

ANNUAL REPORT

OF

**ISLAND STAR MALL DEVELOPERS PRIVATE
LIMITED**

2022-2023

Registered Office: C/o Market City Resources Pvt. Ltd., R.R. Hosiery Building, Ground Floor, Laxmi
Woollen Mills Estate, Mahalaxmi, Mumbai- 400011.
Tel- +91-22-30016600 Fax- +91-22-30016601 E-mail: corpaffairs@phoenixmills.com
CIN No.: U45200MH2006PTC161067

ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

Regd. Office: C/o Marketcity Resources Pvt. Ltd., R.R. Hosiery Building, Gr. Floor, Shree Laxmi Woollen Mills Estate, Off. Dr. E. Moses Road, Mahalaxmi, Mumbai- 400011
T: + 91 22.3001 6600 F: + 91 22.3001 6818 CIN: U45200MH2006PTC161067
E-mail: corpaffairs@phoenixmills.com

NOTICE

NOTICE is hereby given that 17th Annual General Meeting of the members of Island Star Mall Private Limited ("the Company") will be held on Wednesday September 20, 2023 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditor's thereon;

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of Auditor's thereon;

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

3. To appoint a Director in place of **Mr. Raghav Bajoria (DIN: 08713745)**, who retires by rotation and being eligible, offers himself for re-appointment;

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Raghav Bajoria (DIN: 08713745), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

4. To approve the appointment of **Mr. Varun Parwal (DIN: 07586435)**, nominated by The Phoenix Mills Limited, as a Director on the Board of the Company



To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in terms of the Shareholders Agreement dated April 5, 2017 executed amongst the Company, The Phoenix Mills Limited (“PML”) and Canada Pension Plan Investment Board (“CPPIB”) and in accordance with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Varun Parwal (DIN: 07586435),, nominated by The Phoenix Mills Limited, who was appointed as an Additional Director of the Company with effect from November 26, 2022 and who holds office up to the date of this Annual General Meeting of the Company and who is eligible for being appointed and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By order of the Board of Directors
For Island Star Mall Developers Private Limited**



A handwritten signature in black ink that reads "Deepa Laungani".

**Deepa Laungani
Company Secretary**

Registered Office:

C/o Market City Resources Pvt. Ltd.,
R.R. Hosiery Building, Ground Floor,
Laxmi Woollen Mills Estate,
Mahalaxmi, Mumbai- 400011.

Tel- +91-22-30016600

E-mail: corpaffairs@phoenixmills.com

Website: <https://www.phoenixmarketcity.com/bangalore>

CIN:U55101MH2007PTC169124

Place : Mumbai

Date : August 18, 2023

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to the Special Businesses as set out in the Notice is annexed hereto and forms part of this Notice.
2. In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs ("MCA") allowed conducting General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM") without the physical presence of Members at a common venue. Accordingly, MCA vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars'), issued by the Ministry of Corporate Affairs, Government of India permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), and MCA Circulars, the 17th AGM of the Company is being held through VC/OAVM on Wednesday, September 20, 2023 at 11:00 A.M (IST).
3. Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form Attendance Slip and Route Map are not annexed to this Notice.
5. Non-Individual members intending to send their Authorised Representative(s) to attend the Meeting are requested to send a certified true copy of the relevant Board Resolution / Letter of Authority along with specimen signature(s) of the Authorised Representative(s) authorised under the said Board Resolution / Letter of Authority to attend and vote on their behalf at the meeting.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.



7. The information required to be provided under the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be re-appointed in (item 3 and 4) is annexed hereto.
8. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM.
9. M/s. PriceWaterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016), have been appointed as the Statutory Auditors of the Company to hold office for a period of five years, from 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2027.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the Members without any fee from the date of circulation of this notice up to the date of AGM, and also during the AGM.
11. All documents referred to in the accompanying Notice is available for inspection without any fee by members, in physical or electronic form at the Registered office of the Company and will also be made during the course of the meeting, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company situated at 2nd Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Compound, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011.
12. The facility for voting through ballot paper shall be made available.
13. Pursuant to Shareholders Agreement dated April 5, 2017 executed between Island Star Mall Developers Private Limited, The Phoenix Mills Limited (“PML”) and Canada Pension Plan Investment Board (“CPPIB”), the Company has appointed Mr. Rajit Kesaria (Membership No. ACS 28256 and COP No: 13207) to act as the Scrutinizer to scrutinize the voting process for item no 4 of this Notice, in a fair and transparent manner
14. Members are request to send the signed ballot (draft ballot paper is attached as Annexure I) to the scrutinizer at rajitakesaria@yahoo.co.in or to the company at corpaffairs@phoenixmills.com or send the hard copy of the same at the registered office of the company.
15. The Scrutinizer will submit his report to the Company on or before 48 hours of the conclusion of the Annual General Meeting.



16. The Notice convening the AGM along with the Annual Report will be available on the website of the Company at <https://www.phoenixmarketcity.com/bangalore/Investors>

**By order of the Board of Directors
For Island Star Mall Developers Private Limited**

Deepa

**Deepa Laungani
Company Secretary**



Place : Mumbai

Date : August 18, 2023

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

Item No. 4

Pursuant to terms of the Shareholders Agreement dated April 5, 2017 executed between Island Star Mall Developers Private Limited, The Phoenix Mills Limited ("PML") and Canada Pension Plan Investment Board ("CPPIB"), PML is entitled to nominate 3 (Three) directors on the Board of the Company.

Further due to resignation of Mr. Pawan Kumar Kakumanu, the Board of Directors on recommendation of the Nomination and Remuneration Committee vide circular resolution dated November 25, 2022 approved the appointment of Mr. Varun Parwal (DIN: 07586435) as an Additional Director of the Company w.e.f November 26, 2022, subject to the approval of the Members at the ensuing Annual General Meeting. It is now proposed to appoint him as Director by seeking shareholders' approval.

As per Section 161(1) of the Act and Articles of Association of the Company, Mr. Varun Parwal, being Additional Director, hold office upto the forthcoming Annual General Meeting of the Company and is eligible to be appointed as Director of the Company.

The Company has received notices from The Phoenix Mills Limited, a shareholder, under Section 160 of the Companies Act, 2013 stating its intention to propose Mr. Varun Parwal as non-executive director of the Company, liable to retire by rotation

Varun Parwal (DIN: 07586435) has provided his consent to be appointed as Director of the Company, and has provided declaration stating that they are not disqualified to be appointed as Directors in terms of Section 164(2) of the Companies Act, 2013 ("Act")

A brief profile of Mr. Varun Parwal (DIN: 07586435) is as follows:

Varun Parwal is an MBA. He has over 12 years of experience in industries such as real estate, pharma, construction covering functions of investor relations, fund raising, sell-side equity research, project management & wealth management. He is Deputy Chief Financial Officer of Phoenix Group and is responsible for managing Investor Relations for The Phoenix Group, business planning & corporate strategy for Commercial, Residential and Hospitality business verticals of the group and business development & asset acquisitions focusing on retail-led mixed use developments.

Further details relating to Mr. Varun Parwal (DIN: 07586435) including his qualifications, other Directorships, membership of Committees of other Boards are given in Annexure forming part of this Explanatory Statement of the Notice. This explanatory statement together with the accompanying Notice and annexure thereto may also be regarded as a disclosure under Secretarial Standard-2 on Board Meetings issued by the Institute of Company Secretaries of India.

Pursuant to Section 152 of the Companies Act, 2013, every Director of the Company shall be appointed in the General Meeting. Therefore, approval of Members is sought by the way of



Ordinary Resolution by the Company to appoint Mr. Varun Parwal (DIN: 07586435) on the Board of the Company.

The Board recommends the resolution as set out at Item No. 4 of the Notice for approval of the Members as an **Ordinary Resolution**.

Save and except Varun Parwal (DIN: 07586435), and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice respectively.



ANNEXURE TO THE NOTICE

**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual
General Meeting
[Pursuant to Secretarial Standard (SS-2) on General Meetings]**

Particulars	Name of Director	Name of Director
Name	Mr. Varun Parwal	Mr. Raghav Bajoria
DIN	07586435	08713745
Age	38 years	33 years
Nationality	Indian	Indian
Date of first appointment on the Board	November 26, 2022	March 31, 2020
Qualifications	MBA, CFA and PGPM from Indian School of Business	Business Management and Finance from Bangalore University
Experience and Expertise	Varun Parwal is an MBA. He has over 12 years of experience in industries such as real estate, pharma, construction covering functions of investor relations, fund raising, sell-side equity research, project management & wealth management. He is Deputy Chief Financial Officer of Phoenix Group and is responsible for managing Investor Relations for The Phoenix Group, business planning & corporate strategy for Commercial, Residential and Hospitality business verticals of the group and business development & asset acquisitions focusing on retail-led mixed use developments.	Mr. Raghav started his career at Price Waterhouse Coopers, in the tax and transfer-pricing department before joining Phoenix Mills in 2011. As Development Director, he spearheads the liaison and legal function across projects in Bangalore. With 14 years of experience in planning and development, he is responsible for crafting 360°/holistic strategic intent for retail and residential projects. His role extends to business development and land acquisition across South and East India.
Capacity	Non- Executive Director	Non- Executive Director
Details of Directorships held in other companies	<ul style="list-style-type: none"> • Palladium Constructions Private Limited • Island Star Mall Developers Private Limited • Destiny Retail Mall Developers Private Limited • Winston Hotels Private Limited • Pallazzo Hotels & Leisure Limited • Columbus Investment Advisory Private Limited 	<ul style="list-style-type: none"> • Mindstone Mall Developers Private Limited • Island Star Mall Developers Private Limited • Sparkle One Mall Developers Private Limited • Phoenix Logistics And Industrial Parks Private Limited • APL Metals Limited



	<ul style="list-style-type: none"> • Plutocrat Commercial Real Estate Private Limited • Sparkle One Mall Developers Private Limited • Alyssum Developers Private Limited • Mindstone Mall Developers Private Limited • Thoth Mall and Commercial Real Estate Private Limited • Insight Mall Developers Private Limited 	
Chairman in the Committees of the Boards of companies	<p>Pallazzo Hotels & Leisure Limited – Audit Committee,</p> <p>Plutocrat Commercial Real Estate Private Limited – Audit Committee,</p> <p>Mindstone Mall Developers Private Limited - Audit Committee,</p> <p>Island Star Mall Developers Private Limited – Audit Committee and Corporate Social Responsibility Committee</p> <p>Alyssum Developers Private Limited – Audit Committee</p> <p>Sparkle One Mall Developers Private Limited – Audit Committee</p> <p>Thoth Mall and Commercial Real Estate Private Limited- Audit Committee</p> <p>Insight Mall Developers Private Limited - Audit Committee</p>	Nil
Membership in the Committees of the Boards of companies	<p>Pallazzo Hotels & Leisure Limited – Audit Committee,</p> <p>Nomination and Remuneration Committee</p>	Nil



	<p>Plutocrat Commercial Real Estate Private Limited – Audit Committee, Nomination and Remuneration Committee</p> <p>Mindstone Mall Developers Private Limited - Audit Committee, Nomination and Remuneration Committee</p> <p>Island Star Mall Developers Private Limited – Nomination and Remuneration Committee, Audit Committee and Corporate Social Responsibility Committee</p> <p>Alyssum Developers Private Limited – Audit Committee Nomination and Remuneration Committee</p> <p>Sparkle One Mall Developers Private Limited – Audit Committee Nomination and Remuneration Committee</p> <p>Thoth Mall and Commercial Real Estate Private Limited- Audit Committee and Nomination and Remuneration Committee</p> <p>Insight Mall Developers Private Limited - Audit Committee and Nomination and Remuneration Committee</p>	
Number of shares held in the Company	1 share as a nominee of The Phoenix Mills Limited	Nil
Last drawn Remuneration	NIL	Nil
Terms and Conditions of Appointment / Reappointment	Appointed as Non- Executive Director, liable to retire by rotation.	Appointed as Non- Executive Director of the Company, liable to retire by rotation
Details of Remuneration sought to be paid	NA	Nil



Number of Board meetings attended during financial year 2022-23	4 out of 4 (appointment w.e.f November 26, 2023)	1 out of 9
Relationship with other Directors / KMPs' / Manager	Not Related to any Director / Key Managerial Personnel of the Company	Not Related to any Director / Key Managerial Personnel of the Company.
Summary of performance evaluation report	Not Applicable	Not Applicable



Island Star Mall Developers Private Limited

Regd. Office:

C/o Marketcity Resources Pvt Ltd, R. R. Hosiery Building, Ground Floor, Laxmi Woollen Mills
Estate, Mahalaxmi Mumbai- 400011 Tel: (022) 30016000

CIN: U45200MH2006PTC161067

Form No. MGT-12

Ballot Form

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and
Administration) Rules, 2014]

Annual General Meeting – Wednesday, September 20, 2023

Name of the first named Shareholder (in block letters)	
Registered postal address of the first named Shareholder (In block letters)	
Name(s) of the Joint Holder(s)	
Registered Folio No. / *DP Id Client Id	
No. of shares held	
Class of Shares	

***Applicable to investors holding shares in dematerialized form**I/We hereby exercise my/our vote in respect of Ordinary/ Special resolutions enumerated below by recording
my/our assent or dissent to the said resolution in the following manner:

Sr. No.	Description of Resolution	No. of Shares held by me/us	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Ordinary Business				
4	To approve the appointment of Mr. Varun Parwal (DIN: 07586435), nominated by The Phoenix Mills Limited, as a Director on the Board of the Company			

Place : _____
Date : _____



DIRECTORS' REPORT

Your Directors present their 17th Report on the business and operations of your Company along with the Audited Financial Statements of your Company for the year ended March 31, 2023.

Financial Highlights and State of Company's Affairs

(Amount in Lakhs)

Particulars	FY 2022-23		FY 2021-22	
	Standalone	Consolidated	Standalone	Consolidated
<u>Income</u>				
Revenue from Operations	26,129.94	30,288.47	17,593.60	17,593.60
Other Income	3,013.32	3,059.65	1,706.34	1,727.14
Total Income	29,143.26	33,348.12	19,299.94	18,865.74
<u>Expenses</u>				
Employee Benefit Expenses	1,088.76	1,323.96	832.68	832.68
Depreciation and Amortization Expenses	1,176.31	1,701.10	1,559.38	1,586.96
Finance Costs	4,405.28	1,609.16	3,326.05	198.69
Other Expenses	6,995.28	9,975.78	5,601.76	5,704.18
Total Expenses	13,665.60	14,609.40	11,319.87	8,322.51
Profit/(Loss) before Tax	15,477.66	18,738.72	7,980.07	10,543.23
<u>Less: Tax Expenses</u>				
Current Tax	2,689.42	2,770.08	1,685.07	1,736.43
Tax Expense of Earlier Year	(285.29)	(283.28)	-	2.43
Deferred Tax [Including MAT Credit Utilised]	1,030.61	1,408.92	433.17	468.31
Profit/(Loss) after Tax from Continuing Operations	12,042.93	14,843.00	5,861.83	8,336.06
Other Comprehensive Income / (Loss)	(2.92)	(33.55)	(14.22)	(20.66)
Total Comprehensive Income for the year	12,040.00	14,809.45	5847.61	8,315.40

OPERATIONS OF THE COMPANY

The Company continues to be engaged in the activities pertaining to its operation of Mall located at Bengaluru known as Phoenix MarketCity, Bengaluru, it has leasable area of approximate 1 million Square Feet (msf).



Phoenix Marketcity, Bangalore
Island Star Mall Developers Pvt. Ltd.
Mall Management Office, Lower
Ground Floor, No.40 & 41
Whitefield Main Road, Mahadevpura Post,
Bangalore - 560 048. T : +91.80.6726.6777

A Phoenix Mills Group Company

Island Star Mall Developers Private Limited
Registered Office :
C/o. Marketcity Resources Pvt. Ltd.
R.R Hosiery Building, Gr. Floor
Shree Laxmi Woollen Mills Estate,
Off Dr. E. Moses Rd., Mahalaxmi, Mumbai - 400 011,
T : +91.22.3001.6600 F : +91.22.3001.6818
CIN : U45200MH2006PTC161067
Email : corpaffairs@highstreetphoenix.com
Website : www.phoenixmarketcitybangalore.com

Phoenix Millennium, Phoenix Mall of Asia and Phoenix Citadel are owned and are being developed by our subsidiaries namely Alyssum Developers Private Limited, Sparkle One Mall Developers Private Limited and Insight Mall Developers Private Limited respectively.

Summary of the performance of the Company basis Standalone Financial Statements

During the financial year, the revenue from operations of the Company increased to Rs. 26,129.94 Lakhs from Rs. 17,593.60 Lakhs as compared to the previous year. Profit after tax has increased to Rs. 12,042.93 Lakhs from Rs. 5,861.83 Lakhs as compared to the profit of previous financial year.

Summary of the performance of the Company basis Consolidated Financial Statements

During the financial year, the revenue from operations of the Company increased to Rs. 30,288.47 Lakhs from Rs. 17,593.60 Lakhs as compared to the previous year. Profit after tax has increased to Rs. 14,843.00 Lakhs from Rs. 8,336.06 Lakhs as compared to the profit of previous financial year.

There was no change in nature of the business of the Company, during the year under review.

DIVIDEND

During the year under review, your directors have neither paid any interim dividend nor have recommended a final dividend. There is no unpaid dividend of earlier years which has been transferred or due to be transferred to Investor Education and Protection Fund during the year.

TRANSFER TO RESERVES

The Company does not propose to transfer any amount to the reserves.

HOLDING, SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES

As on March 31, 2023, The Phoenix Mills Limited holds 51.00% of the total paid-up share capital of the Company and is the Holding Company of your Company.

As on March 31, 2023, the Company has three subsidiaries. A statement containing salient features of the financial statements of the subsidiaries in the prescribed Form AOC-1 is appended as **Annexure I** to this Report. The statement also provides the details of performance and financial position of the subsidiaries.

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

Further during the year under review, The entire shareholding of Sparkle Two Mall Developers Private Limited ("STMDPL") was transferred to The Phoenix Mills Limited and STMDPL ceases to be a subsidiary of the Company w.e.f March 16, 2023. STMDPL is a fellow subsidiary of the Company.

SHARE CAPITAL

Authorized Share Capital:

The Authorised Share Capital of your Company as on March 31, 2023 stood at Rs. 285,00,00,000/- divided into 27,49,90,000 (Twenty Seven Crores Forty Nine Lakhs Ninety Thousand) Equity Shares of



Rs. 10 (Rupees Ten only) each, 10,000 (Ten Thousand) Special Equity Shares of Rs. 10 (Rupees Ten only) each and 1,00,00,000 (One Crore) Convertible Preference Shares of Rs. 10 (Rupees Ten only) each.

Issued, Subscribed and Paid up Share Capital:

The paid up capital of the Company as on the year ended March 31, 2023 is as under:

- a. Rs. 247,39,64,980/- (Rupees Two Hundred and Forty Seven Crores Thirty Nine Lakhs Sixty Four Thousand Nine Hundred and Eighty Only) divided into 24,73,96,498 Equity Shares of Rs. 10/- each fully paid up;
- b. Rs. 3,08,97,590/- (Rupees Three Crores Eight Lakhs Ninety Seven Thousand Five Hundred and Ninety Only) divided into 30,89,759 0.0001 % Compulsorily Convertible Preference Shares Series 'A'; ("CCPS Series 'A') of Rs. 10/- each fully paid up;
- c. Rs. 2,96,85,920 (Rupees Two Crores Ninety Six Lakhs Eighty Five Thousand Nine Hundred and Twenty Only) divided into 29,68,592 0.0001 % Compulsorily Convertible Preference Shares Series 'B'; ("CCPS Series 'B') of Rs. 10/- each fully paid up;
- d. Rs. 1000 (Rupees One Thousand Only) divided into 100 Special Equity of Rs. 10 each fully paid up.

FURTHER ISSUE OF CAPITAL

Your Company has not raised any further capital during the year under review by issue of Equity Shares.

BOARD OF DIRECTORS

Composition:

As on March 31, 2023, your Company's Board of Directors consisted of 7 (seven) Directors out of which 1 (One) is an Executive Director and 6 (six) are Non-Executive Directors, and their details are given hereunder:

Name of the Director	DIN	Executive / Non-Executive Director	Independent / Non-Independent Director
Mr. Gajendra Singh Rathore	07623957	Executive Director and Managing Director	Non-Independent Director
Mr. Raghav Bajoria	08713745	Non-Executive Director	Non-Independent Director
Mr. Varun Parwal#	07586435	Non-Executive Director	Non-Independent Director
Mr. Ankur Gulati	07857686	Non-Executive Director	Non-Independent Director



Mr. Hari Krishna Veerapaneni	00382218	Non-Executive Director	Non-Independent Director
Mr. Swapnil Kothari	05235636	Non-Executive Director	Independent Director
Ms. Shweta Vyas	06996110	Non-Executive Director	Independent Director

appointed as Additional Director w.e.f November 26, 2022.

Particulars of Changes to the Board

Following changes were made in the composition of the Board of Directors during the year under review:

- Mr. Pawan Kumar Kakumanu vide resignation letter dated November 23, 2022 resigned from the post of Director w.e.f November 25, 2022
- Mr. Varun Parwal (DIN: 07586435) was appointed as an Additional Director of the Company w.e.f. November 26, 2022, proposed to be appointed as Director in this ensuing Annual General Meeting.
- Mr. Gajendra Singh Rathore (DIN: 07623957) was reappointed as Managing Director of the Company for a term of five years commencing from January 9, 2023 to January 8, 2028 by the Board and Shareholders at their meetings held on January 6, 2023 and March 27, 2023 respectively.
- Ms. Shweta Vyas (DIN: 06996110) was reappointed as Non- Executive Independent Woman Director of the Company for a second term of five consecutive years commencing from March 27, 2023 to March 26, 2028 by the Board and Shareholders at their meetings held on January 6, 2023 and March 27, 2023 respectively.

Except as mentioned above there were no changes to the Board of your Company during the year under review and up to the date of this report.

Director liable to retire by Rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Raghav Bajoria, Director, who has been longest in office, retires by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment. The Board of Directors at its meeting held on August 18, 2023, has recommended his re-appointment at the forthcoming AGM. The Directors recommend his re-appointment to the Members for approval at the forthcoming AGM.

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

Your Company has received declarations from Ms. Shweta Vyas and Mr. Swapnil Kothari, Independent Directors, to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board of Directors, the Independent Directors are persons of integrity and possess relevant expertise and experience to continue as Independent Directors of the Company.



Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended by Ministry of Corporate Affairs ('MCA'), Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs ('IICA'). The Independent Directors of the Company are exempt from the requirement to undertake online proficiency self-assessment test.

Based on the confirmation / disclosures received from the Directors, the following Non-Executive Directors are Independent as on March 31, 2023:

1. Ms. Shweta Vyas
2. Mr. Swapnil Kothari

The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company at <https://www.phoenixmarketcity.com/bangalore>

BOARD MEETINGS AND ANNUAL GENERAL MEETING

Your Board of Directors met nine (9) times during the year under review, inter alia to review the financial performance of your Company and matters relating to its operations and statutory compliances for which due notices and notes to agenda were provided to the Directors in accordance with the Secretarial Standard on Meetings of the Board. Further, the meetings have complied with the requirements of quorum as prescribed in the Act and the intervening gap between two consecutive meetings did not exceed 120 days.

The Annual General Meeting of the Company was held on September 20, 2022. Except, Mr. Raghav Bajoria, Mr. Hari Krishna Veerapaneni, Directors, Mr. Gajendra Singh Rathore, Managing Director all other Directors were present at the Meeting.

The Extra Ordinary General Meeting of the Company were held on May 23, 2022, and March 27, 2023.

During the year, the attendance of the Directors at the Board Meetings of the Company were as under:-

Name of the Director	Number of Meetings which director was entitled to attend during the year	No. of Board Meetings attended during the year
Mr. Gajendra Singh Rathore	9	1
Mr. Raghav Bajoria	9	1
Mr. Pawan Kumar Kakumanu*	9	5
Mr. Varun Parwal#	9	4
Mr. Ankur Gulati	9	8
Mr. Hari Krishna Veerapaneni	9	1
Mr. Swapnil Kothari	9	9
Ms. Shweta Vyas	9	6

**resigned w.e.f November 25, 2022.*



appointed w.e.f November 26, 2022.

MEETING OF INDEPENDENT DIRECTORS

As stipulated in the Code of Conduct for Independent Directors under the Companies Act, 2013, a separate Meeting of the Independent Directors of the Company was held on February 06, 2023 to review the performance of Non-Independent Directors and the Board as whole. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Boards which is necessary to effectively and reasonably perform and discharge their duties.

EVALUATION OF PERFORMANCE:

Pursuant to the provisions of the Companies Act, 2013, the Board of Directors, in accordance with the criteria prescribed by the Nomination and Remuneration Committee, has carried out an annual evaluation of its own performance and that of its Committees as well as performance of each Director individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

The Directors have expressed their satisfaction with the evaluation process.

KEY MANAGERIAL PERSONNEL (KMP)

Pursuant to Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, key managerial personnel of your Company as on March 31, 2023 are as below:

Sr. No.	Name of KMP	Designation
1.	Gajendra Singh Rathore	Managing Director
2.	Girish Sharma	Chief Financial Officer
3.	Deepa Laungani	Company Secretary

PARTICULARS OF CHANGES IN THE KMP's

During the year under review, there has been no change in the KMP's of your Company.

COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee comprises of the following members:

Name of the Director	Designation
Varun Parwal*	Chairman
Shweta Vyas	Member



Swapnil Kothari	Member
-----------------	--------

***Audit Committee was re-constituted w.e.f. November 26, 2022 by appointing Mr. Varun Parwal as Chairman of the Audit Committee.**

The Committee met eight (8) times during the year under review, for which due notices and notes to agenda were provided to the Members in accordance with the Secretarial Standard on Meetings of the Board. Further, there were no instances during the year under review wherein any recommendation of the Audit Committee was not accepted by the Board

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises of the following members: -

Name of the Director	Designation
Swapnil Kothari	Chairman
Shweta Vyas	Member
Varun Parwal*	Member

***Nomination and Remuneration Committee was re-constituted w.e.f. November 26, 2022 by appointing Mr. Varun Parwal as member of the Nomination and Remuneration Committee.**

The Committee met three (3) times during the year under review for which due notices and notes to agenda were provided to the Members in accordance with the Secretarial Standard on Meetings of the Board.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee comprises of the following members:

Name of the Director	Designation
Varun Parwal*	Chairman
Shweta Vyas	Member
Swapnil Kothari	Member

***Corporate Social Responsibility Committee was re-constituted w.e.f. November 26, 2022 by appointing Mr. Varun Parwal as Chairman of the Corporate Social Responsibility Committee.**

The Committee met (2) times during the year under review, for which due notices and notes to agenda were provided to the Members in accordance with the Secretarial Standard on Meetings of the Board. The meeting was attended by all Members of the Committee.

