	400000	20.01	13/12/2016	Transfer of 75000 Share	-	325000	16.26
2	Fulda River Limited	318694	15.95	-	-	-	318694	15.95
3	Crest Resources Limited	102353	5.12	-	-	-	102353	5.12
4	Fuhse River Limited	18697	0.94	-	-	-	18697	0.94



Shareholding of Directors and Key Managerial Personnel: NIL

Sl. No.	For each of the Directors and	Shareholding at the beginning of the year	Cumulative Shareholding during the year
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KMP	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	Nil	Nil	Nil	Nil
At the End of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	387,210,956	-	-	387,210,956
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	98,596	-	-	98,596
Total (i+ii+iii)	387,309,552	-	-	387,309,552
Change in Indebtedness during the financial year				
Addition	297,900,000	431,519,087	-	729,419,087
Reduction	685,209,552	405,000,000	-	1,090,209,552
Net Change	(387,309,552)	26,519,087	-	(360,790,465)
Indebtedness at the end of the financial year				
Principal Amount	-	8,700,000	-	8,700,000
ii) Interest due but not paid	-	17,819,087	-	17,819,087
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	26,519,087	-	26,519,087



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:- Not Applicable**

Sl. No.	Particulars of Remuneration	Mr. Dipesh Gandhi Managing Director	Total Amount
1	Gross salary	-	-
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	-	-

Being 5% (as there is only one Managing Director) of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013.

B. REMUNERATION TO OTHER DIRECTORS: NIL

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	1. Independent Directors	Mr. Swapnil Kothari	Mr. Amit Kumar Dabriwala			
	Fee for attending board / committee meetings	-	-			
	Commission					
	Others, please specify					
	Total (1)	-	-			-
	2. Other Non-Executive Directors	NIL				
	Fee for attending board / committee meetings					
	Commission					



	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration	-	-			-

Being 11% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD- Not Applicable

Sl. No.	Particulars of Remuneration	Key Managerial Personnels		Total
		CFO	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission	-	-	
	- as % of profit	-	-	
	- others, specify	-	-	
5	Others, please specify	-		-
	Total	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NOT APPLICABLE

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA



Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

**For and on behalf of the Board
For Alliance Spaces Private Limited**



Dipesh Gandhi
Managing Director
DIN: 02079576



Haresh Morajkar
Director
DIN: 00074983



September 5, 2017
Place: Mumbai