Your Company also has in place a CSR Policy, in accordance with the provisions of the Companies Act, 2013. The CSR Policy can be accessed at the Company's website at the weblink: <https://www.phoenixmarketcity.com/bangalore>.

The Annual Report on Corporate Social Responsibility for FY 2022-23 is annexed as **Annexure II** and forms part of this Report.



ANNUAL RETURN

As per the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the annual return is placed on the website of the Company and is available at weblink: <https://www.phoenixmarketcity.com/bangalore>.

VIGIL MECHANISM

In terms of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014, your Company has in place a vigil mechanism for its Directors and employees to report their genuine concerns and grievances. The mechanism also provides for adequate safeguards to employees and Directors against victimization who avail of such mechanism to raise concerns, and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

The Whistle Blower Policy can be accessed at the Company's website at the weblink: <https://www.phoenixmarketcity.com/bangalore>.

COST AUDIT

The provisions relating to Cost Audit enumerated under Section 148 of the Companies Act, 2013 are not applicable to your Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134(3)(c) of the Companies Act, 2013, your Directors, based on representation from operating management and after due enquiry confirm that:

- (a) In the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and that there were no material departures in respect thereof;
- (b) Such accounting policies have been selected and applied consistently and 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 at the end of the financial year on March 31, 2023 and of the profit of the Company for the financial year ended on that date;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) Annual accounts have been prepared on a going concern basis; and
- (e) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the Financial Year ended March 31, 2023.



SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards viz. the Secretarial Standard-1 on Board Meetings (SS-1) and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government, and that such systems are adequate and operating effectively.

STATUTORY AUDITORS

The members of the Company at their 16th Annual General Meeting held on September 20, 2022, appointed M/s. PriceWaterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016), as Statutory Auditors of the Company to hold office for a period of five years, from 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2027.

The Audit Committee reviews the independence and objectivity of the Auditors and the effectiveness of the Audit process.

Your Directors confirm that the Auditors' Report on the Financial Statements for FY 2022-23 does not contain any qualification, reservation or adverse remark.

INTERNAL FINANCIAL CONTROLS

Pursuant to Rule 8 of the Companies (Accounts) Rules, 2014, your Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations.

Based on the representation received and after due enquiry, your Directors confirm that they have laid down internal financial controls with reference to the Financial Statements and these controls are adequate.

SECRETARIAL AUDITORS

In terms of the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, and the rules made thereunder (including any statutory enactments thereof), the Board had appointed M/s. Rajit Kesaria & Co., Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the Financial Year 2022-23. Secretarial Audit Report issued by M/s. Rajit Kesaria & Co. in Form MR-3 for the Financial Year 2022-23 is appended as **Annexure III** to this Report.

The said report does not contain any observation or qualification or adverse remark requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, M/s A. M. Ghelani & Associates were appointed as the Internal Auditors' of your Company for FY 2022-23 to conduct the Internal Audit of the Company. The Internal Auditors have been periodically reporting to the Audit Committee with regards to their audit process and key audit findings during the year.



REPORTING OF FRAUDS BY AUDITORS

During the year under review, none of the auditors of the company have reported any instances of frauds committed in the Company by its Officers or Employees as specified under Section 143(12) of the Companies Act, 2013.

POLICY ON CRITERIA FOR APPOINTMENT/REMOVAL OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL AND THE POLICY FOR REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

Your Company has framed a Policy on the appointment / removal of directors and senior management personnel, together with the criteria for determining qualifications, positive attributes and independence of directors and Policy on the remuneration of directors, Key Managerial Personnel and other employees as required under section 178(3) of the Companies Act 2013. The Policy is annexed to this Report as **Annexure IV** and forms part of this report. The Policy can be accessed at the Company's website at the weblink: <https://www.phoenixmarketcity.com/bangalore>.

BUSINESS RISK MANAGEMENT

The Board of Directors of your Company is primarily responsible for identification, evaluation and mitigation of risks related to the operations of the Company. The management of your Company under the supervision of the Board manages the risks associated with operations of your Company through implementation of Standard Operating Processes across all verticals, maintenance of proper records and verification of authenticity of transactions. In the opinion of the Board no such risk exist which may threaten the existence of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3)(A) and 8(3)(B) of the Companies (Accounts) Rules, 2014 relating to Conservation of Energy and Technology Absorption are not applicable to the Company. The details of Foreign Exchange earnings and outgo during the year under review are as mentioned below:

FOREIGN EXCHANGE EARNINGS AND OUTGO

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

Particulars	2022 – 2023 (In Rs.)	2021 – 2022 (In Rs.)
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Outgo	1,44,40,617	39,00,321

DISCLOSURE OF PARTICULARS OF EMPLOYEES AS REQUIRED UNDER RULE 5 (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014



Since your Company is an unlisted company, the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to your Company.

PUBLIC DEPOSITS AND LOANS/ADVANCES

Your Company has not accepted any deposits from the public or its employees, within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review and there is no amount which qualifies as deposit outstanding as on the date of Balance Sheet and not in compliance with the requirement of Chapter V of the Companies Act, 2013.

Further, since your Company is a subsidiary of a listed Company, the relevant disclosure in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as mentioned below:

(Amount in Rs.)

Particulars	Outstanding as on March 31, 2023	Maximum outstanding during FY 2022-23
The Phoenix Mills Limited	-	-

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As the Company falls under the definition of infrastructural facilities as specified under Schedule VI read with Section 186 of the Companies Act, 2013, particulars of loans given, investments made or guarantees or securities provided and the purpose for which the loans or guarantees or securities is proposed to be utilised by the recipient of loans or guarantees or securities as required to be disclosed in the financial statements for the year ended March 31, 2023 in terms of Section 186(4) of the Companies Act, 2013, are not applicable to the Company.

The particulars of loans/advances, etc., are furnished in the Notes to Accounts annexed to Financial Statements which forms part of this Annual Report.

PARTICULARS OF TRANSACTIONS WITH RELATED PARTIES

All related party transactions entered into during FY 2022-23 were on an arm's length basis and in the ordinary course of business except the transaction entered with Bellona Hospitality Services Limited, Fellow subsidiary of the Company which were in the ordinary course of business of the company but may not be considered completely on arm's length basis. The disclosure of related party transactions, as required under Section 134(3)(h) of the Act in Form AOC-2 is applicable to the Company and the same is attached as **Annexure V** to this Report.

No material related party transactions were entered during the financial year by the Company. Accordingly, the disclosure of related party transactions, as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company.

The Audit Committee has approved all related party transactions for the FY 2022-23.



Details of transactions, contracts and arrangements entered into with related parties by the Company, during FY 2022-23, are given in the Financial Statements for the year ended March 31, 2023.

MATERIAL CHANGES & COMMITMENTS

Unless stated elsewhere in the Report, there have been no other material changes and commitments from the closure of the financial year till the date of this report affecting the financial position of the Company.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Phoenix Mills Limited, holding Company of your Company, has in place a Policy for Prevention and Redressal of Sexual Harassment of women at workplace whose scope also extends to all its subsidiaries. Accordingly, scope of the said Policy covers all persons employed or associated with your Company as retainers, workers, probationers, trainees or apprentices.

During the year under review, no complaints in relation to sexual harassment at workplace have been reported.

Further, the Holding Company of your Company also conducts awareness programs and training workshops to sensitize employees to uphold the dignity of their colleagues at workplace especially with respect to prevention of sexual harassment.

DEMATERIALIZATION OF SHARES

As on March 31, 2023, for the purpose of dematerialization of shares, your Company has obtained following ISINs from National Securities Depositories Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL').

Sr. No.	Type of Share	ISIN	Physical	Demat
1	Equity Shares	INE596Q01015	-	100.00%
2	CCPS- Series A	INE596Q03011	-	100.00%
3	CCPS Series B	INE596Q03029	-	100.00%
4	Special Equity Shares	INE596Q01023	-	100.00%

GENERAL DISCLOSURES:

Your Directors make the following disclosures in respect of the following items during the year under review:

- During FY 2022-23, there was no issue of equity shares with differential rights as to dividend, voting or otherwise. The Company had allotted 100 special equity shares on April 6, 2017 pursuant to the terms of the Share Subscription and Purchase Agreement dated April 5, 2017 and Shareholders Agreement dated April 5, 2017 executed by and between the Company, The Phoenix Mills Limited ("PML") and Canada Pension Plan Investment Board ("CPPIB")
- There was no issue of sweat equity shares during the year



- There was no issue of equity shares under Employee Stock Option Scheme during the year;
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.
- There were no shares having voting rights not exercised directly by the employees and for the purchase of which or subscription to which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially own shares as envisaged under section 67(3)(c) of the Companies Act 2013).
- There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.
- There was no one time settlement of loan obtained from the Banks or Financial Institutions during the year.
- Further, your Directors confirm that no application has been filed against the Company before any bench of the National Company Law Tribunal during the year under review or as on the date of this report.
- There was no revision of financial statements and Board's Report of the Company during the year under review.

ACKNOWLEDGEMENTS

The Board of Directors place on record their appreciation of the assistance, guidance and support extended by all the Regulatory authorities including Ministry of Corporate Affairs, Registrar of Companies, Reserve Bank of India, the Depositories, Bankers and Financial Institutions, the Government at the Centre and States, as well as their respective Departments and Development Authorities in India connected with the business of the Company for their co-operation and continued support. The Company expresses its gratitude to the Customers for their trust and confidence in your Company.

In addition, the Directors also place on record their sincere appreciation of the commitment and hard work put in by the Registrar & Share Transfer Agents, all the suppliers, subcontractors, consultants, clients and employees of the Company.

For Island Star Mall Developers Private Limited


Gajendra Singh Rathore
Managing Director
DIN: 07623957


Varun Parwal
Director
DIN: 07586435



Date: August 18, 2023
Place: Mumbai

ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

Regd. Office: C/o Marketcity Resources Pvt. Ltd., R.R. Hosiery Building, Gr. Floor, Shree Laxmi Woollen Mills Estate, Off. Dr. E. Moses Road, Mahalaxmi, Mumbai- 400011

T: + 91 22.3001 6600 F: + 91 22.3001 6818 CIN: U45200MH2006PTC161067

E-mail: corpaffairs@phoenixmills.com

ANNEXURE I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. In Lakhs)

Sr. No.	Name of the subsidiary	The date since when subsidiary was acquired	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	Other Comprehensive Income	Total Comprehensive Income	Proposed Dividend	% of shareholding
1.	Alyssum Developers Private Limited	17/03/2017	1.00	(481.81)	1,06,748.01	1,07,228.82	5093.58	NIL	(61.77)	(78.06)	(139.83)	(15.85)	(155.68)	NIL	99.98%
2.	Sparkle One Mall Develop	29/08/2017	1.00	(257.93)	1,48,106.67	1,48,363.60	-	NIL	(74.17)	(17.47)	(91.64)	(14.46)	(106.10)	NIL	99.98%



	ers Private Limited														
3.	Insight Mall Develop ers Private Limited	11/12/2 018	10.0 2	(888.99)	72,403.25	73,282.22	836.84	NIL	(3,846. 05)	(196.26)	(4,042.3 1)	(2.32)	(57.06)	NIL	99.98%

Notes:

- Names of subsidiaries which are yet to commence operations- Alyssum Developers Private Limited and Sparkle One Mall Developers Private Limited are yet to commence operations.
- Names of subsidiaries which have been liquidated or sold during the year - Sparkle Two Mall Developers Private Limited ("STMDPL") ceases to be a subsidiary of the company and w.e.f March 16, 2023.



Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	1	2	3	4
Name of Associates / Joint Ventures	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Latest Audited Balance sheet Date	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Date on which the Associate or Joint Venture was associated or acquired	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Shares of Associates/Joint Ventures held by the Company on the year end	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(i) No.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(ii) Amount of Investment in Associates / Joint Venture	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(iii) Extend of Holding	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Description of how there is significant influence	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Reason why the associate/joint venture is not consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Networth attributable to Shareholding as per latest audited Balance sheet	Not Applicable	Not Applicable	Not Applicable	Not Applicable



Profit/Loss for the Year	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(i) Considered in Consolidation	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(i) Not Considered in Consolidation	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Notes:

1. Names of associates or joint ventures which are yet to commence operations – **Not Applicable**
2. Names of associates or joint ventures which have been liquidated or sold during the year - **Not Applicable**

For and on behalf of the Board

For Island Star Mall Developers Private Limited


Gajendra Singh Rathore
Managing Director
DIN: 07623957


Varun Parwal
Director
DIN: 07586435



Date: August 18, 2023
Place: Mumbai



ANNEXURE II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES FOR THE FINANCIAL YEAR 2022-23

(Pursuant to Section 135 of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014).

1. Brief outline on CSR Policy of the Company

The Company is committed to actively contribute to the social and economic development of the communities in which it operates with willingness to build a society that works for everyone. The Company strives towards becoming a socially responsible corporate entity with a thrust on community development, and education through sustained business conduct. Further, the Company is also committed towards ensuring environmental sustainability through ecological conservation and regeneration and promoting biodiversity. The CSR policy of the Company articulates what CSR means to the Company, kind of projects to be undertaken, identifying broad areas of intervention, approach to be adopted to achieve the CSR goals and monitoring mechanism as well as formulation of the annual CSR action plan. The CSR projects undertaken are also listed in the CSR policy.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Pawan Kakumanu*	Chairman/Non-Independent Non-Executive Director	2	1
2	Mr. Varun Parwal*	Chairman/Non-Independent Non-Executive Director	2	1
3	Ms. Shweta Vyas	Member/Independent Director	2	2
4	Mr. Swapnil Kothari	Member/Independent Director	2	2

*Mr. Pawan Kumar Kakumanu had resigned from the Company w.e.f November 25, 2022. The CSR Committee was reconstituted w.e.f November 26, 2022 by appointing Mr. Varun Parwal as a Chairman of the Committee in place of Mr. Pawan Kumar Kakumanu.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company- <https://www.phoenixmarketcity.com/bangalore> .

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable – Not Applicable

5. a) Average net profit of the company as per section 135(5) – Rs. 65,93,66,482/-

b) Two percent of average net profit of the company as per section 135(5) – Rs. 1,31,87,330/-

c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. – None

d) Amount required to be set off for the financial year, if any - NIL

e) Total CSR obligation for the financial year (b+ c-d) – Rs. 1,31,87,330/-

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Out of the total CSR Obligation of Rs. 1,31,87,330 during the FY 2022-23, the Company spend Rs. 5,00,000 on the CSR activities which pertains to Ongoing Project and remaining amount of CSR Obligation i.e. Rs 1,26,87,330 is transferred to Unspent CSR Account.

(b) Amount spent in Administrative Overheads - NIL

(c) Amount spent on Impact Assessment, if applicable – N/A

(d) Total amount spent for the Financial Year (a+b+c) – 5,00,000

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (In Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount (Rs.)	Date of transfer	Name of the Fund	Amount	Date of transfer
5,00,000	1,26,87,330	April 29, 2023	N.A	NIL	N.A

(f) Excess amount for set off, if any – Not Applicable

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Not Applicable



(ii)	Total amount spent for the Financial Year	Not Applicable
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Not Applicable
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not Applicable
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Not Applicable

7. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Name of the Fund	Amount (in Rs.).	Date of transfer		
1.	2021-22	66,82,264	NIL	66,82,264	NA	NIL	N.A	N.A	N.A
2.	2020-21	N.A	NIL	NIL	NA	NIL	N.A	N.A	N.A
3.	2019-20	N.A	NIL	NIL	NA	NIL	N.A	N.A	N.A

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes No

If Yes, enter the number of Capital assets created/ acquired: **Not Applicable.**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S. No.	Short particulars of the property or asset(s)[including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR Amount spent	Details of Authority/beneficiary of the registered owner	Company/ of the
1	2	3	4	5	6	



					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135 of the Act: – Not Applicable

For Island Star Mall Developers Private Limited

Gajendra Singh Rathore
Managing Director
DIN: 07623957

Varun Parwal
Director & Chairman of CSR Committee
DIN: 07586435



Date: August 18, 2023
Place: Mumbai

RAJIT KESARIA & CO.
B.Com, LLB, ACS



SHOP NO. 17, AAKRUTI CHS LIMITED, MATHURADAS ROAD, KANDIVALI (W), MUMBAI-400067
MOBILE NO. 97021 22860

E-mail:- rajitakesaria@yahoo.co.in,

csrajitkesaria@gmail.com

FORM NO. MR. 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED
C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg.,
Gr Floor, Shree Laxmi Woollen Mills Estate, Opp. Shakti Mills,
Mumbai 400011

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED** (CIN: U45200MH2006PTC161067) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company electronically, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31st March, 2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on 31st March, 2023 according to the applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;



(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder (Not applicable to the Company during audit period);

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the audit period)

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the Company during the audit period)

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)

(e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and

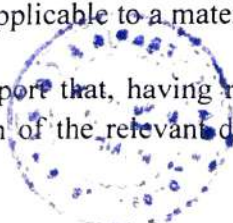
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 to the extent provision applicable to a material subsidiary.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on a test-check basis, the



Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance or at shorter notice in compliance with the applicable provisions of the Act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

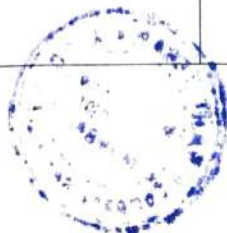
All decisions at Board Meetings and Committee Meetings are duly carried out as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board as the case may be and there were no dissenting members for any decisions in the Board or committee meetings during the period under review.

I further report that as represented by the Company and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review, the Company has undertaken following significant & material corporate events/actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

1) The Company had approved to give credit facility in the form of Inter Corporate Deposit(s) [ICD(s)] to and/or invest in the securities and/or Optionally Convertible Debentures of the subsidiaries, the details of which are as mentioned below:

Sr. No.	Name of the Subsidiary	Amount	Purpose
1	Alyssum Developers Private Limited	Upto Rs. 300 Crores in one or more tranches	on-going development activities at Wakad, Pune and general corporate purposes
2	Sparkle One Mall Developers Private Limited	Upto Rs. 300 Crores in one or more tranches	on-going development activities at Hebbal, Bangalore and general corporate purposes
3	Insight Mall Developers Private Limited	Upto Rs. 150 Crores in one or more tranches	on-going development activities at Indore, Madhya Pradesh and general corporate purposes



2) The Company had approved to give credit facility in the form of Inter Corporate Deposit(s) [ICD(s)] upto Rs. 6 Crores in one or more tranches to Mindstone Mall Developers Private Limited, fellow subsidiary of the Company.

3) The Company has repaid following charges during the period under review:

Sr. No.	Name of the Lender(s) or Security Trustee(s)	Charge id	Amount
1	IDBI Trusteeship Services Limited	100461815	325,00,00,000/- (Rupees Three Hundred Twenty Five Crore)
2	IDBI Trusteeship Services Limited	10583066	305,00,00,000/- (Rupees Three Hundred Five Crore)
3	IDBI Trusteeship Services Limited	100113376	160,00,00,000/- (Rupees One Hundred Sixty Crore)

4) The Company has availed Rupee Term Loan facility from Axis Bank Limited of Rs. 450 crores and Rs. 350 crores from Standard Chartered Bank and appointed AXIS Trustee Services Limited as Security Trustee by providing security over the project being Phoenix Marketcity Mall and Phoenix Marketcity Multiplex situated at Dyavasandra, Krishnarajapuram Hobli, Bangalore South Taluka, Bangalore District and Project Account, OD Account 1 & 2, DSRA 1 & 2, Current Assets, Project Assets and others. Out of Rs.450 crores, the rights and obligations of Axis Bank Limited were novated and transferred to ICICI Bank Limited to the extent of sum of Rs. 100 crores by way of execution of Novation cum Accession Agreement dated August 30, 2022.

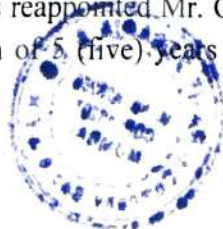
5) During the period under review, the Company has sold and transferred 10,000 Equity Shares of Rs. 10 each of Sparkle Two Mall Developers Private Limited, Wholly Owned Subsidiary of the Company to The Phoenix Mills Limited, Holding Company of the Company, for a consideration of Rs. 1,00,000/- (Rupees One Lakh only) comprising of 10,000 shares of Rs. 10/- per share.

6) The Company has increased the borrowing limit upto Rs. 2000/- crores under section 180 (1) (c) of the Act and also increased the limit upto Rs. 2000/- crore for creating the security under section 180 (1) (a) of the Act.

7) The Company has appointed M/s Pricewaterhouse Chartered Accountants LLP as Statutory Auditors for 5 years at the Annual General Meeting held on September 20, 2022.

8) The Company has increased the limit upto Rs. 3500/- crores under section 186 of the Companies Act, 2013 for the purposes of (a) giving any loan to anybody corporate(s) / person (s); (b) giving any guarantee or provide security in connection with a loan to anybody corporate(s) / person (s); and (c) acquiring by way of subscription, purchase or otherwise, securities of anybody corporate, from time to time in one or more tranches.

9) The Company has reappointed Ms. Shweta Vyas as Non-Executive Independent Woman Director for a second term of 5 (five) consecutive years commencing from March 27, 2023 to March 26, 2028. Further, the Company has reappointed Mr. Gajendra Singh Rathore as Managing Director of the Company for a second term of 5 (five) years with effect from January 9, 2023 to January 8, 2028.



Further, the Company has appointed Mr. Varun Parwal as an Additional Director of the Company w.e.f. November 26, 2022, nominated by The Phoenix Mills Limited ("PML") pursuant to terms of the Clause 6 of Shareholders Agreement dated April 5, 2017 entered into by and between the Company, The Phoenix Mills Limited ("PML") and Canada Pension Plan Investment Board ("CPPIB"), in place of Mr. Pawan Kumar Kakumanu, who has resigned as a Director of the Company w.e.f. November 25, 2022

10) The Company has transferred unspent CSR amount of Rs. 66,82,264/- (Rupees Sixty Six Lakhs Eighty Two Thousand Two Hundred Sixty Four only) for the financial year 2021-22 to Aakar Charitable Trust on May 04, 2022 for an on-going project of Construction of Check Dams.

Further, out of the total CSR obligation amounting to Rs. 1,31,87,330/- (Rupees One Crore Thirty One Lakhs Eighty Seven Thousand Three Hundred Thirty Only) for the financial year 2022-23, the Company has transferred Rs. 5,00,000/- (Rupees Five Lakhs Only) to Aakar Charitable Trust on March 31, 2023 for aforesaid on-going project. The balance unspent amount of Rs. 1,26,87,330/- (Rupees One Crore Twenty Six Lakhs Eighty Seven Thousand Three Hundred Thirty Only) was transferred to unspent CSR Account of financial year 2022-23 on April 29, 2023.

11) Pursuant to provision of Section 188 of the Companies Act, 2013 read with Rules framed thereunder, the Audit Committee and Board of Directors, at its meeting held on August 10, 2022, had approved, ratified and confirmed the related party transactions between the Company and Bellona Hospitality Services Limited, a fellow subsidiary of the Company which are in the ordinary course of business of the company but may not be considered completely on arm's length basis for operation of restaurants in Company's mall.

For **Rajit Kesaria & Co**



Rajit Kesaria
Proprietor

UDIN: A028256E000342141

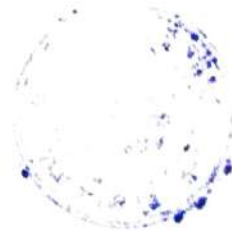
Peer Review Certificate No. 2963/2023

Membership No.: A28256

COP No.: 13207

Date: May 22, 2023

Place: Mumbai



Note: This Report is to be read with my letter of even date which is annexed as '**Appendix A to the Form No. MR. 3**' and forms an integral part of this report.

'Appendix A to the Form No. MR. 3'

To,
The Members,
ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED
C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg.,
Gr Floor, Shree Laxmi Woollen Mills Estate, Opp. Shakti Mills,
Mumbai 400011

My report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.
5. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
7. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test check basis.

Disclaimer

8. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Rajit Kesaria & Co.**



Rajit Kesaria
Proprietor

Membership No.: A28256

COP No.: 13207

Peer Review Certificate No. 2963/2023

Date: May 22, 2023

Place: Mumbai



ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

Regd. Off.: C/o. Market City Resources Pvt. Ltd., Ground Floor, R. R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai – 400011. CIN: U45200MH2006PTC161067 Email: corpaffairs@highstreetphoenix.com Tel: 022-30016800

Annexure IV

Nomination & Remuneration Policy

1. Preface

The Company understands the importance of attracting and retaining highly talented individuals at all levels of the organization. The Company and its management endeavor to recruit and retain employees who achieve operational excellence and create value for shareholders. The Company believes that a transparent, fair and reasonable process is vital for determining the appropriate remuneration at all levels of the Organization. The Board has constituted the Nomination and Remuneration Committee (the "Committee") to assist the Board in discharging its responsibilities relating to compensation of the Company's directors and other senior level employees.

2. Objectives

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Independent, Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions.
- To recommend to the Board, the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To determine criteria for remuneration of the Directors and Key Managerial Personnel based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel and provide necessary report to the Board for further evaluation by the Board.
- To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance and provide necessary report to the Board for further evaluation by the Board.
- To provide them rewards linked directly to their efforts, performance, dedication and achievement relating to the Company's operations and growth.
- To lay down policies to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity.

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3. Definitions

'Act' means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

'Board' means Board of Directors of the Company.

'Committee' means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board from time to time.

'Company or the Company' means Island Star Mall Developers Private Limited.

'Director(s)' mean Director(s) of the Company.

'Independent Director' means a Independent Director of the Company appointed pursuant to the provisions of Section 149(6) of the Companies Act, 2013.

"Key Managerial Personnel" means a key-managerial personnel as defined under the Companies Act, 2013 and includes

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

'Senior Management' means Senior Management means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. Policy

This Policy is divided in two sections Part A and Part B. Part A covers the appointment and nomination related policies. Part – B covers remuneration related policies.

4.1. Part A - Appointment and Nomination

4.1.1 Criteria for Board Membership

The Committee shall take into account following points for appointment of a person as Director, KMP or at Senior Management level and recommend to the Board his / her

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appointment accordingly.

- Shall possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- Shall possess the highest personal and professional ethics, integrity, values and moral reputation and be eligible to hold the office under the provisions of the Companies Act, 2013 and Rules made thereunder and the applicable policies of the Company.

4.1.2 Additional Criteria for Independent Directors

In addition to the criteria mentioned above, a person proposed to be appointed as an Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder as amended from time to time.

4.1.3 Term / Tenure

The Term / Tenure of the Directors shall be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

4.1.4 Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or the applicable policies of the Company, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

4.1.5 Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board shall have the discretion to retain a Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

4.1.6 Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular intervals (yearly). The evaluation of performance of the Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The performance evaluation shall be carried as per the

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manner specified by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall decide on the methodology of the performance evaluation.

4.1.7 Policy on Board diversity

The Company believes that a truly diverse Board would be necessary for effectively managing the affairs of the Company. Diversity in terms of the skills, regional and industry experience, background, gender and other diversities between Directors is essential to enable the Board, as a whole, to achieve the desired results for the Company. These distinctions shall be considered in determining the optimum composition of the Board and when possible shall be balanced appropriately. All Board appointments shall be made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

4.2 Part B – Remuneration and Perquisites

The Committee shall recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals: The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

4.2.1 *Managing Director/Whole-time Director/Executive Director*

Besides the above criteria, the remuneration/ compensation/ commission etc to be paid to Managing Director/Whole-time Director/ Executive Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

4.2.2 *Non executive Independent Directors*

The Non-Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof as may be approved by the Board and shareholders. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. An Independent Director shall not be entitled to any stock options of the Company.

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4.2.3 KMPs / Senior Management Personnel etc

The remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

5. Disclosure

The Criteria for remuneration of Directors and the manner in which annual evaluation of the performance of the Board, its Committees and of individual directors has been made shall be disclosed in the Directors Report.

6. Review

Any change in the Policy shall be approved by the Board of Directors or any of its Committees (as may be authorized by the Board of Directors in this regard). The Board of Directors or any of its authorized Committees shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board or its Committee in this respect shall be final and binding. Any subsequent amendment / modification in the Companies Act, 2013 shall automatically apply to this Policy.

Note: Amended by the resolution passed by the Board of Directors at their meeting held on June 29, 2020.

ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

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Mahalaxmi, Mumbai- 400011
T: + 91 22.3001 6600 F: + 91 22.3001 6818 CIN: U45200MH2006PTC161067
E-mail: corpaffairs@phoenixmills.com

ANNEXURE V

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Bellona Hospitality Services Limited, Fellow Subsidiary
b)	Nature of contracts / arrangements / transaction	Leave and License Agreement for operating Food & Beverage outlets under the brand name 'Ishaara', 'Dobaara', 'Allora' and 'Cha Cha Cha' at the Company's Mall situated at Bangalore.
c)	Duration of the contracts / arrangements / transaction	The duration of the contract is for 59 Months.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	License Fees, other Charges and Payment related obligation as detailed in Leave and License Agreement.
e)	Justification for entering into such contracts or arrangements or transactions'	a. Food & Beverage business (F&B) was severely hit during COVID-19 and some of the spaces in the Company's Mall situated in Mumbai were vacant at that time for most of the period. b. Considering the lack of good quality pan-India financially secured F&B operators, The Phoenix Mills Limited (PML), Holding Company of the Company, through its subsidiaries, has invested funds in creating a portfolio of F&B offering across all the malls. c. F&B is a new line of business which PML through its subsidiaries has been operating solely for the purpose of ensuring overall offering available to the mall visitors and to drive the appropriate profile of footfalls. d. In the efforts to fill the Food & Beverage vacancies and to improve customer experience, the Company had entered into or propose to enter into Leave and License Agreements with Bellona Hospitality Services Limited (LLA), a fellow subsidiary of the Company.
f)	Date of approval by the Board	August 10, 2022
g)	Amount paid as advances, if any	NA



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E-mail: corpaffairs@phoenixmills.com

h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA
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2. Details of contracts or arrangements or transactions at Arm's length basis.

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts / arrangements / transaction	-
c)	Duration of the contracts / arrangements / transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	-

For Island Star Mall Developers Private Limited


Gajendra Singh Rathore
Managing Director
DIN: 07623957


Varun Parwal
Director
DIN: 07586435



Date: August 18, 2023
Place: Mumbai

Price Waterhouse Chartered Accountants LLP

Independent Auditor's Report

To the Members of Island Star Mall Developers Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying Standalone Financial Statements of Island Star Mall Developers Private Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2023, and the Standalone Statement of Profit and Loss (including Other Comprehensive Loss), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and total comprehensive income (comprising of profit and other comprehensive loss), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include the Standalone Financial Statements and our auditor's report thereon. The Directors' Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Directors' Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.



Price Waterhouse Chartered Accountants LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028
T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Island Star Mall Developers Private Limited
Report on audit of the Standalone Financial Statements
Page 2 of 5

Responsibilities of management and those charged with governance for the Standalone Financial Statements

5. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Island Star Mall Developers Private Limited

Report on audit of the Standalone Financial Statements

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other legal and regulatory requirements

11. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Loss), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Island Star Mall Developers Private Limited
Report on audit of the Standalone Financial Statements
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- (e) On the basis of the written representations received from the directors as on April 1, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 35 to the Standalone Financial Statements;
 - ii. The Company has long-term contracts as at March 31, 2023 for which there were no material foreseeable losses. The Company did not have any long-term derivative contracts as at March 31, 2023.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 45(vii) to the Standalone Financial Statements);
(b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the Standalone Financial Statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 45(vii) to the Standalone Financial Statements); and
(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Island Star Mall Developers Private Limited
Report on audit of the Standalone Financial Statements
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- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for maintaining books of account in accounting software having a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
13. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants



Nitin Khatri
Partner
Membership Number: 110282
UDIN: 23110282BGYAZM8670
Place: Mumbai
Date: May 22, 2023

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report

Referred to in paragraph 12(f) of the Independent Auditors' Report of even date to the members of Island Star Mall Developers Private Limited on the Standalone Financial Statements for the year ended March 31, 2023

Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to Standalone Financial Statements of Island Star Mall Developers Private Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Standalone Financial Statements.



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Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report

Referred to in paragraph 12(f) of the Independent Auditors' Report of even date to the members of Island Star Mall Developers Private Limited on the Standalone Financial Statements for the year ended March 31, 2023

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Meaning of Internal Financial Controls with reference to Standalone Financial Statements

6. A company's internal financial controls with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control controls with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants



Nitin Khatri
Partner

Membership Number: 110282
UDIN: 23110282BGYAZM8670
Place: Mumbai
Date: May 22, 2023

Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Island Star Mall Developers Private Limited on the Standalone Financial Statements as of and for the year ended March 31, 2023

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- (i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment (including Investment Properties).
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment (including Investment Properties) are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of all the immovable properties, as disclosed in Note 6 to the Standalone Financial Statements, are held in the name of the Company.
- (d) The Company has chosen cost model for its Property, Plant and Equipment and intangible assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- (ii) (a) The Company is in the business of rendering services and, consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii)(a) of the Order are not applicable to the Company.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from bank and financial institutions on the basis of security of current assets. Based on the information and explanation given to us the Company is not obligated to file Quarterly returns or statements with such banks and financial institutions and accordingly, the question of our commenting on whether these returns or statements are in agreement with the unaudited books of account of the Company does not arise.



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Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

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- (iii) (a) The Company has made investments in 3 companies and granted unsecured loans to 3 companies. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to subsidiaries and to parties other than subsidiaries are as per the table given below:

(Rs. in Lakhs)	
Particulars	Loans
Aggregate amount granted / provided during the year	
• Subsidiaries	4,000
• Others	201
Balance outstanding as a balance sheet date in respect of above case:	
• Others	1

(Also refer Note 42 to the Standalone Financial Statements)

- (b) In respect of the aforesaid investments/loans, the terms and conditions under which such loans were granted/investments were made are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans, no schedule for repayment of principal and payment of interest has been stipulated by the Company. Therefore, in the absence of stipulation of repayment terms, we are unable to comment on the regularity of repayment of principal and payment of interest.
- (d) In respect of the aforesaid loans in nature of loans, there is no amount which is overdue for more than ninety days. Also refer clause (iii)(c).
- (e) There were no loans which fell due during the year and were renewed / extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.
- (f) Following loans were granted during the year, including to related parties under Section 2(76), which are repayable on demand:

(Rs. in Lakhs)	
Particulars	Related Parties
Aggregate of loans	
• Repayable on demand	4,201
Percentage of loans/advances in nature of loan to the total loans	100%

(Also refer Note 42 to the Standalone Financial Statements)



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Island Star Mall Developers Private Limited on the Standalone Financial Statements as of and for the year ended March 31, 2023

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- (iv) In our opinion, and according to the information and explanations given to us, the Company is engaged in providing infrastructure facilities as specified in Schedule VI of the Act and accordingly, the provisions of section 186, except subsection (1), of the Act are not applicable to the Company. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186(1) of the Companies Act, 2013 in respect of the loans and investments made by it.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- (vi) The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund and income tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employees' state insurance, labour welfare fund, cess, goods and services tax, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2023 which have not been deposited on account of a dispute, are as follows:

(Rs. in Lakhs)						
Name of the statute	Nature of dues	Gross amount	Amount paid under protest	Net amount	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income Tax	0.22	-	0.22	Assessment Year 2012-13	Income Tax Appellate Tribunal
The Finance Act, 1994	Service Tax	669.90	-	669.90	Financial Year 2011-12 to 2017-18	Customs, Excise and Service Tax Appellate Tribunal, Southern Bench

- (viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Island Star Mall Developers Private Limited on the Standalone Financial Statements as of and for the year ended March 31, 2023

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- (ix) (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained. (Also refer Note 45(B) to the Standalone Financial Statements).
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has taken funds from the following entities and persons on account of or to meet the obligations of its subsidiaries as per details below:

(Rs. in Lakhs)

Nature of fund taken	Name of lender	Amount involved	Name of the subsidiary	Relation (subsidiary)	Nature of transaction for which fund utilized	Remarks, if any
Loan	Axis Bank	23,000	• Alyssum Developers Private Limited	Subsidiaries	Construction and Development Expense	-
	Standard Chartered Bank	17,500	• Insight Mall Developers Private Limited			
	ICICI Bank	2,500	• Sparkle One Mall Developers Private Limited			



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Island Star Mall Developers Private Limited on the Standalone Financial Statements as of and for the year ended March 31, 2023

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- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries companies.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Standalone Financial Statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
(b) The reports of the Internal Auditor for the period under audit have been considered by us.



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Island Star Mall Developers Private Limited on the Standalone Financial Statements as of and for the year ended March 31, 2023

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- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- (xviii) There has been resignation of the joint auditors during the year and no issues, objections or concerns raised by the outgoing auditors in the resignation letter.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 46 to the Standalone Financial Statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Island Star Mail Developers Private Limited on the Standalone Financial Statements as of and for the year ended March 31, 2023

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- (b) The Company has transferred the amount of Corporate Social Responsibility remaining unspent under sub-section (5) of Section 135 of the Act pursuant to ongoing projects to a special account in compliance with the provision of sub-section (6) of Section 135 of the Act. (Also refer Note 47 to the financial statements).

(Rs. in Lakhs)

Financial year*	Amount to be spent in accordance with section 135(5)	Amount remaining unspent as at the year-end to be transferred special account u/s 135(6)	Amount transferred to Special Bank Account u/s 135(6), within 30 days from end of financial year (or till the date of audit report, if that is earlier)	Amount transferred to Special Bank Account u/s 135(6), after a period of 30 days from end of financial year (till the date of audit report)	Amount not transferred to Special Bank Account u/s 135(6), till the date of audit report
(a)	(b)	(c)	(d)	(e)	(f)
2022-23	131.87	126.87	126.87	-	-
2021-22	66.82	-	-	-	-

(*For Current year and for the previous year for which the amount remains unspent)
(Also refer Note No. 47 to the Standalone Financial Statements.)

- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants



Nitin Khatri
Partner
Membership Number: 110282
UDIN: 23110282BGYAZM8670
Place: Mumbai
Date: May 22, 2023

Island Star Mall Developers Private Limited
(CIN No. U45200MH2006PTC161067)
Standalone Balance sheet as at 31st March 2023

(₹ in Lakhs)

Particulars	Notes	As at	As at
		31st March 2023	31st March 2022
Assets			
Non-Current Assets			
Property, Plant and Equipment	4	6,407.12	7,059.36
Investment Properties under Construction (including Capital work-in-progress)	5	4,795.14	4,061.12
Investment Properties	6	40,246.26	40,713.23
Other Intangible Assets	4	0.48	1.11
Financial Assets			
(i) Investments in Subsidiaries	7	2,89,234.77	2,35,235.77
(ii) Loans	8	2.00	1.00
(iii) Others	9	85.88	113.26
Income Tax Assets (Net)	10	2,338.75	1,892.08
Deferred Tax Assets (Net)	11	505.37	1,534.78
Other Non-Current Assets	12	480.15	383.09
		3,44,095.92	2,90,994.80
Current Assets			
Financial Assets			
(i) Investments	13	20,022.26	60,049.62
(ii) Trade Receivables	14	1,813.52	2,741.52
(iii) Cash and Cash Equivalents	15	55.82	622.28
(iv) Other Bank Balances other than (iii) above	16	12,929.06	10,878.85
(v) Other Financial Assets	17	371.85	258.20
Other Current Assets	18	221.57	105.41
		35,414.08	74,655.88
Total Assets		3,79,510.00	3,65,650.68
Equity and Liabilities			
Equity			
Equity Share Capital	19	24,739.66	24,739.66
Instruments entirely Equity in nature	19	308.98	308.98
Other Equity	20	3,02,237.08	2,90,170.29
		3,27,285.72	3,15,218.93
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	21	38,717.80	37,189.13
Other Financial Liabilities	22	1,552.29	678.24
Provisions	23	139.60	99.11
Other non-current liabilities	24	113.82	108.62
		40,523.51	38,075.10
Current Liabilities			
Financial Liabilities			
Borrowings	25	1,160.28	3,970.41
Trade Payables			
a. total outstanding dues of micro enterprises and	26	41.01	31.04
b. total outstanding dues of creditors other than	26	1,539.68	1,134.91
Other Financial Liabilities	27	8,012.48	6,589.29
Other Current Liabilities	28	920.31	623.43
Provisions	29	27.01	7.57
		11,700.77	12,356.65
Total Equity and Liabilities		3,79,510.00	3,65,650.68

The above Standalone Balance Sheet should be read in conjunction with the accompanying notes 1 to 52

As per our Report of even date
For Price Waterhouse Chartered Accountants LLP
(Firm Registration No: 012754N/NS00016)
Chartered Accountants


Nitin Khatri
Partner
Membership No. 110282

For and on behalf of the Board of Directors


Gajendra Singh Rathore
Managing Director
DIN No. 07623957


Varun Parwal
Director
DIN No. 07586435




Girish Sharma
Chief Financial Officer


Deepa Launganl
Company Secretary
Membership No. A25530

Place : Mumbai
Date : 22nd May 2023

Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Standalone Statement of Profit and Loss for the year ended 31st March 2023

(₹ in Lakhs)

Particulars	Notes	Year ended 31st March 2023	Year ended 31st March 2022
Income			
Revenue from Operations	30	26,129.94	17,593.60
Other Income	31	3,013.32	1,706.34
Total Income		29,143.26	19,299.94
Expenses			
Employee Benefits Expense	32	1,088.76	832.68
Finance Costs	33	4,405.28	3,326.05
Depreciation and Amortization Expense	4 & 6	1,176.31	1,559.38
Other Expenses	34	6,995.25	5,601.76
Total Expenses		13,665.60	11,319.87
Profit Before Tax		15,477.66	7,980.07
Less :- Tax expense			
Current Tax		2,689.42	1,685.07
Tax Expense of Earlier Year	38	(285.29)	-
Deferred Tax [Including MAT Credit Utilised]	11	1,030.61	433.17
		3,434.74	2,118.24
Profit for the year (A)		12,042.92	5,861.83
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plan		(4.12)	(17.23)
Income tax relating to above		1.20	3.01
Other Comprehensive Income / (Loss) for the year (B)		(2.92)	(14.22)
Total Comprehensive Income for the year (A+B)		12,040.00	5,847.61
Earning per Equity share of Face Value of ₹ 10 each - Basic and Diluted (In ₹)	36	4.81	2.61

The above Standalone Statement of Profit and Loss should be read in conjunction with the accompanying notes

1 to 52

As per our Report of even date

For Price Waterhouse Chartered Accountants LLP

(Firm Registration No: 012754N/N500016)

Chartered Accountants

Nitin Khatri

Partner

Membership No. 110282

For and on behalf of the Board of Directors

Gajendra Singh Rathore

Managing Director

DIN No. 07623957

Varun Parwal

Director

DIN No. 07586435

Girish Sharma

Chief Financial Officer

Deepa Laungani

Company Secretary

Membership No. A25530

Place : Mumbai

Date : 22nd May 2023



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Standalone Statement of Cash Flows for the year ended 31st March 2023

(₹ in Lakhs)

Sr. No.	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
A	CASH FLOWS FROM OPERATING ACTIVITIES		
	Profit Before Tax	15,477.66	7,980.07
	Adjustments for:		
	Depreciation and Amortization Expense	1,176.31	1,559.37
	Interest Income on Fixed Deposits with banks, financial institution and others	(722.16)	(319.90)
	Interest Income on Inter Corporate Deposits/OCD with related parties	(2.26)	(434.20)
	Gain on sale of investments in mutual funds	(1,634.90)	(105.78)
	Gain on fair valuation of investments measured at fair value through profit or loss	(580.72)	(846.45)
	Loss on sale/write-off, of property, plant and equipment (net)	3.98	4.14
	Loss on Financial Liability measured through Profit & Loss A/c	840.00	-
	Allowance for Doubtful Debts and Advances written back	(62.87)	212.16
	Interest Expense for financial liabilities at amortised cost	3,561.71	3,324.61
	Share based payments to employees	26.79	22.29
	License Fees - Fair Value Adjustment	(303.46)	206.26
	Equalisation License Fees	(2.76)	274.96
	Operating Profit before Working Capital Changes	17,777.32	11,877.53
	Changes in working capital		
	Decrease / (Increase) in Trade and Other Receivables	857.92	(1,033.08)
	Increase in Trade and Other Payables	2,376.49	320.79
	Cash flow from Operations	3,234.41	(712.29)
	Less: Income taxes paid (Net)	(2,850.80)	(1,365.89)
	Net Cash generated from Operating Activities	18,160.93	9,799.35
B	CASH FLOWS FROM INVESTING ACTIVITIES		
	Payments for purchase of Property, Plant and Equipment, Capital Work-In-Progress and Intangible Assets	(716.62)	(308.14)
	Proceeds from sale of Property Plant and Equipment	0.59	1.01
	Proceeds from Sale of Shares as Investment in subsidiaries	1.00	-
	Investments in Optionally convertible debentures of subsidiaries	(54,000.00)	(57,200.00)
	Investments in Units of Mutual Funds	(38,829.93)	(91,803.15)
	Proceeds from sale of investments in Units of Mutual Funds	81,072.90	33,137.73
	Interest received on fixed deposit from banks, financial institutions and Others	638.65	235.81
	Interest received on Inter Corporate Deposits/OCD with related parties	2.15	449.85
	Investment in Fixed Deposit with banks and financial institution	(15,979.60)	(14,821.38)
	Proceeds from Fixed Deposit with banks and financial institution	13,579.47	4,293.81
	Release of Escrow account balance held as Security	350.00	-
	Inter Corporate Deposits given to subsidiaries / related parties	(4,201.00)	(18,050.00)
	Inter Corporate Deposits received back from subsidiaries / related parties	4,200.00	20,500.00
	Net Cash (used in) Investing Activities	(13,882.39)	(1,23,564.46)
C	CASH FLOWS FROM FINANCING ACTIVITIES		
	Right issue of equity shares at a premium	-	1,10,000.00
	Expenses on issue of Shares	-	(355.51)
	Proceeds from New Long Term Borrowings	43,000.00	24,500.00
	Repayment of Long Term Borrowings	(44,302.58)	(15,796.48)
	Processing fees paid	(225.00)	(125.00)
	Net increase / (Decrease) in Short Term Borrowings	-	(584.45)
	Interest paid	(3,422.48)	(3,300.05)
	Net Cash (used in) / Generated from Financing Activities	(4,950.06)	1,14,338.51



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Standalone Statement of Cash Flows for the year ended 31st March 2023

(₹ in Lakhs)

Effect of exchange differences on translation of foreign currency cash and cash equivalents

Net (Decrease) / Increase in Cash and Cash Equivalents	(671.52)	573.40
Cash and Cash Equivalents at the beginning of the year	622.28	48.88
Cash and Cash Equivalents at the end of the year (Refer note 15)	(49.24)	622.28

Notes to Standalone Statement of Cash Flows**1 Components of cash and cash equivalents :**

Cash on hand	0.14	0.11
Bank Overdraft	(105.06)	-
Balances with banks in Current account	55.68	622.17
Cash and Cash equivalents at the end of the year (Refer note 15)	(49.24)	622.28

The above Standalone Statement of Cash Flows should be read in conjunction with the accompanying notes

1 to 52

As per our Report of even date

For Price Waterhouse Chartered Accountants LLP

(Firm Registration No: 012754N/N500016)



Chartered Accountants


Nitin Khatri

Partner

Membership No. 110282

For and on behalf of the Board of Directors


Gajendra Singh Rathore
Managing Director
DIN No. 07623957
Varun Parwal
Director
DIN No. 07586435
Girish Sharma
Chief Financial Officer
Deepa Laungani
Company Secretary
Membership No. A25530

Place : Mumbai

Date : 22nd May 2023



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Standalone Statement of Changes in Equity for the year ended 31st March 2023

A. Equity Share Capital

(i) For Equity Shares of Rs. 10 each, fully paid up:

(₹ In Lakhs)

Balance as at 1st April, 2021	Changes in equity share capital during the year	Balance as at 31st March 2022	Changes in equity share capital during the year	Balance as at 31st March 2023
19,665.65	5,074.00	24,739.65	-	24,739.65

(ii) For Special Equity Shares of Rs. 10 each, fully paid up:

(₹ In Lakhs)

Balance as at 1st April, 2021	Changes in equity share capital during the year	Balance as at 31st March 2022	Changes in equity share capital during the year	Balance as at 31st March 2023
0.01	-	0.01	-	0.01

B. Instruments entirely equity in nature

For 0.0001% Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each, fully paid up - Series A

(₹ In Lakhs)

Balance as at 1st April, 2021	Changes in compulsory convertible preference shares during the year	Balance as at 31st March 2022	Changes in compulsory convertible preference shares during the year	Balance as at 31st March 2023
308.98	-	308.98	-	308.98

C. Other Equity

For the year ended 31st March, 2023

(₹ In Lakhs)

Particulars	Equity Component of a Compound Financial Instrument	Reserves and Surplus			Total Other Equity
		Securities Premium	Retained Earnings	Share Options Outstanding Account	
Balance as at 1st April, 2022	296.86	2,59,566.18	30,209.29	97.96	2,90,170.29
Profit for the year	-	-	12,042.92	-	12,042.92
Share Premium on Right Issue (net of Share issue expenses)	-	-	-	-	-
Recognition of Share Based Payments	-	-	-	26.79	26.79
Remeasurement of gain on defined benefit plan (net of tax)	-	-	(2.92)	-	(2.92)
Balance as at 31st March, 2023	296.86	2,59,566.18	42,249.29	124.75	3,02,237.08

For the year ended 31st March, 2022

(₹ In Lakhs)

Particulars	Equity Component of a Compound Financial Instrument	Reserves and Surplus			Total Other Equity
		Securities Premium	Retained Earnings	Share Options Outstanding Account	
Balance as at 1st April, 2021	296.86	1,54,995.69	24,361.68	75.67	1,79,729.90
Profit for the year	-	-	5,861.83	-	5,861.83
Share Premium on Right Issue (net of Share issue expenses)	-	1,04,570.49	-	-	1,04,570.49
Recognition of Share Based Payments	-	-	-	22.29	22.29
Remeasurement of loss on defined benefit plan (net of tax)	-	-	(14.22)	-	(14.22)
Balance as at 31st March, 2022	296.86	2,59,566.18	30,209.29	97.96	2,90,170.29

The above Standalone Statement of Changes in Equity should be read in conjunction with the accompanying notes

1 to 52

As per our Report of even date

For Price Waterhouse Chartered Accountants LLP

(Firm Registration No: 012754N/N500016)

Chartered Accountants



Nitin Khatri

Partner

Membership No. 110282

For and on behalf of the Board of Directors


Gajendra Singh Rathore

Managing Director

DIN No. 07623957



Varun Parwal


Director

DIN No. 07586435




Girish Sharma

Chief Financial Officer



Deepa Laungani

Company Secretary

Membership No. A25530

Place : Mumbai

Date : 22nd May 2023

ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED
(CIN No. U45200MH2006PTC161067)

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2023

1. Corporate Information:

The Company is a private limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Ground floor, R.R. Hosiery Building, off Dr. Annie Besant Road, Mahalaxmi (W), Mumbai – 400 011.

The Company is engaged in the development and leasing of retail space. The principal place of business is located at 106/107, 1st Floor, Whitefield Road, Opp. Mahadevpura CMC, Mahadevpura, Post Bangalore 560 048. For Company's principal shareholders, refer note no. 19.

These Financial Statements were approved and adopted by board of directors of the Company at their meeting held on 22nd May 2023.

2. Significant Accounting Policies:

A) Basis of Preparation and Presentation and Statement of compliance:

The Financial Statements have been prepared in accordance with and in compliance, in all material aspects, with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies (Indian Accounting Standards) Rules, 2015, as amended and other provisions of the Act.

The significant accounting policies used in preparing financial statements are set out below in Note 2 B) of the Notes to Financial Statements. The Company has applied accounting policies consistently to all periods presented.

NEW STANDARDS / AMENDMENTS NOTIFIED BUT NOT YET EFFECTIVE:

The Ministry of Corporate Affairs has vide notification dated 31 March 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules'), which amend certain accounting standards, and are effective 1 April 2023.

The Rules predominantly amend Ind AS 12, Income Taxes and Ind AS 1, Presentation of Financial Statements. The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments are not expected to have a material impact on the group in the current or future reporting periods and on foreseeable future transactions. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the group's accounting policy already complies with the now mandatory treatment.

B) Summary of Significant Accounting Policies

Functional and presentation currency:

The Financial Statements are presented in Indian Rupees, which is the Company's functional currency, and all amounts are rounded to the nearest Lakhs, unless otherwise stated.



ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED
(CIN No. U45200MH2006PTC161067)

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2023

a) Basis of measurement:

The Financial Statements have been prepared on historical cost basis, except the following:

- Certain financial assets and liabilities that are measured at fair values at the end of each reporting period.
- Defined benefit plans – plan assets measured at fair values at the end of each reporting period.
- Share Based Payment transactions.

b) Property, Plant and Equipment:

All items of property, plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Such cost includes borrowing costs for long-term construction projects if the recognition criteria are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as specified by Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives and method of depreciation are reviewed, and adjusted if appropriate, at the end of each reporting period.

Estimated useful lives of the assets are as follows:

Particulars	Estimated useful life (in years)
Building	30-60 years
Plant and Equipment	8-15 Years
Office Equipment	3-21 Years
Computers	3-6 Years
Furniture and Fixtures	5-15 Years

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gain and loss on



Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2023

disposal or retirement of an item of property, plant and equipment is determined by comparing the sales proceeds with the carrying amount. These are recognised in profit or loss.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 1st April, 2015 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

c) Intangible assets:

Identifiable intangible assets are recognised when the Company controls the asset and, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Intangible assets with finite useful lives that are acquired separately are measured on initial recognition at cost. Following initial recognition, such intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation methods and periods

Estimated useful lives of Intangible assets are considered as 5 years. Intangible assets are amortised over its useful life using the straight-line method. The amortisation period and the amortisation method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Software is amortised over useful life of 5 years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

d) Investment property:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably.

Investment properties are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation on investment properties is provided on the straight-line method over the useful lives of the assets as follows:



ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED
(CIN No. U45200MH2006PTC161067)

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2023

Asset Category	Estimated Useful Life in years	Estimated Useful Life as per Sch II
Buildings and related equipment*	60	60

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on DE recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in Statement of Profit and Loss in the period in which the property is derecognized.

Investment property under construction

Capital work in progress is stated at cost less impairment losses, if any. Cost comprises of expenditures incurred in respect of capital project under development and included any attributable/allocable cost and other incidental expenses. Revenues earned, if any, from such capital project before capitalisation are adjusted against the capital work in progress.

e) Impairment of Non-Financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

In assessing the value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

When an impairment loss subsequently reverses, the carrying amount of the asset or a CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

f) Cash and cash equivalents:

Cash and cash equivalents includes cash on hand and at banks, deposits held at call with banks and other short-term, highly liquid investments with original maturities of three months or less that are



ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED
(CIN No. U45200MH2006PTC161067)

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2023

readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

g) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors ("chief operating decision maker" as defined under Ind AS 108) assesses the financial performance and position of the Company and makes strategic decisions.

h) Foreign currency transactions:

The transactions denominated in currencies other than the Company's functional currency (foreign currencies) are translated at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currencies at the reporting date are translated into functional currency using the exchange rate prevailing at that date. Non-monetary items that are to be carried at historical cost are recorded using exchange rate prevailing on the date of transaction. Non-monetary items that are carried at fair value, that are denominated in foreign currencies, are retranslated at the rates prevailing at the date when the fair value was determined. Any income or expenses on account of exchange difference either on settlement or on translation is recognised as profit or loss.

i) Financial Instrument:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instruments of another entity. Classifications of financial instruments are in accordance with the substance of the contractual arrangement and as per the definitions of financial assets, financial liability and an equity instruments.

Financial Assets

i) Initial recognition and measurement:

At initial recognition, the company measures a financial asset at its fair value plus or minus, transaction costs that are directly attributable to the acquisition of the financial asset (other than financial asset at fair value through profit or loss). Transaction costs of financial assets carried at fair value through profit or loss are recognised immediately in profit or loss.

ii) Subsequent measurement:

Subsequent measurement of financial asset depends on the company's business model for managing the asset and the cash flow characteristics of the asset. For the purpose of subsequent measurement, financial assets are classified in four categories:



ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED
(CIN No. U45200MH2006PTC161067)

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2023

• **Debt instrument at amortised cost:**

Assets that are held within a business model for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

• **Debt instrument at fair value through other comprehensive income (FVTOCI):**

Assets that are held within a business model for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI).

Interest income is recognised in profit or loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

• **Debt instrument at fair value through profit and loss (FVTPL):**

Financial assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

• **Equity instruments:**

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. As at the reporting date, the Company has not elected to measure its equity instruments at FVTOCI.

Investments in equity instruments, other than Investments in the nature of equity in subsidiaries, are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income as stated above.



ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED
(CIN No. U45200MH2006PTC161067)

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2023

The Company has elected to recognise its investments in equity instruments in subsidiaries at cost in the separate financial statements in accordance with the option available in Ind AS 27, 'Separate Financial Statements'.

iii) De-recognition:

A financial asset is primarily derecognised i.e. removed from Company's financial statement when:

- The rights to receive cash flows from asset have expired or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under 'pass-through' arrangement and either;
 - a) The Company has transferred substantially all the risks and rewards of the assets,
 - b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

iv) Impairment of Financial assets:

The company assesses impairment based on expected credit losses (ECL) model for the following:

- Financial assets carried at amortised cost;
- Financial assets measured at FVTOCI.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.



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The Company uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognise impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

v) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.

For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

Financial Liabilities and equity instruments:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.



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Compound financial instruments

The component parts of compound financial instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

i) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of borrowings, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, security deposits for lease rentals and borrowings including bank overdrafts.

ii) Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading or has designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses arising on remeasurement of on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109, 'Financial Instruments' are satisfied.

Loans and Borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.



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Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

iii) De - recognition:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Offsetting of Financial Instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

j) Classification of assets and liabilities as current and non – current:

The Company presents assets and liabilities in Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- a) It is expected to be settled in normal operating cycle,
- b) It is held primarily for the purpose of trading,
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.



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The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classifications of its assets and liabilities as current and non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

k) Revenue Recognition:

The company's revenue from contracts with customers is mainly from License Fees and Other Services rendered to the customers in Malls. The Ministry of Corporate Affairs has notified the Ind AS 116 'Leases' effective from April 1, 2019. Ind AS 116 has replaced the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Application of above standard does not have any significant impact on the financial statements.

Revenue from license fees and other services

Revenue from license fees are recognised on a straight line basis over the license terms. Income from utilities and other services provided to licensees' specific usage is recognised on accrual basis in accordance with the terms of the agreements. Event and sponsorship income is recognised on accrual basis in accordance with the terms of the agreements. Parking income is recognised as and when the facility provided by the Company is utilised.

Revenue from other services is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional. Generally, the credit period varies between 0-30 days from the delivery of services. A contract asset (trade receivables) is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs part of its obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on the Company's future performance.

Interest income

Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Company. Such interest income is recognised using effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of financial assets to the carrying amount of financial assets.

Interest on income tax refund is recognised on receipt of refund order.



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Dividends

Dividends are recognised when the shareholder's right to receive payment is established.

I) Employees benefits:

i) Short-term Employee Benefits:

All employees' benefits payable wholly within 12 months of rendering services are classified as Short Term obligations. Benefits such as salaries, wages, short term compensated absences, performance incentives, expected cost of bonus and ex-gratia are recognised during the period in which the employees renders related services at the undiscounted amount of the benefits expected to be paid in exchange for that service.

ii) Post-employment benefits

a. Defined Contribution Plan

The defined contribution plan is post-employment benefit plan under which the Company contributes fixed contribution to a government administered fund and will have no legal or constructive obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund and Labour Welfare Fund. The Company's contribution to defined contribution plans is recognised as an expense in the period in which the employee renders the related services.

b. Defined benefit plan

The Company has a defined benefit plan comprising of gratuity. Company's obligation towards gratuity liability is funded and is managed by Life Insurance Corporation of India (LIC). The present value of the defined benefit obligations is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to the profit or loss in subsequent periods.

The expected return on plan assets is the Company's expectation of average long-term rate of return on the investment of the fund over the entire life of the related obligation. Plan assets are measured at fair value as at the Balance Sheet date.

The interest cost on defined benefit obligation and expected return on plan assets is recognised under "Employee Benefits Expense".



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Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is included in profit or loss in the line item Employee benefits expense.

iii) Other long-term benefits

The Company has other long-term benefits in the form of compensated absences. The present value of the other long-term employee benefits is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions are recognised as profit or loss.

Gains or losses on the curtailment or settlement of other long-term benefits are recognised when the curtailment or settlement occurs.

iv) Share-based payment transactions

Share-based compensation benefits are provided to employees via Employee Stock Option Plan to the subsidiary companies of The Phoenix Mills Limited, the Parent.

The grant date fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity, on a straight line basis, over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At the end of each period, the company revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the Statement of profit and loss, with a corresponding adjustment to other equity.

m) Borrowing Costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for such capitalisation.



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Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that are incurred in connection with the borrowing of funds.

n) Provisions and contingencies:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the notes to the financial statements. Contingent assets are not recognised. However, when the realisation is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

o) Income Taxes:

Income tax expense consists of current and deferred tax.

Current Income Tax:

Current Income Tax liabilities are measured at the amount expected to be paid to the taxation authorities using the tax rates and tax laws that are enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and creates provisions where appropriate.

Deferred Tax:

Deferred Tax is recognised on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred Income Tax is determined using the tax rates and tax laws that are enacted or substantively enacted at the end of the reporting period.

Deferred Tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.



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Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the company has a legally enforceable right and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

p) Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year, both adjusted for the effects of all dilutive potential equity shares.

3. Critical accounting estimates, assumptions and judgements:

The preparation of the financial statements requires management to make estimates, judgements and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of financial statements and reported amounts of income and expenses during the period. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. In developing the assumptions and estimates relating to the uncertainties as at the Balance Sheet date in relation to the recoverable amounts of these assets, the Management has considered the global economic conditions prevailing as at the date of approval of these financial statements and has used internal and external sources of information to the extent determined by it. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.



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The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

In the process of applying the Company's accounting policies, management has made the following estimates and judgements, which have significant effect on the amounts recognized in the financial statement:

(a) Useful lives of Property, Plant and Equipment and Intangible assets

Property, plant and equipment and intangible assets are depreciated / amortised over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

(b) Investment Property

Fair value of Investment Properties is based on valuations performed by an accredited registered valuer. The fair value of the Company's Investment properties has been arrived at using discounted cash flow method. Under discounted cash flow method, cash flow projections based on reliable estimates of cash flow are discounted. The main inputs used are rental growth rate, terminal yields and discount rates which are based on comparable transactions and industry data.

(c) Recoverability of trade receivables

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. The Company uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

(d) Defined Benefit plan

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is



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highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(e) Provisions:

Provisions are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of provisions require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions are reviewed regularly and adjusted to take account of changing facts and circumstances.

(f) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Estimates and judgements are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. They are continually evaluated.

(g) Fair Value measurement:

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

(h) Tax expense and related contingencies:

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Further, significant judgement is exercised to ascertain amount of deferred tax asset (DTA) that could be recognised based on the probability that future taxable profits will be available against which DTA can be utilized and amount of temporary difference in which DTA cannot be recognised on want of probable taxable profits.

(i) Assessment of carrying value of investments in subsidiaries:

In developing the assumptions and estimates in relation to assessing the carrying value of Investments in Equity Shares and Investments in 0.0001% Optionally Convertible Debentures (OCD) of subsidiaries, the Management has considered the economic conditions prevailing as at the date of approval of these financial statements and has used internal and external sources of information to the extent determined by it.



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4 : Property, Plant and Equipment and Other Intangible Assets

Particulars	Property, Plant and Equipment						Other Intangible Assets		(₹ In Lakhs)
	Building - Parking	Plant and Equipment	Office Equipment	Computers	Furniture and Fixtures	Total	Software	Total	
	At Cost or Deemed Cost								
As at 1st April, 2021	3,507.22	10,328.91	299.45	84.31	1,751.95	15,971.84	20.12	20.12	
Additions	-	12.41	2.32	3.50	0.11	18.34	-	-	
Deductions	-	8.92	-	0.38	-	9.30	-	-	
As at 31st March, 2022	3,507.22	10,332.40	301.77	87.43	1,752.06	15,980.88	20.12	20.12	
Additions	-	45.57	3.86	11.61	-	61.04	-	-	
Deductions/Adjustments	-	6.78	-	-	-	6.78	-	-	
As at 31st March, 2023	3,507.22	10,371.19	305.63	99.04	1,752.06	16,035.14	20.12	20.12	
Accumulated Depreciation									
As at 1st April, 2021	500.70	5,979.34	250.28	72.18	1,029.85	7,832.35	17.27	17.27	
Charge for the year	56.48	855.07	12.13	3.87	164.12	1,091.67	1.74	1.74	
Deductions	-	2.13	-	0.37	-	2.50	-	-	
As at 31st March, 2022	557.18	6,832.28	262.41	75.68	1,193.97	8,921.52	19.01	19.01	
Charge for the year	55.47	531.54	10.05	5.95	105.70	708.71	0.63	0.63	
Deductions/Adjustments	-	2.21	-	-	-	2.21	-	-	
As at 31st March, 2023	612.65	7,361.61	272.46	81.63	1,299.67	9,628.02	19.64	19.64	
Carrying amount									
As at 31st March, 2022	2,950.04	3,500.12	39.36	11.75	558.09	7,059.36	1.11	1.11	
As at 31st March, 2023	2,894.57	3,009.58	33.17	17.41	452.39	6,407.12	0.48	0.48	

Freehold Land and Building included in the Note above and building included in Investment Property are mortgaged against borrowings with first and exclusive charge over these immovable assets (Refer note 21)



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(₹ In Lakhs)

Notes	Particulars	As at	
		31st March 2023	31st March 2022
5	Investment Properties under Construction (including Capital work-in-progress)		
	Opening Capital work in Progress (Refer note 43)	4,061.12	3,846.48
	Additions	785.54	276.22
	Less :- Capitalised during the year	(48.32)	(18.33)
	Less:- Excess provision of earlier year now reversed	(3.20)	(43.25)
	Closing Capital work in progress	<u>4,795.14</u>	<u>4,061.12</u>

CWIP ageing schedule as on 31st March 2023

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	537.53	15.20	-	-	552.73
Projects temporarily suspended*	204.69	239.19	183.29	3,615.24	4,242.41

CWIP ageing schedule as on 31st March 2022

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	23.51	-	-	-	23.51
Projects temporarily suspended*	239.18	183.29	1,037.22	2,577.92	4,037.61

* Project referred above is in initial stage of development. Management is in early discussion of project budget and timelines. Cost incurred till date mainly consist of approval of FSI Sanction, Municipal corporation premium cost and consultancy services availed.

6	Investment Properties (Refer note 43)	As at		
		Land	Building	Total
	Gross carrying value as at 1st April 2021	16,419.21	27,304.69	43,723.90
	Additions	-	-	-
	Deduction/Adjustment	-	10.00	10.00
	Gross carrying value as at 31st March 2022	<u>16,419.21</u>	<u>27,294.69</u>	<u>43,713.90</u>
	Additions	-	-	-
	Deduction/Adjustment	-	-	-
	Gross carrying value as at 31st March 2023	<u>16,419.21</u>	<u>27,294.69</u>	<u>43,713.90</u>
	Accumulated Depreciation as at 1st April 2021	-	2,536.34	2,536.34
	Charge for the year	-	465.97	465.97
	Deduction/Adjustment	-	1.64	1.64
	Accumulated Depreciation as at 31st March 2022	-	<u>3,006.67</u>	<u>3,006.67</u>
	Charge for the year	-	466.97	466.97
	Deduction/Adjustment	-	-	-
	Accumulated Depreciation as at 31st March 2023	-	<u>3,467.64</u>	<u>3,467.64</u>
	Net Carrying Value as 31st March 2022	<u>16,419.21</u>	<u>24,294.02</u>	<u>40,713.23</u>
	Net Carrying Value as 31st March 2023	<u>16,419.21</u>	<u>23,827.05</u>	<u>40,246.26</u>

7 Non-Current Investments

Investments in Equity Shares of subsidiaries (unquoted)

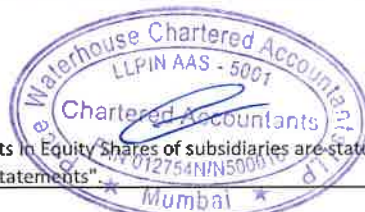
Alyssum Developers Pvt Ltd [10,000 (P.Y. 10,000) Shares of ₹ 10 each fully paid]	1.00	1.00
Sparkle One Mall Developers Pvt. Ltd. [10,000 (P.Y. 10,000) Shares of ₹ 10 each fully paid]	1.00	1.00
Sparkle Two Mall Developers Pvt. Ltd. [NIL (P.Y. 10,000) Shares of ₹ 10 each fully paid]	-	1.00
Insight Mall Developers Pvt. Ltd. [1,000 (P.Y. 1,000) Shares of ₹ 1,000 each fully paid issued at a price of ₹ 3,277]	32.77	32.77
	<u>34.77</u>	<u>35.77</u>

Investments in 0.0001% Optionally Convertible Debentures (OCD) of subsidiaries (unquoted)

Alyssum Developers Pvt. Ltd. [98,70,00,000 (P.Y. 73,70,00,000) OCD's of ₹ 10 each fully paid]	98,700.00	73,700.00
Sparkle One Mall Developers Pvt. Ltd. [137,40,00,000 (P.Y. 112,40,00,000) OCD's of ₹ 10 each fully paid]	1,37,400.00	1,12,400.00
Insight Mall Developers Pvt. Ltd. [53,10,000 (P.Y. 49,10,000) OCD's of ₹ 1,000 each fully paid]	53,100.00	49,100.00
	<u>2,89,200.00</u>	<u>2,35,200.00</u>
	<u>2,89,234.77</u>	<u>2,35,235.77</u>

Notes:

Investments in Equity Shares of subsidiaries are stated at cost (less impairment, if any) in accordance with the option available in Ind AS 27 "Separate Financial Statements"



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
8	Loans (at amortised cost) (Unsecured and considered good) Inter Corporate Deposits given to subsidiaries (Refer note 42 & 49)*	2.00	1.00
		<u>2.00</u>	<u>1.00</u>
	* Inter Corporate Deposit given @ 8.50% p.a. (P.Y. @ 8.50% p.a.)		
9	Other Financial Asset - Non current License Fees Equalisation Asset	85.88	113.26
		<u>85.88</u>	<u>113.26</u>
10	Income Tax Assets (Net) Advance Income Tax (net of provision for taxation ₹ 7,896.54 (P.Y ₹ 7,422.47))	2,338.75	1,892.08
		<u>2,338.75</u>	<u>1,892.08</u>
11	Deferred Tax Assets (Net)		

Particulars	As at 1st April 2022	Statement of Profit and Loss	Other Comprehensive Income	As at 31st March 2023
(I) Components of Deferred Tax Assets				
Deferred Tax Liabilities				
Property, Plant and Equipment and intangible assets: Impact of difference between written down value as per books of account and income tax	463.87	(10.17)	-	453.70
Financial assets measured at FVTPL	246.49	59.24	-	305.73
Deferred Tax Assets				
Expenses claimed for tax purpose on payment basis	110.54	(61.49)	1.20	50.25
Allowance for doubtful debts	74.16	(41.83)	-	32.33
Deferred tax (Assets) / Liabilities	525.66	152.39	(1.20)	676.85
MAT Credit Entitlement	(2,060.44)	878.22		(1,182.22)
Deferred tax (Assets) / Liabilities including	(1,534.78)	1,030.61	(1.20)	(505.37)

Particulars	As at 1st April 2021	Statement of Profit and Loss	Other Comprehensive Income	As at 31st March 2022
(I) Components of Deferred Tax Assets				
Deferred Tax Liabilities				
Property, Plant and Equipment and intangible assets: Impact of difference between written down value as per books of account and income tax	560.51	(96.64)		463.87
Financial assets measured at FVTPL	0.50	245.99		246.49
Deferred Tax Assets				
Expenses claimed for tax purpose on payment basis	161.49	(53.96)	3.01	110.54
Allowance for doubtful debts	34.60	39.56		74.16
Deferred tax (Assets) / Liabilities	364.92	163.75	(3.01)	525.66
MAT Credit Entitlement	(2,329.86)	269.42		(2,060.44)
Deferred tax (Assets) / Liabilities including	(1,964.94)	433.17	(3.01)	(1,534.78)

Details of unused tax losses for which deferred tax assets have not been recognised.

Particulars	March 31, 2023	March 31, 2022
Unused tax losses	6,095.87	6,095.87
	<u>6,095.87</u>	<u>6,095.87</u>

These are not recognised as it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

The above unused tax losses will expire as per table below:

Particulars

Tax losses for financial year ended/ (benefit of tax losses expiring on:

Business losses

March 31, 2016 { Expiring on March 31, 2024}	261.30	261.30
March 31, 2017 { Expiring on March 31, 2025}	5,834.57	5,834.57
	<u>6,095.87</u>	<u>6,095.87</u>



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at	
		31st March 2023	31st March 2022
12	Other non-current assets		
	(Unsecured and considered good)		
	Capital Advances	80.27	-
	Deposit with Government authorities	0.65	0.65
	Security Deposits with Electricity Board & Others	392.11	382.44
	Prepaid Expenses	7.12	-
		480.15	383.09
13	Investments (current)		
	Investments measured at fair value through profit or loss		
	<u>Investments in Mutual Funds (unquoted)</u>		
	111,745.27 Units of Aditya Birla Sun Life Liquid Fund - Growth Direct Plan NAV Rs. 363.08 (P.Y. 736,756.06 Units NAV Rs. 343.12)	405.73	2,528.00
	NIL Units of Aditya Birla Sun Life Low Duration Fund - Growth Direct Plan NAV Rs. NIL (P.Y. 175,330.37 Units NAV Rs. 578.35)	-	1,014.04
	331,171.17 Units of Aditya Birla Sun Life Savings Fund - Growth Direct Plan NAV Rs. 470.25 (P.Y. 570,745.36 Units NAV Rs. 445.31)	1,557.36	2,541.60
	61,954.99 Units of Axis Liquid Fund - Direct Growth NAV Rs. 2,500.89 (P.Y. 106,771.00 Units NAV Rs. 2,364.08)	- 1,549.42	2,524.15
	NIL Units of Axis Treasury Advantage Fund - Direct Growth NAV Rs. NIL (P.Y. 58,656.19 Units NAV Rs. 2,590.02)	-	1,519.21
	NIL Units of Axis Ultra Term Short Term Fund - Direct Growth NAV Rs. NIL (P.Y. 12,188,071.37 Units NAV Rs. 12.46)	-	1,519.61
	19,432.31 Units of Baroda BNP Paribus Liquid Fund - Direct Growth NAV Rs. 2,595.46 (P.Y. 40,866.08 Units NAV Rs. 2,452.93)	504.36	1,002.42
	NIL Units of DSP Ultra Short Term Fund - Direct Plan Growth NAV Rs. NIL (P.Y. 52,071.46 Units NAV Rs. 2,962.38)	-	1,542.56
	NIL Units of DSP Low Duration Fund - Direct Plan Growth NAV Rs. NIL (P.Y. 3,130,361.01 Units NAV Rs. 16.45)	-	515.25
	9,487.37 Units of DSP Liquid Fund - Direct Plan Growth NAV Rs. 3,217.19 (P.Y. 102,903.00 Units NAV Rs. 3,042.98)	305.23	3,131.33
	NIL Units of HDFC Low Duration Fund - Direct Plan Growth NAV Rs. NIL (P.Y. 5,124,362.48 Units NAV Rs. 49.78)	-	2,551.33
	34,145.21 Units of HDFC Liquid Fund - Direct Plan Growth NAV Rs. 4,423.20 (P.Y. 38,850.22 Units NAV Rs. 4,184.74)	1,510.31	1,625.78
	71,590.08 Units of HSBC Liquid Fund - Growth Direct Plan NAV Rs. 2,242.13 (P.Y. 119,216.64 Units NAV Rs. 2,119.78)	1,605.14	2,527.13
	20,593.50 Units of Bandhan Liquid Fund (Formerly Known as IDFC Liquid Fund) - Growth Direct Plan NAV Rs. 2,718.57 (P.Y. 38,988.67 Units NAV Rs. 2,570.94)	559.85	1,002.38
	8,052,553.61 Units of Bandhan Ultra Short Term Fund (Formerly known as IDFC Ultra Short Term Fund) Growth Direct Plan NAV Rs. 13.08 (P.Y. NIL Units NAV Rs. NIL)	1,053.43	-
	152,194.55 Units of ICICI Prudential Liquid Fund - Direct Plan Growth NAV Rs. 333.18 (P.Y. 798,771.74 Units NAV Rs. 315.25)	507.09	2,518.18
	6,353,756.75 Units of ICICI Prudential Ultra Short Term Fund - Direct Plan Growth NAV Rs. 25.30 (P.Y. 6,353,756.75 Units NAV Rs. 23.91)	1,607.58	1,519.24
	16,466.91 Units of Invesco India Liquid Fund - Direct Plan Growth NAV Rs. 3,090.12 (P.Y. 34,573.63 Units NAV Rs. 2,923.29)	508.85	1,010.69
	NIL Units of Kotak Low Duration Fund - Direct Growth NAV Rs. NIL (P.Y. 35,623.53 Units NAV Rs. 2,901.61)	-	1,033.66
	NIL Units of Kotak Savings Fund - Direct Plan Growth NAV Rs. NIL (P.Y. 5,666,145.47 Units NAV Rs. 36.03)	-	2,041.52
	24,027.81 Units of Kotak Liquid Fund - Regular Plan Growth NAV Rs. 4,517.37 (P.Y. 35,233.05 Units NAV Rs. 4303.08)	1,085.43	1,516.11
	22,305.03 Units of Kotak Liquid Fund - Direct Plan Growth NAV Rs. 4,548.41 (P.Y. NIL Units NAV Rs. NIL)	1,014.52	-
	NIL Units of L & T Liquid Fund - Direct Plan Growth NAV Rs. NIL (P.Y. 86,680.29 Units NAV Rs. 2,914.95)	-	2,526.69
	NIL Units of Mirae Assets Cash Management Fund - Direct Plan NAV Rs. NIL (P.Y. 112,452.51 Units NAV Rs. 2,247.06)	-	2,526.88
	NIL Units of Nippon India Low Duration Fund - Direct Plan Growth NAV Rs. NIL (P.Y. 81,001.97 Units NAV Rs. 3,168.78)	-	2,566.78



Island Star Mall Developers Private Limited

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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

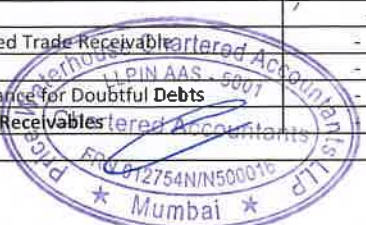
Notes	Particulars	As at	
		31st March 2023	31st March 2022
	9,208.94 Units of Nippon India Liquid Fund - Direct Plan Growth NAV Rs. 5,506.93 (P.Y. 38,720.15 Units NAV Rs. 5,208.02)	507.13	2,016.56
	NIL Units of Nippon India Ultra Short Duration Fund - Direct Growth Plan NAV Rs. NIL (P.Y. 43,428.90 Units NAV Rs. 3,529.17)	-	1,532.68
	29,798.55 Units of Nippon India Money Market Fund - Direct Growth Plan NAV Rs. 3,512.63 (P.Y. NIL Units NAV Rs. NIL)	1,046.72	-
	NIL Units of SBI Liquid Fund - Direct Growth NAV Rs. NIL (P.Y. 91,993.53 Units NAV Rs. 3,333.08)	-	3,066.23
	NIL Units of SBI Magnum Low Duration Fund - Direct Growth NAV Rs. NIL (P.Y. 34,777.86 Units NAV Rs. 2,909.30)	-	1,011.79
	30,620.48 Units of SBI Magnum Ultra Short Term Duration Fund - Direct Growth NAV Rs. 5,158.41 (P.Y. NIL Units NAV Rs. NIL)	1,579.53	-
	14,204.07 Units of TATA Liquid Fund - Direct Plan Growth NAV Rs. 3,551.41 (P.Y. 90,208.54 Units NAV Rs. 3,360.45)	504.45	3,031.41
	26,885.64 Units of TATA Money Market Fund - Direct Plan Growth NAV Rs. 4,048.05 (P.Y. NIL Units NAV Rs. NIL)	1,088.35	-
	NIL Units of TATA Treasury Advantage Fund - Direct Plan Growth NAV Rs. NIL (P.Y. 31,731.23 Units NAV Rs. 3,248.60)	-	1,030.82
	3,783,199.50 Units of TATA Ultra Short Term Fund - Direct Plan Growth NAV Rs. 12.58 (P.Y. 12,720,108.92 Units NAV Rs. 11.90)	476.00	1,514.46
	28,545.81 Units of UTI Liquid Cash Plan - Direct Plan Growth NAV Rs. 3,663.51 (P.Y. 72,454.60 Units NAV Rs. 3,488.04)	1,045.78	2,527.25
	NIL Units of UTI Ultra Short Term Fund - Direct Growth Plan NAV Rs. NIL (P.Y. 41,519.14 Units NAV Rs. 3,646.20)	-	1,513.88
		20,022.26	60,049.62
14	Trade Receivables		
	Unsecured		
	Considered good	1,817.83	2,822.59
	Credit impaired	100.95	167.85
		1,918.78	2,990.44
	Less: Allowance for doubtful debts	(105.26)	(248.92)
		1,813.52	2,741.52

Trade Receivable Ageing as of 31st March 2023

Particulars	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	-	760.27	107.70	349.47	29.06	27.40	1,273.90
(ii) Undisputed Trade receivables - credit impaired	-	51.65	32.37	0.24	-	-	84.26
(iii) Disputed Trade receivables - credit impaired	-	-	-	-	-	16.69	16.69
Total	-	811.92	140.07	349.71	29.06	44.09	1,374.85
Add:- Unbilled Trade Receivable	-	-	-	-	-	-	543.93
Total	-	-	-	-	-	-	1,918.78
Less:- Allowance for Doubtful Debts	-	-	-	-	-	-	(105.26)
Total Trade Receivables	-	-	-	-	-	-	1,813.52

Trade Receivable Ageing as of 31st March 2022

Particulars	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	-	1,948.27	421.21	50.23	-	-	2,419.71
(ii) Undisputed Trade receivables - credit impaired	-	61.68	37.79	27.68	-	2.17	129.32
(iii) Disputed Trade receivables - credit impaired	-	-	-	-	8.44	30.09	38.53
Total	-	2,009.95	459.00	77.91	8.44	32.26	2,587.56
Add:- Unbilled Trade Receivable	-	-	-	-	-	-	402.88
Total	-	-	-	-	-	-	2,990.44
Less:- Allowance for Doubtful Debts	-	-	-	-	-	-	(248.92)
Total Trade Receivables	-	-	-	-	-	-	2,741.52



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at	
		31st March 2023	31st March 2022
15	Cash and Cash Equivalents		
	Cash on hand	0.14	0.11
	Balances with Banks		
	- Current accounts	55.68	622.17
		55.82	622.28
16	Bank Balances other than above		
	Term Deposits with Original maturity not more than 12 months (Refer note 1 and 2 below)	12,929.06	10,528.85
	Escrow account balance with bank as Security (Refer note 3 below)	-	350.00
		12,929.06	10,878.85
	Notes:		
	(1) Includes Term Deposit of ₹ 1.66 Lakhs (P.Y. ₹ 1.28 Lakhs) is earmarked to Bank Guarantee given to Joint Commissioner of Commercial Taxes (Appeals) at Bangalore for disputed tax demand.		
	(2) Includes deposit of ₹ 811.22 Lakhs (P.Y. - ₹ 1,418.37 Lakhs) earmarked toward maintaining of DSRA as per loan agreement with Standard Chartered Bank.		
	(3) Amount of ₹ NIL Lakhs (P.Y. ₹ 350.00 Lakhs) represents bank balance, held by the entity that is not available for use by the Company, as it is pledged with a bank to fulfil collateral requirements of the Borrowings taken by the Company.		
17	Other Financial Assets		
	(Unsecured and considered good)		
	Interest Accrued on loans to related parties	0.14	0.09
	Interest Accrued on Optionally Convertible Debentures	0.23	0.18
	Interest Accrued on Term Deposits with Banks	171.90	87.74
	Interest Accrued on BSECOM Electricity Deposit & Others	7.75	8.48
	License Fees Equalisation Asset	191.83	161.71
		371.85	258.20
18	Other Current Assets		
	(Unsecured, considered good, unless otherwise stated)		
	Advance to Vendors/Employees	46.10	7.63
	Less: Allowance for doubtful advances	(5.71)	(5.71)
		40.39	1.92
	Prepaid Expenses	177.18	99.49
	Balances with Government Authorities	4.00	4.00
		221.57	105.41
19	Share Capital		
	Authorised		
	274,990,000 (P.Y. 274,990,000) Equity Shares of ₹ 10 each	27,499.00	27,499.00
	10,000 (P.Y. 10,000) Special Equity Shares of ₹ 10 each	1.00	1.00
	10,000,000 (P.Y. 10,000,000) - 0.0001% Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each	1,000.00	1,000.00
		28,500.00	28,500.00
	Issued, subscribed and paid up		
	247,396,498 (P.Y. 247,396,498) Equity Shares of ₹ 10/- each fully paid up	24,739.65	24,739.65
	100 (P.Y. 100) Special Equity Shares of ₹ 10/- each fully paid up	0.01	0.01
	3,089,759 (P.Y. 3,089,759) 0.0001% Compulsorily Convertible Preference Shares ("CCPS - Series A" / "CCPS A") of ₹ 10 each fully paid up	308.98	308.98
		25,048.64	25,048.64
	a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting year		
	Equity Shares		
	Shares outstanding at the beginning of the year	No. of Shares ₹ in Lakhs	No. of Shares ₹ in Lakhs
	Shares issued during the year	24,73,96,498 24,739.65	19,66,56,541 19,665.65
	Shares outstanding at the end of the year	- 5,07,39,957	5,074.00
		24,73,96,498 24,739.65	24,73,96,498 24,739.65
	Special Equity Shares		
	Shares outstanding at the beginning of the year	100 0.01	100 0.01
	Shares outstanding at the end of the year	100 0.01	100 0.01
	CCPS - Series A		
	Shares outstanding at the beginning of the year	No. of Shares ₹ in Lakhs	No. of Shares ₹ in Lakhs
	Shares outstanding at the end of the year	30,89,759 308.98	30,89,759 308.98
		30,89,759 308.98	30,89,759 308.98



Island Star Mall Developers Private Limited

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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at	
		31st March 2023	31st March 2022

b) Terms and Rights attached to shares.

Equity Shares:

The company has only one class of equity shares having face value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. Equity share holders are also entitled to dividend as and when proposed by the Board of Directors and approved by Share holders in Annual General Meeting except in case of Interim dividend. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all Preferential amounts which shall be in proportion to the number of shares held by the Shareholders.

Special Equity Shares:

The company also has Special Equity Shares having face value of ₹ 10 per share. Each Special Equity Share shall carry super voting rights with respect to the election, appointment and/or removal of Directors, when Investor DVR Shareholding % on a non-diluted basis exceeds 30% (thirty per cent). At any and all times when the Investor DVR Shareholding % is equal to or less than 30% (thirty per cent) the Total Special Equity Share DVR % at such times shall automatically be equal to 0.00% (zero per cent). In case where the shareholding percentage of the other shareholder becomes more than 30%, the Special Equity Shares shall automatically carry voting rights which when added together with the existing voting rights shall equal 70% of the total voting rights attached to all issued and outstanding equity securities of the Company. Special Equity Shares will carry no right to receive any dividends or other distributions of the Company, or otherwise carry any economic rights. Upon the occurrence of the voluntary or involuntary liquidation, dissolution or winding up of the Company, from the surplus liquidation proceeds available to the Equity Shareholders of the Company, the holder of Special Equity Shares shall be entitled to receive ₹ 10 (₹ Ten) per Special Equity Share and The Special Equity Shares shall have no right to receive offers for rights shares or be allotted bonus shares in respect of other equity shares, except same class i.e. Special Equity Shares. The holder of Special Equity Share shall not be able to transfer Special Equity Shares save for transfers to wholly owned subsidiaries of the holder.

Preference Shares: CCPS A

The Company has issued Series A of 0.0001% Compulsory Convertible Preference Shares (CCPS) having face value of Rs 10 each. CCPS carry non cumulative dividend at 0.0001% per annum on the face value. CCPS A shall be automatically and compulsorily converted into 1 Equity Share in the following situations a) upon expiry of 19 (nineteen) years and 11 (eleven) months from the date of allotment of CCPS A, or b) occurrence of Insolvency of the company, or c) occurrence of any of the events set out in Clause 16.2.2(a),16.2.2(d),16.3.2(a) and 16.3.2(d) of the Shareholders Agreement dated 05th April 2017, or d) if Carry Amount is NIL pursuant to calculation of DA Carry Amount and OA Carry Amount as per Clause 16.2.2(a) or 16.3.2(a) of the Shareholders Agreement dated 05th April 2017, respectively. Upon occurrence of CCPS A Carry Conversion Event, the Company shall mandatorily convert such number of CCPS A into Equity Shares in accordance with the formula given in 3.1 of Schedule 5A of the Shareholders Agreement dated 05th April 2017. Upon occurrence of the CCPS A Put Conversion Event, Where the aggregate Carry Amount paid or payable until such CCPS A Put Conversion Event relates to an aggregate sum up to (or less than) INR 500,000,000 (Indian Rupees Five Hundred million), the Company shall mandatorily convert (such number of) CCPS A into Equity Shares in accordance with the formula given in 3.2 of Schedule 5A of the Shareholders Agreement dated 05th April 2017. The CCPS 'A' shall be non-transferable during its tenure. The holder of CCPS 'A' exclusively in relation to CCPS 'A', shall also not be entitled to participate in any issue of equity shares of the company (including any bonus issue, stock split or any reorganisation) and, to the extent that it cannot waive such rights, holder of CCPS 'A' agrees, covenants and undertakes not to exercise such rights when they become available.

c) Details of shareholders holding more than 5% shares in the company (Shares of ₹ 10 each fully paid):

Name of Shareholder	31st March 2023		31st March 2022	
	Number of	Shareholding	Number of	Shareholding
	Shares	%	Shares	%
Equity Shares				
The Phoenix Mills Limited	12,61,72,214	51.00	12,61,72,214	51.00
Canada Pension Plan Investment Board	12,12,24,284	49.00	12,12,24,284	49.00
Special Equity Shares				
The Phoenix Mills Limited	100	100	100	100.00
CCPS - Series 'A'				
The Phoenix Mills Limited	30,89,759	100	30,89,759	100.00

d) Details of shares held by (shares of ₹ 10 each fully paid) :

Particulars	31st March 2023		31st March 2022	
	Number of	Shareholding	Number of	Shareholding
	Shares	%	Shares	%
Equity Shares				
The Phoenix Mills Limited	12,61,72,214	51.00	12,61,72,214	51.00
Special Equity Shares				
The Phoenix Mills Limited	100	100.00	100	100.00
Compulsory Convertible Preference Shares (CCPS)				
The Phoenix Mills Limited	30,89,759	100.00	30,89,759	100.00

e) Details of Shares held by Promoter at the end of the year

Promoter Name	No. of Shares	%of total	% Change during	% Change during
The Phoenix Mills Limited - Equity Shares	12,61,72,214	51.00	NIL	NIL
The Phoenix Mills Limited - Special Equity Shares	100	100.00	NIL	NIL
The Phoenix Mills Limited - Compulsory Convertible Preference Shares Series A	30,89,759	100.00	NIL	NIL

f) No Bonus shares were issued during the last 5 years



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
20	Other Equity		
	Equity Component of a Compound Financial Instrument (Refer note 52)		
	As per last Balance Sheet	296.86	296.86
	Closing Balance	296.86	296.86
	Securities Premium		
	As per last Balance Sheet	2,59,566.18	1,54,995.69
	Add: On issue of Shares during the year	-	1,04,926.00
	Less: Expenses on issue of Shares during the year	-	(355.51)
	Closing Balance	2,59,566.18	2,59,566.18
	Retained Earnings		
	As per last Balance Sheet	30,209.29	24,361.68
	Add: Profit for the year	12,042.92	5,861.83
	Add: Remeasurement of gain/(loss) on defined benefit plan (net of tax)	(2.92)	(14.22)
	Closing Balance	42,249.29	30,209.29
	Share Options Outstanding Account		
	As per last Balance Sheet	97.96	75.67
	Add: Recognition of Share Based Payments	26.79	22.29
	Closing Balance	124.75	97.96
		3,02,237.08	2,90,170.29
	a) Issued, subscribed and paid up		
	0.0001% Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each fully paid up - Series B - 2,968,592 (P.Y. 2,968,592) of ₹ 10 each	296.86	296.86
		296.86	296.86

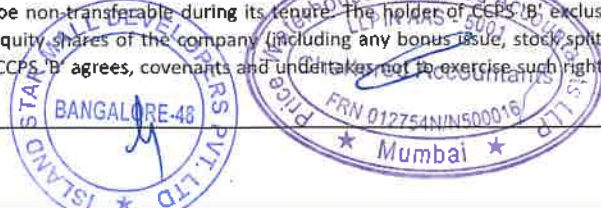
b) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting year	As at 31st March 2023		As at 31st March 2022	
	Number of Shares	₹ in Lakhs	Number of Shares	₹ in Lakhs
CCPS - Series B				
Shares outstanding at the beginning of the year	29,68,592	296.86	29,68,592	296.86
Shares outstanding at the end of the year	29,68,592	296.86	29,68,592	296.86

c) Details of shareholders holding more than 5% shares in the company (Shares of ₹ 10 each fully paid):	As at 31st March 2023		As at 31st March 2022		
	Name of Shareholder	Number of Shares	Shareholding %	Number of Shares	Shareholding %
CCPS - Series B					
The Phoenix Mills Limited	29,68,592	100.00	29,68,592	100.00	

d) Details of shares held by (shares of ₹ 10 each fully paid) :	As at 31st March 2023		As at 31st March 2022		
	Particulars	Number of Shares	Shareholding %	Number of Shares	Shareholding %
CCPS - Series B					
Holding Company	29,68,592	100.00	29,68,592	100.00	

e) Rights, preferences and restrictions attaching to shares including restrictions on distribution of dividends and the repayment of capital.

Equity Component of a Financial Instrument: During the year ended 31st March, 2018, the Company issued Series B of 0.0001% Compulsory Convertible Preference Shares (CCPS) having face value of Rs 10 each. CCPS carry non cumulative dividend at 0.0001% per annum on the face value. CCPS B shall be automatically and compulsorily converted into 1 Equity Share in the following situations a) upon expiry of 19 (nineteen) years and 11 (eleven) months from the date of allotment of CCPS B, or b) occurrence of Insolvency of the company, or c) occurrence of any of the events set out in Clause 16.2.2(a), 16.2.2(d), 16.3.2(a) and 16.3.2(d) of the Shareholders Agreement dated 05th April 2017, or d) if Carry Amount is NIL pursuant to calculation of DA Carry Amount and OA Carry Amount as per Clause 16.2.2(a) or 16.3.2(a) of the Shareholders Agreement dated 05th April 2017, respectively. Upon occurrence of a CCPS B Carry Conversion Event, where the aggregate Carry Amount paid or payable till such CCPS B Carry Conversion Event is an aggregate sum up to (or less than) INR 500,000,000 (Indian Rupees Five Hundred million), the Company shall mandatorily convert (such number of) CCPS B into Equity Shares in accordance with as i. Number of CCPS B to be converted = Carry Amount divided by Issue Price of the CCPS B ii. Number of Equity Shares to be issued on conversion of such CCPS B as determined vide (i) above ("CCPS B Carry Conversion Shares") = [Number of outstanding Equity Shares before the relevant CCPS B Carry Conversion Event] / {1- Carry Stake} X [Carry Stake]. Upon occurrence of the CCPS B Put Conversion Event, the Company shall, immediately prior to the Put Closing as contemplated in Clause 12 of the Shareholders Agreement dated April 5, 2017, mandatorily convert all of the CCPS B into Equity Shares in accordance with Number of Equity Shares to be issued on conversion of all CCPS B ("CCPS B Put Conversion Shares") = {Total number of CCPS B x Issue Price of the CCPS B} / Put Option Price (as defined in Schedule 5A) Provided that the conversion ratio for conversion of CCPS B into CCPS Put Conversion Shares shall, in no event, be less than 1:1. The CCPS 'B' shall be non-transferable during its tenure. The holder of CCPS 'B' exclusively in relation to CCPS 'B', shall also not be entitled to participate in any issue of equity shares of the company (including any bonus issue, stock split or any reorganisation) and, to the extent that it cannot waive such rights, holder of CCPS 'B' agrees, covenants and undertakes not to exercise such rights when they become available. Also Refer note 52



Island Star Mall Developers Private Limited

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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at	
		31st March 2023	31st March 2022
	Nature and purpose of each reserve		
	Securities Premium Account: Securities Premium Account is used to record the premium on issue of shares. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.		
	Share Options Outstanding Account: The fair value of the equity settled share based payment transactions is recognised to share options outstanding account.		
21	Borrowings (Non-Current)		
	Secured at amortised cost		
	Term Loans from Banks	38,717.80	27,614.75
	Term Loans from Others	-	9,574.38
		38,717.80	37,189.13
	21.1) Term Loan referred above are secured on pari-passu basis by equitable mortgage of immovable properties situated at Whitefield, Bengaluru and hypothecation of lease rental/ sales receivable from retailers and lien on the Debt Service Reserve Account (DSRA) / ESCROW Account. Interest is calculated on MCLR + applicable margin. Rate of Interest varies in the range of 7.00% p.a. to 9.10% p.a. (P.Y.8.15% p.a. to 7.40% p.a.)		
	21.2) Maturity Profile of Term Loan from Banks and others are set out below in rupees in Lakhs.		
	As at 31st March 2023		
	Term Loan from Banks		
	FY 2023-2024	1,073.91	
	FY 2024-2025	1,742.75	
	FY 2025-2026	2,816.16	
	FY 2026-2027	3,766.96	
	FY 2027-2028	4,576.57	
	Term Loan from Banks		
	FY 2028-2029	5,333.34	
	FY 2029-2030	5,798.99	
	FY 2030-2031	6,122.83	
	FY 2031-2032	6,446.39	
	FY 2032-2033	2,282.00	
	As at 31st March 2022		
	Term Loan from Banks		
	FY 2023-2024	3,998.64	
	FY 2024-2025	4,435.20	
	FY 2025-2026	3,460.36	
	FY 2026-2027	15,802.62	
	Term Loan from Others		
	FY 2023-2024	1,820.94	
	FY 2024-2025	2,050.77	
	FY 2025-2026	1,664.95	
	FY 2026-2027	4,037.72	
	21.3) Include Prepaid Processing Fees ₹ 186.89 Lakhs (P.Y. ₹ 102.95 Lakhs)		
22	Other Financial Liabilities (Non-Current) (At amortised cost)		
	Security Deposits For Lease Rentals	712.29	678.24
	Financial Liability on CCPS B valuation (Refer note 52)	840.00	-
		1,552.29	678.24
23	Provision (Non-Current)		
	Employee Benefits		
	Gratuity (Refer note 39)	62.15	45.30
	Provision for Compensated absences (Refer note 39)	77.45	53.81
		139.60	99.11
24	Other Non-current Liabilities		
	Unearned Rentals	113.82	108.62
		113.82	108.62
25	Short term Borrowings		
	Secured at amortised cost		
	Current Maturities of Long Term Debts (Secured)#		
	Term Loans from Banks (Refer note 21)	1,055.22	2,613.06
	Term Loans from Others (Refer note 21)	-	1,357.35
	Bank Overdraft	105.06	-
		1,160.28	3,970.41
	# Secured against assets stated in Note 21.1 above.		
26	Trade Payables		
	a) total outstanding dues of micro enterprises and small enterprises	41.01	31.04
	b) total outstanding dues of creditors other than micro enterprises and small enterprises	1,539.68	1,134.91
		1,580.69	1,165.95



Island Star Mall Developers Private Limited

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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at	As at
		31st March 2023	31st March 2022

* There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days during the year and as at March 31, 2023 and March 31, 2022. The below information, regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the Auditors.

Disclosure for Micro, Small and Medium Enterprises:	As at March 31, 2023	As at March 31, 2022
a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	41.01	31.04
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Trade Payable Ageing as of 31st March 2023

Particulars	Outstanding for following periods from bill date of booking						
	Unbilled	Not Due	Less than 1	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME							
Trade Payable - Current	-	-	38.63	-	2.15	0.23	41.01
(ii) Others							
Trade Payable - Current	1,201.87	83.06	193.98	2.75	30.94	27.08	1,539.68
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

Trade Payable Ageing as of 31st March 2022

Particulars	Outstanding for following periods from bill date of booking						
	Unbilled	Not Due	Less than 1	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME							
Trade Payable - Current	-	-	25.05	4.48	1.28	0.23	31.04
(ii) Others							
Trade Payable - Current	875.24	101.86	125.90	4.75	8.16	19.00	1,134.91
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

27 Other Financial Liabilities (Current)

Interest accrued but not due		
On Term Loans from Banks	4.86	4.67
On Term Loans from Others	-	2.02
Security Deposits For Lease Rentals	7,816.14	6,553.01
Payable for purchase of Property, Plant and Equipment	188.29	29.59
Other Payables	3.19	-
	8,012.48	6,589.29

28 Other Current Liabilities

Statutory Dues	400.07	272.68
Advance from Customers	204.71	160.34
Unearned Rentals	188.66	190.41
Corporate Social Responsibility (Refer note 47)	126.87	-
	920.31	623.43

29 Provisions (Current)

Employee benefits		
- Compensated absences (Refer note 39)	26.01	6.57
- Gratuity (Refer note 39)	1.00	1.00
	27.01	7.57



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
30	Revenue From Operations		
	Sale of Services	26,015.32	17,416.52
	Other Operating Revenues	114.62	177.08
		26,129.94	17,593.60
	30.1) Disaggregation of Sale of Services		
	License Fees and Rental Income	19,424.37	12,689.78
	Service Charges	5,367.64	4,194.11
	Parking income & others	1,223.31	532.63
		26,015.32	17,416.52
31	Other Income		
	Interest income on financial assets measured at amortised cost		
	on Fixed Deposits with banks and financial institution	698.62	314.72
	on Inter Corporate Deposits with subsidiaries (Refer note 42)	2.26	434.00
	on Other deposits	23.54	5.19
	Interest on investments in Optionally Convertible Debentures of Subsidiaries (Refer note 42)	-	0.20
	Interest on Income tax refund	10.41	-
	Income from financial assets measured at fair value through profit or loss		
	Fair value gain on Mutual Funds	580.72	846.45
	Net Gain on sale of Mutual Funds	1,634.90	105.78
	Allowance for Doubtful Debts and Advances written back	62.87	-
		3,013.32	1,706.34
32	Employee Benefits expense		
	Salaries and Wages	1,018.37	778.57
	Contribution to Provident Funds (Refer note 39)	17.73	15.28
	Contribution to Other Funds (Refer note 39)	13.60	8.85
	Share based payments to employees	26.79	22.29
	Staff Welfare Expenses	12.27	7.69
		1,088.76	832.68



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
33	Finance costs		
	Interest expense for financial liabilities at amortised cost	3,561.71	3,324.61
	Loss on Financial Liability measured at fair value through Profit and Loss A/c (Refer note 52)	840.00	-
	Bank charges	3.57	1.44
		4,405.28	3,326.05
34	Other Expenses		
	Electricity Expenses	704.37	494.84
	Water Charges	39.44	26.40
	Repair and Maintenance:		
	Buildings	122.91	141.42
	Machinery	424.08	318.11
	Others	35.62	28.66
	Housekeeping Expenses	297.13	223.29
	General Charges	260.85	185.88
	Manpower Charges and Management Fees for Parking	72.75	42.50
	Rates and Taxes	680.22	591.45
	Insurance	158.79	165.30
	Legal and Professional Expenses	1,825.73	1,808.75
	Payments to Auditors (See footnote)	39.75	47.97
	Security charges	436.17	295.13
	Telephone expenses	11.61	11.37
	Expenditure on Corporate Social Responsibility (Refer note 47)	131.87	123.47
	Loss on Sale/write-off, of Property, Plant and Equipment	3.98	4.14
	Advertisement and Sales Promotion Expenses	1,305.35	666.62
	Rebates and Settlement	274.53	101.15
	Allowance for Doubtful Debts and Advances	-	212.16
	Bad debts written off	80.79	76.29
	Less: Allowance for doubtful debts written back	(80.79)	(76.29)
	Travelling Expenses	42.65	6.71
	Miscellaneous Expenses	127.45	106.44
		6,995.25	5,601.76
	Footnote:		
34.1	Payments to Auditors		
	a) for Audit (excluding GST)	30.00	37.95
	b) for Out of Pocket Expenses	-	0.02
	c) for Other services	9.75	10.00
		39.75	47.97



Island Star Mall Developers Private Limited

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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
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35 Contingent Liabilities and Commitments

a) Capital and other commitments

1,083.58

723.51

Estimated amount of contracts remaining to be executed on capital account not provided for

b) Contingent Liabilities

Claims against the Company not acknowledged as debt:

1) The Income Tax assessments of the Company have been completed up to Assessment Year 2022-23. The disputed demand up to the said Assessment Year was ₹ 1,755.65 Lakhs (P.Y. ₹ 1,736.26 Lakhs). The Company is in appeal before the Appellate Authorities. Future cash outflows in respect of the above matter is determinable only on receipt of judgements/decisions pending at relevant forum.

2) During the previous year ended March 31, 2020, the Commissioner of Central Tax, GST Commissionerate, Bangalore East has gone in appeal before the Hon'ble Customs, Excise and Service Tax Appellate Tribunal, South Zone Bench, Bengaluru in respect of disputed dues of service tax for Financial Years October 2011 to June 2017 of ₹ 669.90 Lakhs. During the year ended March 31, 2019, the Commissioner Central tax, GST Commissionerate, Bangalore East had dropped the abovementioned demands issued to the Company vide Show Cause Notice dated April 12, 2017. Dept filed an appeal against favourable order on April 02, 2019. Company has filed cross objection on 28.06.2019 with CESTAT Bangalore. Department has filed for early hearing application slated for hearing on 23-09-2021 which was attended by our consultant. The tribunal has accepted the early hearing petition and hearing for the same will be listed shortly.

The above litigations in Paras b(1) and b(2) above are not expected to have any material adverse impact on the financial position of the Company.

36	Earnings per Share (EPS)	Year ended March 31, 2023	Year ended March 31, 2022
i)	Profit for the year	12,042.92	5,861.83
ii)	Weighted Average number of shares used as denominator for calculating Basic EPS *	25,04,86,257	22,43,32,010
iii)	Weighted Average number of shares used as denominator for calculating Diluted EPS *	25,04,87,983	22,43,32,010
iv)	Basic EPS	4.81	2.61
v)	Diluted EPS	4.81	2.61
vi)	Face Value per equity share	10.00	10.00

*Conversion of 29,68,592 number of CCPS series B shares are dependent on certain Carry event which has not yet triggered on balance sheet date. Hence the same is not considered in calculating Basic & Diluted EPS.

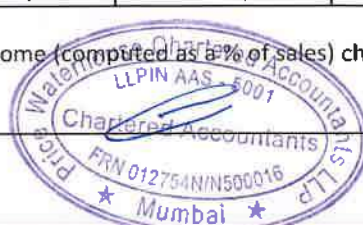
37 The Leave and License agreements are generally for a period of 1 to 5 years. The terms also provide for escalation of License fees on a periodical basis. Generally, the company has a right to terminate these agreements by giving advance notice as stipulated therein.

Future minimum License Fees receivable under Leave and License agreements for non-expired lock in period as at 31st March, 2023 are as follows:

(₹ In Lakhs)

Particulars	Within one year	After one year but not more than five years	More than five years	Total
As on 31 st March, 2023	6,815.41	3,668.52	-	10,483.93
As on 31 st March, 2022	6,968.44	4,342.59	-	11,311.03

License Fees comprising of Revenue Share income (computed as a % of sales) charged to the Licensees during the year is ₹ 3,315.78 Lakhs (P.Y. ₹ 1,449.34 Lakhs)



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
38	Taxation		
A	Income tax recognised in profit or loss		
1	Income Tax		
	In respect of the current year	2,689.42	1,685.07
	In respect of prior years	(285.29)	-
		2,404.13	1,685.07
2	Deferred Tax expenses/ (benefits):		
	In respect of the current year (Including Minimum Alternate Tax)	1,083.96	433.17
	In respect of the previous year (Including Minimum Alternate Tax)	(53.35)	-
		1,030.61	433.17
	Total (1 + 2)	(A) 3,434.74	2,118.24
B	Income tax recognised in Other Comprehensive Income		
	Deferred tax relating to items that will not be reclassified to profit or loss	(B) 1.20	3.01
		(A + B) 3,435.94	2,121.25
C	The income tax expense for the year can be reconciled to the accounting profit as follows:		
	Profit before tax	15,477.66	7,980.07
	Applicable Tax Rate	29.120%	29.120%
	Income tax computed at applicable tax rate	4,507.09	2,323.80
	Tax recognised in Statement of Profit and Loss Account		
	Tax Impact of Exempted income	-	(82.81)
	Tax effect of permanent non-deductible expenses	283.53	438.61
	Tax effect of deductible expenses	133.62	200.43
	Tax benefits for assets assessed under house property	(1,226.05)	(1,022.00)
	Others	21.84	260.21
	Tax effect of previous year	(285.29)	-
	Total Tax Expenses Recognised in Statement of Profit and Loss Account	3,434.74	2,118.24
39	Employees Benefits:		
	Expenses recognised for Defined contribution plan:		
	Company's Contribution to Provident Fund (including pension) and Labour Welfare Fund recognised as an expense under the head "Employee Benefits Expense"	17.73	15.28
		17.73	15.28
	Expenses recognised for Defined benefits plan:		
	The company provides gratuity benefit to its employees which is a defined benefit plan. The present value of obligations is determined based on actuarial valuation using the Projected Unit Credit Method.		
		Gratuity (Funded)	
		2022-23	2021-22
1	Change in Defined Benefit Obligation during the year		
	Defined Benefit Obligation at the beginning of the year	80.35	59.03
	Interest Cost	6.32	4.51
	Current Service Cost	9.50	6.93
	Past Service Cost	-	-
	Benefits paid during the year	(2.44)	(6.55)
	Remeasurement due to:		
	Change in financial assumptions	0.60	1.23
	Demographic adjustments	-	4.50
	Experience adjustments	3.73	10.70
	Defined Benefit Obligation at the end of the year	98.06	80.35



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
2	Change in fair value of Plan Assets during the year		
	Fair value of Plan Assets at the beginning of the year	34.05	38.23
	Expected Return on plan assets	2.21	2.59
	Contribution	0.88	0.58
	Benefits paid during the year	(2.44)	(6.55)
	Actuarial gains/(losses) on Plan Asset	0.21	(0.80)
	Fair value of Plan Assets at the end of the year	34.91	34.05
3	Amount to be recognized in Balance sheet:		
	Present value of Defined Benefit Obligation	98.06	80.35
	Fair Value of plan assets at the end of the year	34.91	34.05
	Amount recognized in Balance sheet	63.15	46.29
4	Current / Non - current bifurcation:		
	Current benefit obligation	1.00	1.00
	Non - current benefit obligation (Refer note 23)	62.15	45.29
5	Expenses recognised in the statement of Profit and Loss for the year		
	Current Service Cost	9.50	6.93
	Interest cost on obligation	6.32	4.51
	Expected Return on plan assets	(2.21)	(2.59)
	Expense recognised in the statement of Profit and Loss account	13.61	8.85
6	Recognised in Other Comprehensive income for the year		
	Remeasurement due to:		
	Effect of change in financial assumptions	0.60	1.23
	Effect of change in demographic assumptions	-	4.50
	Effect of experience adjustments	3.73	10.70
	Return on plan of assets(excluding interest)	(0.21)	0.80
	Expense recognise for the year	4.12	17.23
7	Maturity profile of defined benefit obligation		
	Within the next 12 months	11.38	9.07
	Between 2 to 5 years	41.54	34.15
	Between 5 to 10 years	51.86	41.83
8	Actuarial assumptions used for estimating defined benefit obligations		
	Discount Rate	7.30%	7.40%
	Salary Escalation Rate	7.00%	7.00%
	Expected Rate of Return on Assets	7.40%	7.40%
	Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
	Attrition/ Withdrawal Rate	10%	10%
	The weighted average duration of plan	9.33 years	12.68 years
	No. of Employees	66	58
	Average Age	37.66	38.25
	Total Salary	31.30	24.95
	Average Salary	0.47	0.43
	Average Service	4.74	5.11
	Accrued Benefit	114.43	93.71
	Actuarial Liability	90.05	80.35

Notes:

- Salary escalation rate is arrived after taking into account regular increments, price inflation and promotion and other relevant factors such as supply and demand in employment market.
- Discount rate is based on prevailing market yields of Indian Government Securities as at balance sheet date for estimated term of obligations.
- Attrition rate/ withdrawal rate is based on Company's policy towards retention of employees, historical data and industry outlook.
- Expected contribution to defined benefit plan for financial year 2023-24 is Rs. 1.00 Lakh (P.Y - Rs. 1.00 Lakhs)
- The above information is certified by actuary.



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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
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- f) The Company has set-up an income tax approved irrevocable trust fund and regularly contributes to fund the benefit payments of the plan. The trustees have outsourced investment management of this fund to an Insurer. The Insurer managed funds are with LIC of which break up is not available.

9 Sensitivity analysis:

Effect of Increase/ (decrease) in relevant actuarial assumptions on defined benefits obligation at the end of the year:

	Change in assumptions	Effect on Defined benefit obligation	
		2022-23	2021-22
Discount rate	+1%	(5.75)	(4.76)
	-1%	6.42	5.32
Salary Escalation rate	+1%	4.14	3.53
	-1%	(3.91)	(3.54)
Attrition Rate	+1%	0.98	0.73
	-1%	(1.12)	(0.83)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

- 10** This gratuity plan typically exposes the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment Risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yield at the end of reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Other Long term benefit plan - compensated absences

(₹ In Lakhs)

Particulars	31st March 2023	31st March 2022
Present value of unfunded obligations	103.47	60.38
Expenses recognised in the statement of profit and loss	44.85	34.62
Discount rate (per annum)	7.30%	7.40%
Salary escalation rate (per annum)	7.00%	7.00%



Island Star Mall Developers Private Limited

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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023**40 Fair Value of Financial assets and Liabilities:**

Set out below is the comparison by class of carrying amounts and fair value of Company's financial instruments that are recognised in the financial statements.

(₹ In Lakhs)

(A) Particulars	31st March 2023		31st March 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets designated at fair value through Profit or Loss				
Investments in Mutual Funds (unquoted)	20,022.26	20,022.26	60,049.62	60,049.62
Financial assets designated at amortised cost				
Trade Receivables	1,813.52	1,813.52	2,741.52	2,741.52
Cash and Cash Equivalents	55.82	55.82	622.28	622.28
Bank balances other than Cash and Cash equivalents	12,929.06	12,929.06	10,878.85	10,878.85
Loans	2.00	2.00	1.00	1.00
Other Financial Assets	457.73	457.73	371.46	371.46
Total	35,280.39	35,280.39	74,664.73	74,664.73
Financial liabilities measured at fair value through Profit & Loss				
Financial Liability on CCPS B valuation (Refer note 52)	840.00	840.00	-	-
Financial liabilities measured at amortised cost				
Borrowings	39,878.08	39,878.08	41,159.54	41,159.54
Trade payables	1,580.69	1,580.69	1,165.95	1,165.95
Interest accrued but not due	4.86	4.86	6.69	6.69
Security Deposits For Lease Rentals	8,528.44	8,528.44	7,231.25	7,231.25
Payable for purchase of Property, Plant and Equipment	188.29	188.29	29.59	29.59
Other Payables	3.19	3.19	-	-
Total	50,183.55	50,183.55	49,593.02	49,593.02

Fair valuation techniques:

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The following methods and assumptions were used to estimate the fair values

- 1 Fair value of investments in mutual funds is calculated based on NAV declared by fund.
- 2 Fair value of long term borrowings is calculated based on the discounted cash flows.
- 3 Fair value of Financial Assets and Financial Liabilities are carried at amortised cost and it is not materially different from its carrying value.
- 4 The Financial Assets above do not include investments in subsidiaries which are carried at cost in terms of the option available in Ind AS 27 "Separate Financial Statements".

(B) Fair Value hierarchy:

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below:

Level 1: Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.



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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

	2022-23			2021-22		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets /Liabilities measured at fair value						
<u>Financial Assets:</u>						
'Investments in Mutual Fund	-	20,022.26	-	-	60,049.62	-
<u>Financial Liabilities:</u>						
Financial Liability on CCPS B valuation	-	-	840.00	-	-	-

41 Financial risk Management:

The Company's activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

• **Market risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and investments in securities.

Foreign currency risk

The Company is exposed to insignificant foreign exchange risk as at the respective reporting dates.

Interest rate risk

Fluctuation in fair value or future cash flows of a financial instrument because of changes in market interest rates gives rise to interest rate risk. Almost 100% of the company's borrowings are linked to Bank Rate + Margin. Margin may be agreed with the bank from time to time. With all other variables held constant, the following table demonstrates the impact of change in interest rate on borrowing cost on floating rate portion of loans.

Increase/ (decrease) in Interest cost of Long term borrowings for the year:

(₹ In Lakhs)

Change in Rate of Interest	Effect on Profit before tax	
	2022-23	2021-22
+1%/-1%	398.78	411.60

Commodity and Other price risk

The Company is not exposed to the commodity and other price risk.

• **Credit Risk**

Credit risk is the risk of financial loss to the Company that a customer or counter party to a financial instrument fails to meet its obligations. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks, mutual funds and financial institutions and other financial instruments.

Trade and other receivables:

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. To manage credit risk, the Company periodically assesses the financial reliability of the customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Outstanding customer receivables are regularly monitored.

The Company is not exposed to concentration of credit risk to any one single customer since services are provided to vast spectrum and hence, the concentration of risk with respect to trade receivables is low. The Company has also taken advances and security deposits from its customers, which mitigate the credit risk to an extent.

Cash and cash equivalents and other investments

The Company is exposed to counter party risk relating to medium term deposits with banks and investment in mutual funds.

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash balances other than those required for its day to day operations.



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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023Exposure to credit risk

The gross carrying amount of financial assets, net of impairment losses recognised represents the maximum credit exposure. The maximum exposure to credit risk as at March 31, 2023 and March 31, 2022 is as follows:

	31st March 2023 (₹ In Lakhs)	31st March 2022 (₹ In Lakhs)
<u>Financial assets for which loss allowances is measured using 12 months Expected Credit Losses (ECL):</u>		
Cash and cash equivalents	55.82	622.28
Other bank balances	12,929.06	10,878.85
Loans	2.00	1.00
Other financial assets	457.73	371.46
<u>Financial assets for which loss allowances is measured using Life time Expected Credit Losses (ECL):</u>		
Trade receivables	1,918.78	2,990.44

Life time Expected credit loss for Trade receivables under simplified approach

Aging of Trade Receivables	Past Due				Total
	0-90 days	90-180 days	180 - 360 days	over 360 days	
(₹ In Lakhs)					
As at 31st March, 2023					
Gross Carrying Amount	1,246.60	109.24	140.08	422.86	1,918.78
Expected loss rate	0.01%	1.41%	4.76%	22.92%	5.49%
Expected credit losses (Loss allowance provision)	0.12	1.54	6.67	96.93	105.26
Net Carrying Amount	1,246.48	107.70	133.41	325.93	1,813.52
As at 31st March, 2022					
Gross Carrying Amount	1,520.15	643.66	524.53	302.10	2,990.44
Expected loss rate	0.13%	1.16%	2.37%	75.17%	8.32%
Expected credit losses (Loss allowance provision)	1.91	7.48	12.43	227.10	248.92
Net Carrying Amount	1,518.24	636.18	512.10	75.00	2,741.52

Reconciliation of Changes in the life time expected credit loss allowance:	(Rs. In Lakhs)	
	2022-23	2021-22
Loss allowance at the beginning of the year	248.92	113.06
Provided during the year (net of reversal)	-	212.16
Amount written back during the year (net of addition)	(62.87)	-
Amount written off during the year	(80.79)	(76.30)
Loss allowance at the end of the year	105.26	248.92

Cash and Cash equivalents, Other Bank Balances, Loans and Other Financial Assets are neither past due nor impaired. Management is of view that these financial assets are considered good.

- Liquidity risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current borrowings are sufficient to meet its short to medium term expansion needs. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company is required to maintain ratios (such as debt service coverage ratio and security coverage ratio) as mentioned in the loan agreements at specified levels. In the event of failure to meet any of these ratios these loans become callable to the extent of failure at the option of lenders, except where exemption is provided by lender.



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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Particulars	31st March 2023					Total
	Carrying Amount	On Demand	Less than 12 months	1 - 5 Years	>5 years	
Borrowings	39,878.08	105.06	1,055.22	12,734.24	25,983.56	39,878.08
Interest accrued but not due	4.86	-	4.86	-	-	4.86
Security Deposits For Lease Rentals	8,528.44	-	6,870.87	1,902.98	-	8,773.84
Payable for purchase of Property, Plant and Equipment	188.29	-	188.29	-	-	188.29
Financial Liability on CCPS B valuation (Refer note 52)	840.00	-	-	-	840.00	840.00
Trade payables	1,580.69	-	1,580.69	-	-	1,580.69
Other Payables	3.19	-	3.19	-	-	840.00

(₹ In Lakhs)

Particulars	31st March 2022					Total
	Carrying Amount	On Demand	Less than 12 months	1 - 5 Years	>5 years	
Borrowings	41,159.54	-	3,970.41	37,189.13	-	41,159.53
Interest accrued but not due	6.69	-	6.69	-	-	6.69
Security Deposits For Lease Rentals	7,231.25	-	5,497.65	2,016.66	-	7,514.32
Payable for purchase of Property, Plant and Equipment	29.59	-	29.59	-	-	29.59
Trade payables	1,165.95	-	1,165.95	-	-	1,165.95

Capital management

The primary objective of the Company's capital management is to maximize the shareholder value. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended 31st March, 2023 and 31st March, 2022.

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves. Net

(₹ In Lakhs)

Particulars	31st March 2023	31st March 2022
Loans and Borrowings	39,878.08	41,159.54
Add:- Interest accrued but not due	4.86	6.69
Less: Cash and cash equivalents + Bank Deposits - Escrow balance held by bank as Security	12,984.88	11,151.13
Net Debt	26,898.06	30,015.10
Total Capital	3,27,285.72	3,15,218.93
Capital+Net Debt	3,54,183.78	3,45,234.03
Gearing Ratio	8%	9%



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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

42 Related party Disclosure:

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationships, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are:

a) Related Parties where control exists and also other related parties with whom transactions have been taken place and relationships:

	Name of the party	Relationship
A)	Category 1 : Entity having control The Phoenix Mills Limited	Holding Company
B)	Category 2 : Entity having significant influence Canada Pension Plan Investment Board	Other major shareholder
C)	Category 3 : Subsidiaries of the holding company (control exist)	
1	Market City Resources Private Limited	Fellow Subsidiary
2	Pallazio Hotels & Leisures Pvt Ltd	Fellow Subsidiary
3	Bellona Hospitality Services Ltd	Fellow Subsidiary
4	Mindstone Mall Developers Pvt Ltd	Fellow Subsidiary
D)	Category 4 : Subsidiaries of the company (control exist)	
1	Insight Mall Developers Private Limited	Subsidiary
2	Alyssum Developers Private Limited	Subsidiary
3	Sparkle One Mall Developers Private Limited	Subsidiary
4	Sparkle Two Mall Developers Private Limited	Wholly Owned Subsidiary
E)	Category 5 : Key Managerial Personnel (KMP)	
1	Mr. Swapnil Kothari	Independent Director
2	Ms. Shweta Vyas	Independent Director
3	Mr. Hari Krishna Veerapaneni*	Nominee Director
4	Mr. Varun Parwal*	Director
5	Mr. Ankur Gulati*	Nominee Director
6	Mr. Raghav Bajoria*	Director
7	Ms. Deepa Laungani*	Company Secretary
8	Mr. Girish Sharma	Chief Financial Officer
9	Mr. Gajendra Singh Rathore	Chief Executive Officer
F)	Category 6 : Enterprises over which KMP/ their relatives are able to exercise significant influence	
1	Aakar Charitable Trust	Other

* No Transaction entered during the year

b) Transactions during the year

(₹ In Lakhs)

Sr. No.	Nature of Transactions	2022-2023	2021-2022
1	Investments in 0.0001% Optionally Convertible Debentures (OCD)		
	Insight Mall Developers Private Limited	4,000.00	14,000.00
	Alyssum Developers Private Limited	25,000.00	21,600.00
	Sparkle One Mall Developers Private Limited	25,000.00	21,600.00
2	Loans Given		
	Alyssum Developers Private Limited	-	6,050.00
	Insight Mall Developers Private Limited	4,000.00	6,500.00
	Sparkle One Mall Developers Private Limited	-	5,500.00
	Mindstone Mall Developers Private Limited	200.00	-
	Sparkle Two Mall Developers Private Limited	1.00	-
3	Loans Received Back		
	Alyssum Developers Private Limited	-	6,500.00
	Mindstone Mall Developers Private Limited	200.00	-
	Insight Mall Developers Private Limited	4,000.00	7,500.00
	Sparkle One Mall Developers Private Limited	-	6,500.00
4	Project Management Fee/Leasing Commission and Acquisition Fee		
	Market City Resources Private Limited	1,651.02	1,652.07
5	Licence revenue/ CAM and other recoveries		
	Bellona Hospitality Services Ltd	252.53	-

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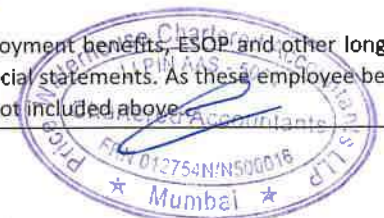
Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)			
Sr. No.	Nature of Transactions	2022-2023	2021-2022
6	Interest on Loans/OCD		
	Sparkle Two Mall Developers Private Limited	0.17	0.09
	Mindstone Mall Developers Pvt Ltd	1.84	-
	Insight Mall Developers Private Limited	0.05	158.91
	Alyssum Developers Private Limited	0.08	123.51
	Sparkle One Mall Developers Private Limited	0.12	151.70
7	Right equity shares issued during the year		
	The Phoenix Mills Limited	-	56,100.00
	Canada Pension Plan Investment Board	-	53,900.00
8	Remuneration to KMP (Refer note 2 below)		
	Mr. Gajendra Singh Rathore	108.13	75.82
	Mr. Girish Sharma	40.47	30.03
9	Other Expenses		
	Market City Resources Private Limited	15.92	-
	Pallazio Hotels & Leisures Pvt Ltd	0.68	-
	Bellona Hospitality Services Ltd	1.67	-
10	Sale of Investment		
	The Phoenix Mills Limited	1.00	-
11	Director Sitting fees		
	Mr. Swapnil Kothari	1.80	2.00
	Ms. Shweta Vyas	1.60	1.40
12	Donation		
	Aakar Charitable Trust	5.00	-

(₹ In Lakhs)			
c) Balance with the related party at the year end is as under			
Sr. No.	Nature of Balances	As at 31st March, 2023	As at 31st March, 2022
1	Loans Given		
	Sparkle Two Mall Developers Private Limited	2.00	1.00
2	Trade Receivable		
	Bellona Hospitality Services Ltd	91.35	-
3	Trade Payable		
	Market City Resources Private Limited	411.81	33.29
	Pallazio Hotels & Leisures Pvt Ltd	0.93	-
	Bellona Hospitality Services Ltd	1.07	-
4	Interest accrued (on OCD and loans)		
	Insight Mall Developers Private Limited	0.04	0.04
	Alyssum Developers Private Limited	0.07	0.06
	Sparkle One Mall Developers Private Limited	0.11	0.10
	Sparkle Two Mall Developers Private Limited	0.15	0.09
5	Investment in Equity Shares		
	Insight Mall Developers Private Limited	32.77	32.77
	Sparkle Two Mall Developers Private Limited	-	1.00
	Alyssum Developers Private Limited	1.00	1.00
	Sparkle One Mall Developers Private Limited	1.00	1.00
6	Investments in 0.0001% OCD		
	Insight Mall Developers Private Limited	53,100.00	49,100.00
	Alyssum Developers Private Limited	98,700.00	73,700.00
	Sparkle One Mall Developers Private Limited	1,37,400.00	1,12,400.00

Note:-

- The above balances are unsecured.
- KMP who are under the employment of the Company are entitled to post employment benefits, ESOP and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.



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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023**43 Notes on Investment Property**

- i. The Company has determined that the investment properties consist of one class of asset – retail mall – based on the nature, characteristics and risks of each property.
- ii. **Contractual Obligations**
Refer note 35 for disclosure of contractual commitments for the acquisition of investment properties.
- iii. **Capitalised Borrowing cost**
No borrowing costs were capitalised during the current year and previous year.
- iv. **Investment Property Pledge as security**
Refer note 21.1) for information on investment properties pledged as security by the Company.
- v. **Amount recognized in the statement of Profit and loss for Investment Properties**

Particulars	₹ In Lakhs	
	31st March 2023	31st March 2022
Rental Income derived from Investment Properties	19,424.37	12,689.78
Direct operating Expenses generating rental income	1,339.61	1,360.66
Profit arising from investment properties before Depreciation and Indirect Expenses	18,084.76	11,329.12
Less: Depreciation	466.97	465.97
Profit from Leasing of Investment Properties	17,617.79	10,863.15

- vi. As at March 31, 2023, fair value of Properties (excluding right to use assets) are ₹ 269,466.59 Lakhs (P.Y. ₹ 227,881.40 Lakhs) These valuations are based on valuations performed by iVAS, an accredited registered valuer. The fair value of the Company's Investment properties have been arrived at using discounted cash flow method. Under discounted cash flow method, cash flow projections based on reliable estimates of cash flow are discounted. The main inputs used are rental growth rate, expected vacancy rates, terminal yields and discount rates which are based on comparable transactions and industry data.
- vii. **Investment Properties under construction:**
Capital work-in progress includes investment properties under construction amounting to ₹ 4,795.14 (P.Y. ₹ 4,061.12). The Management is of the view that the fair value of investment properties under construction cannot be reliably measured and hence fair value disclosures pertaining to investment properties under construction have not been provided. Capital work-in progress have not been pledged to secure borrowings of the company.

44 Segment reporting:

The Company is mainly engaged in real estate activities where revenue is principally derived from operating lease rental income attributable to retail outlets in its retail mall named 'Phoenix Market city - Bangalore' together with provision of related services, which constitutes the sole operating segment of the company catering to Indian customers. Accordingly, the Company has only one identifiable segment reportable under Ind AS 108 "Operating Segments".

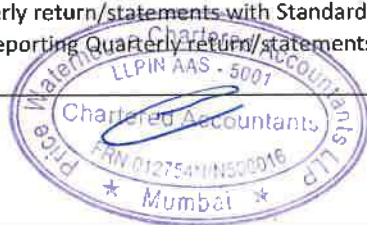
Managing Director (the 'Chief Operating Decision Maker' as defined in Ind AS 108 "Operating Segments") monitors the operating results of the Company's business for the purpose of making decisions about resource allocation and performance assessment.

The revenues from transactions with a single customer do not exceed 10 per cent or more of an company's revenues. For broad Categories of services rendered, refer note 30.1.

The Company operates in a single geographical area i.e. India

45 A) Additional regulatory information required by Schedule III

- i) **Details of benami property held**
No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- ii) **Borrowing secured against current assets**
Company is not obligated to file Quarterly return/statements with Standard Chartered Investments Loans (India) Limited and Standard Chartered Bank, hence reporting Quarterly return/statements reconciliation with books of accounts is not applicable.



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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023iii) **Wilful defaulter**

Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

iv) **Relationship with struck off companies**

The company has following outstanding balance with companies struck off under Companies Act, 2013 or Companies Act, 1956.

Name of the Struck off Company	Nature of Transaction	Balance as at 31st March 2023	Balance as at 31st March 2022	Relationship with Struck off Companies
MAHALOTH MELODIES PVT LTD	Payable	1.07	12.01	Not a Related Party
SRAYASI SERVICE PRIVATE LIMITED	Payable	0.02	0.02	Not a Related Party
MAROON ENTERTAINMENT PVT LTD	Payable	0.98	0.98	Not a Related Party
CELESTIAL STARS INDIA ENTERTAINMENT PVT LTD	Payable	0.70	0.70	Not a Related Party
MOUNTAIN VALLEY SPRINGS PVT LTD	Receivable	0.58	0.01	Not a Related Party

v) **Compliance with number of layers of companies**

The company has complied with the number of layers prescribed under the Companies Act, 2013.

vi) **Compliance with approved scheme(s) of arrangements**

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

vii) **Utilisation of borrowed funds and share premium**

The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries

viii) **Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix) **Details of crypto currency or virtual currency**

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

x) **Valuation of Property, Plant and Equipment, intangible asset and investment property**

The company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

B) Other Regulatory informationi) **Title deeds of immovable properties not**

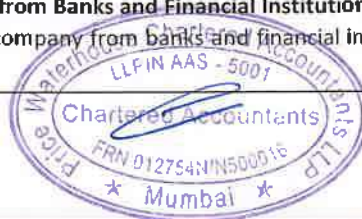
The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in note to the financial statements, are held in the name of the company.

ii) **Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are yet to be registered with registrar of companies beyond the statutory period.

iii) **Utilisation of Borrowings availed from Banks and Financial Institutions**

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.



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Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

46 The following are analytical ratios for the year ended 31st March 2023 and 31st March 2022

Sr No	Particulars (Refer Note i) below)	Numerator	Denominator	31st March 2023	31st March 2022	Variance (in %)	Remarks
1	Current Ratio	Current Assets	Current Liabilities	3.03	6.04	(49.90)	Refer note a)
2	Debt-Equity Ratio	Total Debt	Shareholders Equity	0.12	0.13	(6.69)	
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	0.29	0.46	(37.20)	Refer note b)
4	Return on Equity Ratio (ROE)	Net Profit after taxes	Average Shareholders equity	3.75%	2.28%	64.65	Refer note c)
5	Trade Receivables Turnover Ratio	Credit Sales	Average Trade Receivable	11.47	6.75	70.04	Refer note d)
6	Trade Payables Turnover Ratio	Purchases of services and other expenses	Average Trade Payable	5.09	4.80	6.09	
7	Net Capital Turnover Ratio	Net Annual Sales	Average Working Capital	1.10	0.28	290.19	Refer note e)
8	Net Profit Ratio	Net Profit after tax	Net sales	46.09%	33.32%	38.33	Refer note f)
9	Return on Capital Employed	Earnings before Interest and Taxes	Capital employed	5.19%	3.19%	62.99	Refer note g)
10	Return on Investment	Other Income (Excluding Dividend)	Average Cash, Cash and Cash Equivalent and Marketable Securities	4.48%	1.17%	281.73	Refer note h)

Note:-

- Current Investments of Rs. 40,027.37 Lakhs (net) has been redeemed during FY 2022-23, resulted into decrease in Current Ratio.
- Repayment of Rs. 44,302.58 Lakhs has been made in FY 2022-23 towards loan from Bank, resulted into decrease in Debt Service Coverage Ratio.
- Increase in Net income due to higher revenue from Operations in FY 2022-23 and additional shares issued by Company during FY 2021-22.
- Increase in Annual sales due higher revenue from Operations, resulted into increase in Trade Receivable Turnover Ratios.
- Increase in Annual sales due higher revenue from Operations and Current Investments of Rs. 40,027.37 Lakhs has been redeemed during FY 2022-23, resulted into increase in Net Capital Turnover Ratio.
- Increase in Net income due to higher revenue from Operations as last year's operations were impacted by COVID-19, resulted into increase in Net Profit Ratio.
- Increase in Net income due to higher revenue from Operations as last year's operations were impacted by COVID-19, resulted into increase in Return on Capital Employed Ratio.
- Higher gain on mutual funds as investments of Rs. 40,027.37 Lakhs (net) has been redeemed during FY 2022-23, resulted into increase in Return on Investment Ratio.

i) Following ratio is not applicable to the Company.

- Inventory Turnover Ratio



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023

47 Corporate Social Responsibility (CSR):

(₹ In Lakhs)

i) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year

2022-23	2021-22
131.87	123.47

ii) Amount spent during the year by way of contribution to a Trust

FY	Spent	Unspent	Total
FY 22-23*	5.00	126.87	131.87
FY 21-22	56.65	66.82	123.47

* Deposited in Unspent CSR Earmarked Bank A/c before 30th April 2023

48 Additional information as required under Section 186(4) of the Companies Act, 2013

The Company is engaged in providing infrastructure facilities as specified in Schedule VI of the Act and accordingly, the provisions of the section 186, except subsection (1), of the Act are not applicable to the Company. Hence, disclosure as per section 186(4) is not applicable.

49 Loans and advance to Specified person

(₹ in Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding as at 31/03/2023	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding as at 31/03/2022	Percentage to the total Loans and Advances in the nature of loans
Promoter	NIL	NIL	NIL	NIL
Directors	NIL	NIL	NIL	NIL
KMPs	NIL	NIL	NIL	NIL
Sparkle Two Mall Developers Pvt Ltd (Subsidiary up to 10th March 2023)	2.00	100%	1.00	100%

50 Utilisation of borrowed funds and share premium

(₹ in Lakhs)

A)

Name of entity	Relationship with company	Registered address	PAN No.	Date of payment	Amount
Sparkle One Mall Developers Private Limited	Subsidiary	Gr. Floor R R Hosiery Bldg., Shree Laxmi Wollen Mills Estate, Dr E Moses Road, Mahalaxmi, Mumbai - 400 011	AAZCS1589C	26/04/2022 15/11/2022	25,000.00
Insight Mall Developers Private Limited	Subsidiary	Gr. Floor R R Hosiery Bldg., Shree Laxmi Wollen Mills Estate, Dr E Moses Road, Mahalaxmi, Mumbai - 400 011	AABCI6693P	08/03/2023	4,000.00
Alyssum Developers Private Limited	Subsidiary	Gr. Floor R R Hosiery Bldg., Shree Laxmi Wollen Mills Estate, Dr E Moses Road, Mahalaxmi, Mumbai - 400 011	AAPCA3285K	16/02/2022 22/12/2022	25,000.00

B) Company has declared that, relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Standalone Financial Statements as at and for the year ended 31st March 2023**51 Net Debt Reconciliation**

The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, current investments and other bank balance (excluding Escrow balance held by bank as Security)

(₹ in Lakhs)

Particulars	Note no	As at March 31, 2023	As at March 31, 2022
Borrowings - Non current & current	21 & 25	39,773.02	41,159.54
Add:- Interest accrued but not due	27	4.86	6.69
Add:- Bank Overdraft from bank	25	105.06	-
Less:- Cash and Cash Equivalents	15	(55.82)	(622.28)
Less:- Other Bank Balance (excluding Escrow balance held by bank as Security)	16	(12,929.06)	(10,528.85)
Net Debt		26,898.06	30,015.10

(₹ in Lakhs)

Particulars	Other Assets		Liabilities from Financing activities			Total
	Cash and Cash Equivalents	Other Bank Balance	Borrowings - Non current & current	Cash credit from bank	Interest accrued but not due	
Net Debt as on 01st April 2021	(48.88)	(1.28)	32,558.98	584.45	4.18	33,097.45
Cash Flows	(573.40)	(10,527.57)	8,600.56	(584.45)	-	(3,084.86)
Interest expense	-	-	-	-	3,302.56	3,302.56
Interest paid	-	-	-	-	(3,300.05)	(3,300.05)
Net Debt as on 31st March 2022	(622.28)	(10,528.85)	41,159.54	-	6.69	30,015.10
Cash Flows	671.52	(2,400.21)	(1,386.52)	-	-	(3,115.21)
Interest expense	-	-	-	-	3,420.65	3,420.65
Interest paid	-	-	-	-	(3,422.48)	(3,422.48)
Net Debt as on 31st March 2023	49.24	(12,929.06)	39,773.02	-	4.86	26,898.06

52 Pursuant to a shareholders' agreement ("agreement") in 2017, holding company subscribed to Compulsorily convertible Preference Shares ("CCPSs") Series B issued by the Company. Refer note 20.

As per Ind AS 32 'Financial Instruments: Presentation' such securities are required to be classified as a financial liability as the conversion option does not meet fixed for fixed criteria. However, the CCPS were classified as equity in accordance with Companies Act, 2013. Accordingly, CCPS were not been re-measured after initial recognition.

In the current year, the management reassessed the classification of CCPS and the same has now been accounted financial liability as per the requirements of Ind AS 32, Financial Instruments: Presentation. These securities are subsequently measured as per the principles of Ind AS 109, Financial Instruments.

The entire amount of Rs. 5,000 Lakhs invested by the holding Company was considered as an equity component as the liability amount on inception was considered immaterial. The liability component is subsequently measured as per the requirements of Ind AS 109 and a charge of Rs. 840 Lakhs has been taken in the current year financial statements which reflects the fair value of the liability as at 31st March 2023.

As per our Report of even date

For Price Waterhouse Chartered Accountants LLP

(Firm Registration No: 012754N/N500016)

Chartered Accountants


Nitin Khatri

Partner

Membership No. 110282

For and on behalf of the Board of Directors

Gajendra Singh Rathore

Managing Director

DIN No. 07623957


Varun Parwal

Director

DIN No. 07586435



Girish Sharma

Chief Financial Officer


Deepa Laungani

Company Secretary

Membership No. A25530

Place : Mumbai

Date : 22nd May 2023

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Island Star Mall Developers Private Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Island Star Mall Developers Private Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), (refer Note 1 to the attached consolidated financial statements), which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Loss), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, and consolidated total comprehensive income (comprising of profit and other comprehensive loss)], consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

4. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the director's report and annual report but does not include the consolidated financial statements and our auditor's report thereon.
5. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
6. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



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Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/NS00016 (ICAI registration number before conversion was 012754N)

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Island Star Mall Developers Private Limited

Report on the Consolidated Financial Statements

Page 2 of 6

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Island Star Mall Developers Private Limited

Report on the Consolidated Financial Statements

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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate companies and jointly controlled entities/ joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Island Star Mall Developers Private Limited

Report on the Consolidated Financial Statements

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Report on Other Legal and Regulatory Requirements

14. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included by us in their CARO 2020 reports issued in respect of the standalone financial statements of the companies which are included in these Consolidated Financial Statements.
15. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports issued by us.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive loss), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group – Refer Note 37 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts as at March 31, 2023, for which there were any material foreseeable losses.
 - iii. During the year ended March 31, 2023, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Island Star Mall Developers Private Limited

Report on the Consolidated Financial Statements

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- iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note 48(vii) to the consolidated financial statements)
- (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note 48(vii) to the consolidated financial statements)
- (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
16. The Holding Company and its subsidiary companies has not declared or paid any dividend during the year.
17. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for maintaining books of account in accounting software having a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled, is applicable to the Group only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT
To the Members of Island Star Mall Developers Private Limited
Report on the Consolidated Financial Statements
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18. The Group have paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N500016
Chartered Accountants



Nitin Khatri
Partner
Membership Number: 110282

UDIN: 23110282BGYBBJ7149
Place: Mumbai
Date: August 18, 2023

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditor's Report

Referred to in paragraph 15(f) of the Independent Auditor's Report of even date to the members of Island Star Mall Developers Private Limited on the Consolidated Financial Statements for the year ended March 31, 2023
Page 1 of 2

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of Island Star Mall Developers Private Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "internal control over financial reporting criteria" established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

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Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)



Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditor's Report

Referred to in paragraph 15(f) of the Independent Auditor's Report of even date to the members of Island Star Mall Developers Private Limited on the Consolidated Financial Statements for the year ended March 31, 2023
Page 2 of 2

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N500016
Chartered Accountants



Nitin Khatri
Partner
Membership Number: 110282
UDIN: 23110282BGYBBJ7149
Place: Mumbai
Date: August 18, 2023

Island Star Mall Developers Private Limited
(CIN No. U45200MH2006PTC161067)
Consolidated Balance Sheet as at 31st March 2023

(₹ in Lakhs)

Particulars	Notes	As at	
		31st March 2023	31st March 2022
Assets			
Non-Current Assets			
Property, Plant and Equipment	4	17,123.91	7,144.18
Investment Properties under Construction (including Capital work-in-progress)	5	1,61,884.68	1,30,365.54
Investment Properties	6	1,83,569.78	1,46,973.22
Other Intangible Assets	4	32.08	6.53
Financial Assets			
(i) Loans	7	2.00	-
(ii) Others Financial Assets	8	872.67	143.42
Goodwill on Consolidation	9	41.97	41.97
Income Tax Assets (Net)	10	2,340.84	1,892.08
Deferred Tax Assets (Net)	11	506.50	1,536.26
Other Non-Current Assets	12	6,503.56	6,483.43
		3,72,877.99	2,94,586.63
Current Assets			
Financial Assets			
(i) Investments	13	25,952.68	68,309.10
(ii) Trade Receivables	14	2,677.45	2,741.52
(iii) Cash and Cash Equivalents	15	266.38	1,176.75
(iv) Other Bank Balances other than (iii) above	16	13,241.01	13,421.23
(v) Other Financial Assets	17	902.25	282.35
Current Tax Asset (net)	18	176.14	-
Other Current Assets	19	7,206.10	2,051.76
		50,422.01	87,982.71
Total Assets		4,23,300.00	3,82,569.34
Equity and Liabilities			
Equity			
Equity Share Capital	20	24,739.66	24,739.66
Instruments entirely Equity in nature	20	308.98	308.98
Other Equity	21	3,06,323.35	2,91,487.11
		3,31,371.99	3,16,535.75
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	22	48,674.70	38,131.00
(ii) Other Financial Liabilities	23	6,553.67	831.90
Deferred Tax Liabilities (Net)	11	400.64	22.68
Provisions	24	420.88	267.77
Other non-current liabilities	25	544.53	108.62
		56,594.42	39,361.97
Current Liabilities			
Financial Liabilities			
(i) Borrowings	26	4,669.98	4,911.48
(ii) Trade Payables			
a. total outstanding dues of micro enterprises and small enterprises	27	120.81	31.04
b. total outstanding dues of creditors other than micro enterprises and small enterprises	27	2,399.44	1,139.24
(iii) Other Financial Liabilities	28	26,398.76	19,592.81
Other Current Liabilities	29	1,667.34	969.03
Provisions	30	68.00	23.04
Current Tax Liabilities (Net)	31	9.26	4.98
		35,333.59	26,671.62
Total Equity and Liabilities		4,23,300.00	3,82,569.34

The above Consolidated Balance Sheet should be read in conjunction with the accompanying notes 1 to 54

As per our Report of even date
For Price Waterhouse Chartered Accountants LLP
(Firm Registration No: 012754N/N500016)


Nitin Khatri
Partner

Membership No. 110282



For and on behalf of the Board of Directors


Gajendra Singh Rathore
Managing Director
DIN No. 07623957


Varun Parwal
Director
DIN No. 07586435


Girish Sharma
Chief Financial Officer


Deepa Laungani
Company Secretary
Membership No. A25530

Place : Mumbai

Date : 18th August 2023

Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Consolidated Statement of Profit and Loss for the year ended 31st March 2023

(₹ in Lakhs)

Particulars	Notes	Year ended 31st March 2023	Year ended 31st March 2022
Income			
Revenue from Operations	32	30,288.47	17,593.60
Other Income	33	3,059.65	1,272.14
Total Income		33,348.12	18,865.74
Expenses			
Employee Benefit Expenses	34	1,323.36	832.68
Finance Costs	35	1,609.16	198.69
Depreciation and Amortisation Expense	4 & 6	1,701.10	1,586.96
Other Expenses	36	9,975.78	5,704.18
Total Expenses		14,609.40	8,322.51
Profit Before Tax		18,738.72	10,543.23
Less :- Tax expense			
Current Tax		2,770.08	1,736.43
Tax Expense of Earlier Year		(283.28)	2.43
Deferred Tax [Including MAT Credit Utilised]	11	1,408.92	468.31
		3,895.72	2,207.17
Profit for the year (A)		14,843.00	8,336.06
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plan		(34.75)	(23.67)
Income tax relating to above		1.20	3.01
Other Comprehensive Loss for the year (B)		(33.55)	(20.66)
Total Comprehensive Income for the year (A+B)		14,809.45	8,315.40
Net Profit attributable to			
a) Owners of the group		14,843.00	8,336.06
b) Non Controlling Interest		-	-
Other Comprehensive Income attributable to			
a) Owners of the group		(33.55)	(20.66)
b) Non Controlling Interest		-	-
Total Comprehensive Income attributable to			
a) Owners of the group		14,809.45	8,315.40
b) Non Controlling Interest		-	-
Earning per Equity share of Face Value of ₹ 10 each - Basic and Diluted (In ₹)	38	5.93	3.72

The above Consolidated Statement of Profit and Loss should be read in conjunction with the accompanying notes: 1 to 54

As per our Report of even date

For Price Waterhouse Chartered Accountants LLP
(Firm Registration No: 012754N/N500016)



Nitin Khatri
Partner
Membership No. 110282



Place : Mumbai
Date : 18th August 2023

For and on behalf of the Board of Directors




Gajendra Singh Rathore **Varun Parwal**
Managing Director Director
DIN No. 07623957 DIN No. 07586435



Girish Sharma
Chief Financial Officer



Deepa Laungani
Company Secretary
Membership No. A25530

Island Star Mall Developers Private Limited
(CIN No. U45200MH2006PTC161067)
Consolidated Statement of Cash Flows for the year ended 31st March 2023

(₹ In Lakhs)

Sr. No.	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
A	CASH FLOWS FROM OPERATING ACTIVITIES		
	Profit Before Tax	18,738.72	10,543.23
	Adjustments for:		
	Depreciation and Amortisation Expense	1,701.10	1,586.96
	Interest Income on Fixed Deposits with banks, financial institution and Others	(726.20)	(319.90)
	Profit on disposal of Subsidiary	(2.07)	-
	Gain on sale of investments in mutual funds	(1,653.03)	(105.78)
	Gain on fair valuation of investments measured at fair value through profit or loss	(599.44)	(846.45)
	Loss on Financial Liability measured through Profit and Loss	840.00	-
	Loss on sale/write-off, of property, plant and equipment (net)	3.98	4.14
	Allowance for Doubtful Debts and Advances written back (net)	(62.87)	212.16
	Interest Expense for financial liabilities at amortised cost	752.47	196.83
	Share based payments to employees	26.79	22.29
	License Fees - Fair Value Adjustment	(311.00)	206.26
	Equalisation License Fees Asset - Fair Value Adjustment	(1,034.57)	274.96
	Operating Profit before Working Capital Changes	17,673.88	11,774.70
	Changes in working capital		
	(Increase) in Trade and Other Receivables	(5,285.97)	(2,963.31)
	(Decrease) / Increase in Trade and Other Payables	11,150.52	1,781.51
	Cash generated / (used in) from Operations	23,538.43	10,592.90
	Less: Income taxes paid (Net)	(3,107.41)	(1,409.36)
	Net Cash generated from Operating Activities (A)	20,431.02	9,183.54
B	CASH FLOWS FROM INVESTING ACTIVITIES		
	Payments for purchase of Property, Plant and Equipment, Capital Work-In-Progress and Other Intangible Assets	(76,660.87)	(48,997.35)
	Proceeds from sale of Property Plant and Equipment	0.60	1.01
	Investments in Units of Mutual Funds	(67,329.93)	(1,32,960.15)
	Proceeds from sale of investments in Units of Mutual Funds	1,12,268.62	66,872.81
	Proceeds from Sale of Shares as investment in subsidiaries	1.00	-
	Release of Escrow account balance held as Security	350.00	-
	Interest received on fixed deposit from banks, financial institutions and Others	913.66	213.99
	Investments in Fixed Deposit with banks and financial institution	(16,229.60)	(12,755.95)
	Proceeds from Deposits with Banks and financial institution	15,809.82	5.00
	Inter Corporate Deposits given to related parties	(2.00)	-
	Net Cash (used In) Investing Activities (B)	(30,878.70)	(1,27,620.64)
C	CASH FLOWS FROM FINANCING ACTIVITIES		
	Right issue of equity shares at a premium	-	1,10,000.00
	Expenses on issue of Shares	-	(355.52)
	Proceeds from New Long Term Borrowings	52,000.00	25,500.00
	Repayment of Long Term Borrowings	(44,302.58)	(15,796.48)
	Processing fees paid	(225.00)	(185.01)
	Interest paid	(608.80)	(170.19)
	Net Cash generated from Financing Activities (C)	6,863.62	1,18,992.80
	Net (Decrease) / Increase in Cash and Cash Equivalents [(A) + (B) + (C)]	(3,584.06)	555.70
	Cash and Cash Equivalents at the beginning of the year	235.68	(320.02)
	Cash and Cash Equivalents at the end of the year (Refer note 15 & 26)	(3,348.38)	235.68



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Consolidated Statement of Cash Flows for the year ended 31st March 2023

(₹ In Lakhs)

Sr. No.	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Notes to Consolidated Statement of Cash Flows			
1	Components of cash and cash equivalents :		
	Cash on hand	0.59	0.72
	Bank Overdraft	(3,614.76)	(941.07)
	Balances with banks	265.79	1,176.03
	Cash and Cash equivalents at the end of the year (Refer note 15 & 26)	(3,348.38)	235.68

The above Consolidated Statement of cash flows should be read in conjunction with the accompanying notes

1 to 54

As per our Report of even date

For Price Waterhouse Chartered Accountants LLP
(Firm Registration No: 012754N/NS00016)



Nitin Khatri
Partner
Membership No. 110282

Place : Mumbai
Date : 18th August 2023

For and on behalf of the Board of Directors

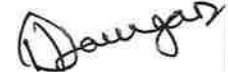


Gajendra Singh Rathore
Managing Director
DIN No. 07623957

Varun Parwal
Director
DIN No. 07586435



Girish Sharma
Chief Financial Officer



Deepa Laungani
Company Secretary
Membership No. A25530



Consolidated Statement of Changes in Equity for the year ended 31st March 2023

A. Equity Share Capital

(i) For Equity Shares of ₹ 10 each, fully paid up:

		(₹ In Lakhs)	
Balance as at 1st April 2021	Changes in equity share capital during the year	Balance as at 31st March 2022	Changes in equity share capital during the year
19,665.65	5,074.00	24,739.65	-
			24,739.65

(ii) For Special Equity Shares of ₹ 10 each, fully paid up:

		(₹ In Lakhs)	
Balance as at 1st April 2021	Changes in equity share capital during the year	Balance as at 31st March 2022	Changes in equity share capital during the year
0.01	-	0.01	-
			0.01

B. Instruments entirely equity in nature

For 0.0001% Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each, fully paid up - Series A
(₹ In Lakhs)

Balance as at 1st April 2021	Changes in compulsory convertible preference shares during the year	Balance as at 31st March 2022	Changes in compulsory convertible preference shares during the year	Balance as at 31st March 2023
308.98	-	308.98	-	308.98

C. Other Equity

For the year ended 31st March 2023

Particulars	Equity Component of a Compound Financial Instrument	Reserves and Surplus			Total Other Equity
		Securities Premium	Retained Earnings	Share Options Outstanding Account	
Balance as at 1st April 2022	296.86	2,59,566.18	31,521.24	102.83	2,91,487.11
Profit for the year	-	-	14,843.00	-	14,843.00
Recognition of Share Based Payments	-	-	-	26.79	26.79
Remeasurement of gain on defined benefit plan (net of tax)	-	-	(33.55)	-	(33.55)
Balance as at 31st March 2023	296.86	2,59,566.18	46,330.69	129.62	3,06,323.35

For the year ended 31st March 2022

Particulars	Equity Component of a Compound Financial Instrument	Reserves and Surplus			Total Other Equity
		Securities Premium	Retained Earnings	Share Options Outstanding Account	
Balance as at 1st April 2021	296.86	1,54,995.69	23,205.84	78.53	1,78,576.92
Profit for the year	-	-	8,336.06	-	8,336.06
Share Premium on Right Issue (net of Share issue expenses)	-	-	-	-	-
Recognition of Share Based Payments	-	1,04,570.49	-	24.30	1,04,570.49
Remeasurement of loss on defined benefit plan (net of tax)	-	-	(20.66)	-	24.30
Balance as at 31st March 2022	296.86	2,59,566.18	31,521.24	102.83	2,91,487.11

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes


1 to 54

As per our Report of even date

For Price Waterhouse Chartered Accountants LLP
(Firm Registration No: 012754N/N500016)


Nitin Khatri
Partner
Membership No. 110282

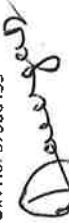
For and on behalf of the Board of Directors


Gajendra Singh Rathore
Managing Director
DIN No. 07623957


Varun Parwal
Director
DIN No. 07586435




Girish Sharma
Chief Financial Officer


Deepa Laungani
Company Secretary
Membership No. A25530

Place : Mumbai
Date : 18th August 2023

ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

(CIN No. U45200MH2006PTC161067)

Notes to the Consolidated Financial Statements as at and for the year ended 31st March 2023

1. Corporate Information:

Island Star Mall Developers Private Limited ('ISML' or 'the Holding Company' or 'the Parent Company') along with its subsidiaries, collectively referred to as the 'the Group' is engaged in the business of investment advisory services, project management consultancy services and real estate and infrastructure development. The parent company is a subsidiary of The Phoenix Mills Limited.

These Consolidated Financial Statements were approved and adopted by the Board of Directors of the Holding Company at their meeting held on 18th August, 2023.

2. Significant Accounting Policies:

A) Basis of Preparation and Presentation and Statement of compliance:

The Consolidated Financial Statements have been prepared in accordance with and in compliance, in all material aspects, with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies (Indian Accounting Standards) Rules, 2015, as amended and other provisions of the Act.

The significant accounting policies used in preparing consolidated financial statements are set out below in Note 2B of the Notes to Consolidated Financial Statements. The group has applied accounting policies consistently to all periods presented.

NEW STANDARDS / AMENDMENTS NOTIFIED BUT NOT YET EFFECTIVE:

The Ministry of Corporate Affairs has vide notification dated 31st March 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules'), which amend certain accounting standards, and are effective 1st April 2023.

The Rules predominantly amend Ind AS 12 'Income Taxes' and Ind AS 1 'Presentation of Financial Statements'. The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments are not expected to have a material impact on the group in the current or future reporting periods and on foreseeable future transactions. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the group's accounting policies already complies with the now mandatory treatment.

B) Summary of Significant Accounting Policies

Functional and presentation currency:

The Consolidated Financial Statements are presented in Indian Rupees, which is the group's functional currency, and all amounts are rounded to the nearest Lakhs, unless otherwise stated.



ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

(CIN No. U45200MH2006PTC161067)

Notes to the Consolidated Financial Statements as at and for the year ended 31st March 2023**a) Basis of measurement:**

The Consolidated Financial Statements have been prepared on historical cost basis, except the following:

- Certain financial assets and liabilities that are measured at fair values at the end of each reporting period.
- Defined benefit plans – plan assets measured at fair values at the end of each reporting period.
- Share Based Payment transactions.

b) Basis of Consolidation

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Group, i.e., year ended on 31st March 2023.

The following subsidiaries companies have been considered for in the preparation of the consolidated financial statements.

Sr. No	Name of Subsidiaries	Country of Incorporation	Effective percentage of shareholding in 2022-23	Effective percentage of shareholding in 2021-22
1	Alyssum Developers Private Limited	India	99.98%	99.98%
2	Sparkle One Mall Developers Private Limited	India	99.98%	99.98%
3	Insight Mall Developers Private Limited	India	99.80%	99.80%
4	Sparkle Two Mall Developers Private Limited (upto 10th March 2023)	India	NIL	100%



ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

(CIN No. U45200MH2006PTC161067)

Notes to the Consolidated Financial Statements as at and for the year ended 31st March 2023

Non-controlling interest, if any in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and balance sheet respectively.

Non-controlling Interests in the net assets of the subsidiaries consist of :

(i) The amount of equity attributable to non-controlling interest at the date on which investment is made; and

(ii) The non-controlling interest's share of movements in equity since the date the parent-subsidiary relationship came into existence. The losses applicable to the non-controlling interest in a consolidated subsidiary may exceed the non-controlling interest in the equity subsidiary. The excess, and any further losses applicable to the non-controlling interest, are adjusted against controlling interest except to the extent that the non-controlling interest has a binding obligation to, and is able to, make good the losses.

c) Property, Plant and Equipment:

All items of property, plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Such cost includes borrowing costs for long-term construction projects if the recognition criteria are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as specified by Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives and method of depreciation are reviewed, and adjusted if appropriate, at the end of each reporting period.

Estimated useful lives of the assets are as follows:

Particulars	Estimated useful life (in years)
Building	30-60 years
Plant and Equipment	8-15 Years
Office Equipment	3-21 Years
Computers	3-6 Years
Furniture and Fixtures	5-15 Years



An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gain and loss on disposal or retirement of an item of property, plant and equipment is determined by comparing the sales proceeds with the carrying amount. These are recognised in profit or loss.

For transition to Ind AS, the group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 1st April 2015 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

d) Other Intangible assets:

Identifiable intangible assets are recognised when the group controls the asset and, it is probable that future economic benefits attributed to the asset will flow to the group and the cost of the asset can be reliably measured. Intangible assets with finite useful lives that are acquired separately are measured on initial recognition at cost. Following initial recognition, such intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation methods and periods

Estimated useful lives of Intangible assets are considered as 5 years. Intangible assets are amortised over its useful life using the straight-line method. The amortisation period and the amortisation method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Software is amortised over useful life of 5 years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Goodwill

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but is tested for impairment annually. It is carried at cost less accumulated impairment losses. Gain and losses on the disposal of entity include the carrying amount of goodwill relating to the entity sold.



e) Investment properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the group, is classified as investment properties. Investment properties are measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably.

Investment properties are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation on investment properties is provided on the straight-line method over the useful lives of the assets as follows:

Asset Category	Estimated Useful Life in years	Estimated Useful Life as per Sch II
Buildings and related equipment*	60	60

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in Statement of Profit and Loss in the period in which the property is derecognised.

Investment properties under construction (including capital work-in-progress)

Capital work in progress is stated at cost less impairment losses, if any. Cost comprises of expenditures incurred in respect of capital project under development and included any attributable/allocable cost and other incidental expenses. Revenues earned, if any, from such capital project before capitalisation are adjusted against the capital work in progress.

f) Impairment of Non-Financial Assets:

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's ("CGU") fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

In assessing the value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.



ISLAND STAR MALL DEVELOPERS PRIVATE LIMITED

(CIN No. U45200MH2006PTC161067)

Notes to the Consolidated Financial Statements as at and for the year ended 31st March 2023

When an impairment loss subsequently reverses, the carrying amount of the asset or a CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

g) Cash and cash equivalents:

Cash and cash equivalents includes cash on hand and at banks, deposits held at call with banks and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

h) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM').

Chief operating decision maker's function is to allocate the resources of the entity and access the performance of the operating segment of the Group.

i) Foreign currency transactions:

The transactions denominated in currencies other than the group's functional currency (foreign currencies) are translated at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currencies at the reporting date are translated into functional currency using the exchange rate prevailing at that date. Non-monetary items that are to be carried at historical cost are recorded using exchange rate prevailing on the date of transaction. Non-monetary items that are carried at fair value, that are denominated in foreign currencies, are retranslated at the rates prevailing at the date when the fair value was determined. Any income or expenses on account of exchange difference either on settlement or on translation is recognised as profit or loss.

j) Financial Instrument:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instruments of another entity. Classifications of financial instruments are in accordance with the substance of the contractual arrangement and as per the definitions of financial assets, financial liability and an equity instruments.

Financial Assets

i) Initial recognition and measurement:

At initial recognition, the group measures a financial asset at its fair value plus or minus, transaction costs that are directly attributable to the acquisition of the financial asset (other than financial asset at fair value through profit or loss). Transaction costs of financial assets carried at fair value through profit or loss are recognised immediately in profit or loss.



ii) Subsequent measurement:

Subsequent measurement of financial asset depends on the group's business model for managing the asset and the cash flow characteristics of the asset. For the purpose of subsequent measurement, financial assets are classified in four categories:

• **Debt instrument at amortised cost:**

Assets that are held within a business model for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

• **Debt instrument at fair value through other comprehensive income (FVTOCI):**

Assets that are held within a business model for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI).

Interest income is recognised in profit or loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

• **Debt instrument at fair value through profit and loss (FVTPL):**

Financial assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

• **Equity instruments:**

On initial recognition, the group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.



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The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. As at the reporting date, the group has not elected to measure its equity instruments at FVTOCI.

Investments in equity instruments, other than Investments in the nature of equity in subsidiaries, are classified as at FVTPL, unless the group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income as stated above.

iii) De-recognition:

A financial asset is primarily derecognised i.e. removed from the group's consolidated financial statements when:

- The rights to receive cash flows from asset have expired or
- The group has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under 'pass-through' arrangement and either;
 - a) The group has transferred substantially all the risks and rewards of the assets,
 - b) The group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the group's continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

iv) Impairment of Financial assets:

The group assesses impairment based on expected credit losses ('ECL') model for the following:

- Financial assets carried at amortised cost;
- Financial assets measured at FVTOCI.

The group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.



The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

The group uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognise impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

For assessing increase in credit risk and impairment loss, the group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

v) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.

For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

Financial Liabilities and equity instruments:

Debt and equity instruments issued by the group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.



Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group are recognised at the proceeds received, net of direct issue costs.

Compound financial instruments

The component parts of compound financial instruments issued by the group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

i) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of borrowings, net of directly attributable transaction costs.

The group's financial liabilities include trade and other payables, security deposits for lease rentals and borrowings including bank overdrafts.

ii) Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading or has designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses arising on remeasurement of on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109, 'Financial Instruments' are satisfied.



Loans and Borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and other payables:

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

iii) De - recognition:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Offsetting of Financial Instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

k) Classification of assets and liabilities as current and non – current:

The group presents assets and liabilities in Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.



A liability is classified as current when:

- a) It is expected to be settled in normal operating cycle,
- b) It is held primarily for the purpose of trading,
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the group has determined its operating cycle as twelve months for the purpose of classifications of its assets and liabilities as current and non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

l) Revenue Recognition:

The group's revenue from contracts with customers is mainly from License Fees and Other Services rendered to the customers in Malls. The Ministry of Corporate Affairs has notified the Ind AS 116 'Leases' effective from 1st April 2019. Ind AS 116 has replaced the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Application of above standard does not have any significant impact on the consolidated financial statements.

Revenue from license fees and other services

Revenue from license fees are recognised on a straight line basis over the license terms. Income from utilities and other services provided to licensees' specific usage is recognised on accrual basis in accordance with the terms of the agreements. Event and sponsorship income is recognised on accrual basis in accordance with the terms of the agreements. Parking income is recognised as and when the facility provided by the group is utilised.

Revenue from other services is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the group expects to receive in exchange for those services, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional. Generally, the credit period varies between 0-30 days from the delivery of services. A contract asset (trade receivables) is the right to consideration in exchange for goods or services transferred to the customer. If the group performs part of its obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on the group's future performance.



Interest income

Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the group. Such interest income is recognised using effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of financial assets to the carrying amount of financial assets.

Interest on income tax refund is recognised on receipt of refund order.

Dividends

Dividends are recognised when the shareholder's right to receive payment is established.

m) Employees benefits:

i) Short-term Employee Benefits:

All employees' benefits payable wholly within 12 months of rendering services are classified as Short Term obligations. Benefits such as salaries, wages, short term compensated absences, performance incentives, expected cost of bonus and ex-gratia are recognised during the period in which the employees render related services at the undiscounted amount of the benefits expected to be paid in exchange for that service.

ii) Post-employment benefits

a. Defined Contribution Plan

The defined contribution plan is post-employment benefit plan under which the group contributes fixed contribution to a government administered fund and will have no legal or constructive obligation to pay further contribution. The group's defined contribution plan comprises of Provident Fund and Labour Welfare Fund. The group's contribution to defined contribution plans is recognised as an expense in the period in which the employee renders the related services.

b. Defined benefit plan

The group has a defined benefit plan comprising of gratuity. The Group's obligation towards gratuity liability is funded and is managed by Life Insurance Corporation of India ('LIC'). The present value of the defined benefit obligations is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to the profit or loss in subsequent periods.



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The expected return on plan assets is the group's expectation of average long-term rate of return on the investment of the fund over the entire life of the related obligation. Plan assets are measured at fair value as at the Balance Sheet date.

The interest cost on defined benefit obligation and expected return on plan assets is recognised under "Employee Benefits Expense".

Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is included in profit or loss in the line item Employee benefits expense.

iii) Other long-term benefits

The group has other long-term benefits in the form of compensated absences. The present value of the other long-term employee benefits is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions are recognised as profit or loss.

Gains or losses on the curtailment or settlement of other long-term benefits are recognised when the curtailment or settlement occurs.

iv) Share-based payment transactions

Share-based compensation benefits are provided to employees via Employee Stock Option Plan to the subsidiary companies of The Phoenix Mills Limited, the Parent Company of the group.

The grant date fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity, on a straight line basis, over the vesting period, based on the group's estimate of equity instruments that will eventually vest. At the end of each period, the group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the Statement of profit and loss, with a corresponding adjustment to other equity.

n) Borrowing Costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for such capitalisation.



Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that are incurred in connection with the borrowing of funds.

o) Provisions and contingencies:

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the notes to the consolidated financial statements. Contingent assets are not recognised. However, when the realisation is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

p) Income Taxes:

Income tax expense consists of current and deferred tax.

Current Income Tax:

Current Income Tax liabilities are measured at the amount expected to be paid to the taxation authorities using the tax rates and tax laws that are enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and creates provisions where appropriate.

Deferred Tax:

Deferred Tax is recognised on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred Income Tax is determined using the tax rates and tax laws that are enacted or substantively enacted at the end of the reporting period.



Deferred Tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the group has a legally enforceable right and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

q) Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year, both adjusted for the effects of all dilutive potential equity shares.

3. Critical accounting estimates, assumptions and judgements:

The preparation of the consolidated financial statements requires management to make estimates, judgements and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of consolidated financial statements and reported amounts of income and expenses during the period. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. In developing the assumptions and estimates relating to the uncertainties as at the Balance Sheet date in relation to the recoverable amounts of these assets, the Management has considered the global economic conditions prevailing as at the date of approval of these consolidated financial statements and has used internal and external sources of information to the extent determined by it. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.



The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the group. Such changes are reflected in the assumptions when they occur.

In the process of applying the group's accounting policies, management has made the following estimates and judgements, which have significant effect on the amounts recognized in the consolidated financial statements. Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Consolidated financial statements are included in the subsequent notes.

If the Group owns more than one-half of the voting power but it does not have control over the Companies, then the Group has joint control over the companies. In other words, decisions about the relevant activities - i.e. those that significantly affect the returns of the arrangement - require the affirmative consent of the investors.

(a) Useful lives of Property, Plant and Equipment and Intangible assets

Property, plant and equipment and intangible assets are depreciated / amortised over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the group's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

(b) Investment Properties

Fair value of Investment Properties is based on valuations performed by an accredited registered valuer. The fair value of the group's Investment properties has been arrived at using discounted cash flow method. Under discounted cash flow method, cash flow projections based on reliable estimates of cash flow are discounted. The main inputs used are rental growth rate, terminal yields and discount rates which are based on comparable transactions and industry data.

(c) Recoverability of trade receivables

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. The group uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.



(d) Defined Benefit plan

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(e) Provisions:

Provisions are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of provisions require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions are reviewed regularly and adjusted to take account of changing facts and circumstances.

(f) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Estimates and judgements are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances. They are continually evaluated.

(g) Fair Value measurement:

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

(h) Tax expense and related contingencies:

The group's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Further, significant judgement is exercised to ascertain amount of deferred tax asset ('DTA') that could be recognised based on the probability that future taxable profits will be available against which DTA can be utilized and amount of temporary difference in which DTA cannot be recognised on want of probable taxable profits.



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Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023
Note 4 : Property, Plant & Equipment and Other Intangible Assets

Particulars	Property, Plant & Equipment										Other Intangible Assets		
	Building - Parking	Plant and Equipment	Office Equipment	Computers	Furniture and Fixtures	Vehicles	Total	Software	Total				
At Cost or Deemed Cost													
As at 1st April 2021	3,510.52	10,349.76	347.97	135.60	1,762.90	-	16,106.75	35.80	35.80				
Additions	-	13.13	4.95	23.06	4.82	-	45.96	-	-				
Deductions / Adjustments	-	8.92	-	0.38	-	-	9.30	-	-				
As at 31st March 2022	3,510.52	10,353.97	352.92	158.28	1,767.72	-	16,143.41	35.80	35.80				
Additions	0.68	9,645.86	28.20	129.01	1,203.18	7.59	11,014.52	33.81	33.81				
Deductions/Adjustments	-	6.70	-	-	-	-	6.70	-	-				
As at 31st March 2023	3,511.20	19,993.13	381.12	287.29	2,970.90	7.59	27,151.23	69.61	69.61				
Accumulated Depreciation and amortisation													
As at 1st April 2021	501.08	5,986.32	267.80	98.15	1,032.18	-	7,885.53	24.49	24.49				
Charge for the year	57.52	857.73	21.81	13.73	165.41	-	1,116.20	4.78	4.78				
Deductions / Adjustments	-	2.13	-	0.37	-	-	2.50	-	-				
As at 31st March 2022	558.60	6,841.92	289.61	111.51	1,197.59	-	8,999.23	29.27	29.27				
Charge for the year	56.69	769.96	20.09	37.99	145.10	0.47	1,030.30	8.26	8.26				
Deductions/Adjustments	-	2.21	-	-	-	-	2.21	-	-				
As at 31st March 2023	615.29	7,609.67	309.70	149.50	1,342.69	0.47	10,027.32	37.53	37.53				
Carrying amount													
As at 31st March 2023	2,895.91	12,383.46	71.42	137.79	1,628.21	7.12	17,123.91	32.08	32.08				
As at 31st March 2022	2,951.92	3,512.05	63.31	46.77	570.13	-	7,144.18	6.53	6.53				

Building included in the Note above and free hold land and building included in Investment Properties are mortgaged against borrowings with first and exclusive charge over these immovable assets (Refer note 22)



Notes	Particulars	As at				
		31st March 2023	31st March 2022			
5	Investment Properties under Construction (including Capital work-in-progress) (Refer note 45)					
	Opening Balance	1,30,365.54	76,867.17			
	Additions	79,719.72	53,559.94			
	Less :- Capitalised during the year	(48,197.38)	(18.33)			
	Less:- Excess provision of earlier year now reversed	(3.20)	(43.24)			
	Closing Balance	<u>1,61,884.68</u>	<u>1,30,365.54</u>			
	CWIP ageing schedule as on 31st March 2023					
	CWIP	Amount in CWIP for a period of				
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
	Projects in progress	65,951.40	37,319.43	14,720.91	39,650.53	1,57,642.27
	Projects temporarily suspended*	204.80	239.18	183.29	3,615.14	4,242.41
	CWIP ageing schedule as on 31st March 2022					
	CWIP	Amount in CWIP for a period of				
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
	Projects in progress	52,534.56	19,731.05	25,352.98	28,709.34	1,26,327.93
	Projects temporarily suspended*	239.18	183.29	1,037.22	2,577.92	4,037.61
	Contractual Obligations					
	Refer note 37 for disclosure of contractual commitments for the acquisition of investment properties.					
	Capitalised Borrowing cost					
	Borrowing cost of ₹ 3,253.94 Lakhs (P.Y. ₹ 3,127.86 Lakhs) were capitalised during the current year.					
	* Project referred above is in initial stage of development. Management is in early discussion of project budget and timelines. Cost incurred till date mainly consist of approval of FSI Sanction, Municipal corporation premium cost and consultancy services availed.					
6	Investment Properties (Refer note 45)	Land	Building	Total		
	Gross carrying value as at 1st April 2021	1,22,679.20	27,304.69	1,49,983.89		
	Additions	-	-	-		
	Deduction/Adjustment	-	10.00	10.00		
	Gross carrying value as at 31st March 2022	1,22,679.20	27,294.69	1,49,973.89		
	Additions	-	37,259.10	37,259.10		
	Deduction/Adjustment	-	-	-		
	Gross carrying value as at 31st March 2023	1,22,679.20	64,553.79	1,87,232.99		
	Accumulated Depreciation as at 1st April 2021	-	2,536.34	2,536.34		
	Charge for the year	-	465.97	465.97		
	Deduction/Adjustment	-	1.64	1.64		
	Accumulated Depreciation as at 31st March 2022	-	3,000.67	3,000.67		
	Charge for the year	-	662.54	662.54		
	Deduction/Adjustment	-	-	-		
	Accumulated Depreciation as at 31st March 2023	-	3,663.21	3,663.21		
	Net Carrying Value as 31st March 2023	1,22,679.20	60,890.58	1,83,569.78		
	Net Carrying Value as 31st March 2022	1,22,679.20	24,294.02	1,46,973.22		
7	Loans (at amortised cost)					
	(Unsecured and considered good)					
	Inter Corporate Deposits given to Related Party (Refer note 44 & 51)*		2.00	-		
			<u>2.00</u>			
	* Inter Corporate Deposit given @ 8.50% p.a. (P.Y. NIL)					



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ in Lakhs)

Notes	Particulars	As at			
		31st March 2023	31st March 2022		
8	Other Financial Asset (Non current)				
	License Fees Equalisation Asset	588.63	113.26		
	Term Deposit with Original maturity more than 12 months *	275.00	25.00		
	Interest accrued on Fixed Deposit	9.04	5.16		
		872.67	143.42		
	* Term Deposit of ₹ 275.00 Lakhs (P.Y. ₹ 25.00 Lakhs) given as security for Bank guarantee and Debt Service Reserve Account (DSRA).				
9	Goodwill on Consolidation (Refer note 46)	41.97	41.97		
		41.97	41.97		
10	Income Tax Assets (Net)				
	Advance Income Tax (net of provision for taxation ₹ 8,007.70 Lakhs (P.Y. ₹ 7,440.85 Lakhs))	2,340.84	1,892.08		
		2,340.84	1,892.08		
11	Deferred Tax Assets (Net)				
		As at 1st April 2022	Statement of Profit & Loss	Other Comprehensive Income	As at 31st March 2023
	Components of Deferred Tax Assets (Net)				
	Deferred Tax Liabilities				
	Property, Plant and Equipment and intangible assets: Impact of difference between written down value as per books of account and income tax	502.82	101.30	-	604.12
	Financial assets measured at FVTPL	246.74	69.38	-	316.12
	Deferred Tax Assets				
	Expenses claimed for tax purpose on payment basis	128.54	(318.19)	1.20	(188.45)
	Allowance for doubtful debts	74.15	(41.83)	-	32.32
	Deferred tax (Assets) / Liabilities	546.87	530.70	(1.20)	1,076.37
	MAT Credit Entitlement	(2,060.45)	878.22	-	(1,182.23)
	Deferred tax (Assets) / Liabilities including MAT Credit	(1,513.58)	1,408.92	(1.20)	(105.86)
		As at 1st April 2021	Statement of Profit & Loss	Other Comprehensive Income	As at 31st March 2022
	Components of Deferred Tax Assets (Net)				
	Deferred Tax Liabilities				
	Property, Plant and Equipment and intangible assets: Impact of difference between written down value as per books of account and income tax	564.32	(61.50)	-	502.82
	Financial assets measured at FVTPL	0.75	245.99	-	246.74
	Deferred Tax Assets				
	Expenses claimed for tax purpose on payment basis	179.49	(53.96)	3.01	128.54
	Allowance for doubtful debts	34.59	39.56	-	74.15
	Deferred tax (Assets) / Liabilities	350.98	198.89	(3.01)	546.87
	MAT Credit Entitlement	(2,329.87)	269.42	-	(2,060.45)
	Deferred tax (Assets) / Liabilities including MAT Credit	(1,978.89)	468.31	(3.01)	(1,513.58)
	Breakup of Deferred tax Asset / (Liabilities)				
	Deferred tax Assets			(506.50)	(1,536.26)
	Deferred tax Liabilities			400.64	22.68
				(105.86)	(1,513.58)



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
	Details of unused tax losses for which deferred tax assets have not been recognised.		
	Particulars	March 31, 2023	March 31, 2022
	Unused tax losses	6,095.87	6,095.87
		<u>6,095.87</u>	<u>6,095.87</u>
	These are not recognised as it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.		
	The above unused tax losses will expire as per table below:		
	Particulars		
	Tax losses for financial year ended/ (benefit of tax losses expiring on):		
	<u>Business losses</u>		
	March 31, 2016 (Expiring on March 31, 2024)	261.30	261.30
	March 31, 2017 (Expiring on March 31, 2025)	5,834.57	5,834.57
		<u>6,095.87</u>	<u>6,095.87</u>
12	Other non-current assets		
	(Unsecured and considered good)		
	Advance to vendors	-	244.19
	Capital Advances	4,647.79	4,901.05
	Deposit with Government authorities	0.65	-
	Security Deposits with Electricity Board & Others	1,477.30	1,158.85
	Prepaid Expenses	377.82	179.34
		<u>6,503.56</u>	<u>6,483.43</u>
13	Investments (current)		
	Investments measured at fair value through profit or loss		
	<u>Investments in Mutual Funds (unquoted)</u>		
	111,745.27 Units of Aditya Birla Sun Life Liquid Fund - Growth Direct Plan NAV ₹ 363.08 (P.Y. 736,756.06 Units NAV ₹ 343.12)	405.73	2,528.00
	NIL Units of Aditya Birla Sun Life Low Duration Fund - Growth Direct Plan NAV ₹ NIL (P.Y. 175,330.37 Units NAV ₹ 578.35)	-	1,014.04
	331,171.17 Units of Aditya Birla Sun Life Savings Fund - Growth Direct Plan NAV ₹ 470.25 (P.Y. 570,745.36 Units NAV ₹ 445.31)	1,557.36	2,541.60
	1,02,693.81 Units of Axis Liquid Fund - Direct Growth NAV ₹ 2,500.89 (P.Y. 1,81,573.27 Units NAV ₹ 2,364.08)	2,568.25	4,292.54
	NIL Units of Axis Treasury Advantage Fund - Direct Growth NAV ₹ NIL (P.Y. 58,656.19 Units NAV ₹ 2,590.02)	-	1,519.21
	NIL Units of Axis Ultra Term Short Term Fund - Direct Growth NAV ₹ NIL (P.Y. 12,188,071.37 Units NAV ₹ 12.46)	-	1,519.61
	19,432.31 Units of Baroda BNP Paribus Liquid Fund - Direct Growth NAV ₹ 2,595.46 (P.Y. 40,866.08 Units NAV ₹ 2,452.93)	504.36	1,002.42
	NIL Units of DSP Ultra Short Term Fund - Direct Plan Growth NAV ₹ NIL (P.Y. 52,071.46 Units NAV ₹ 2,962.38)	-	1,542.56
	NIL Units of DSP Low Duration Fund - Direct Plan Growth NAV ₹ NIL (P.Y. 3,130,361.01 Units NAV ₹ 16.45)	-	515.25
	9,487.371 Units of DSP Liquid Fund - Direct Plan Growth NAV ₹ 3,217.19 (P.Y. 102,903.00 Units NAV ₹ 3,042.98)	305.23	3,131.33
	NIL Units of HDFC Low Duration Fund - Direct Plan Growth NAV ₹ NIL (P.Y. 5,124,362.48 Units NAV ₹ 49.78)	-	2,551.33
	34,145.21 Units of HDFC Liquid Fund - Direct Plan Growth NAV ₹ 4,423.20 (P.Y. 38,850.22 Units NAV ₹ 4,184.74)	1,510.31	1,625.78
	71,590.08 Units of HSBC Liquid Fund - Growth Direct Plan NAV ₹ 2,242.13 (P.Y. 119,216.64 Units NAV ₹ 2,119.78)	1,605.14	2,527.13
	20,593.50 Units of Bandhan Liquid Fund (Formerly Knkwon as IDFC Liquid Fund) - Growth Direct Plan NAV ₹ 2,718.57 (P.Y. 38,988.67 Units NAV ₹ 2,570.94)	559.85	1,002.38
	8,052,553.61 Units of Bandhan Ultra Short Term Fund (Formerly Brown as IDFC Ultra Short Term Fund) - Growth Direct Plan NAV ₹ 13.08 (P.Y. NIL Units NAV ₹ NIL)	1,053.43	-



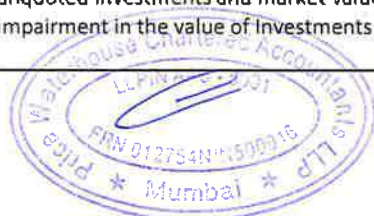
Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at	As at
		31st March 2023	31st March 2022
	457,952.72 Units of ICICI Prudential Liquid Fund - Direct Plan Growth NAV ₹ 333.18 (P.Y. 798,771.74 Units NAV ₹ 315.25)	1,525.83	2,518.18
	6,353,756.75 Units of ICICI Prudential Ultra Short Term Fund - Direct Plan Growth NAV ₹ 25.30 (P.Y. 6,353,756.75 Units NAV ₹ 23.91)	1,607.58	1,519.24
	16,466.91 Units of Invesco India Liquid Fund - Direct Plan Growth NAV ₹ 3,090.12 (P.Y. 34,573.63 Units NAV ₹ 2,923.29)	508.85	1,010.69
	NIL Units of Kotak Low Duration Fund - Direct Growth NAV ₹ NIL (P.Y. 35,623.53 Units NAV ₹ 2,901.61)	-	1,033.66
	NIL Units of Kotak Savings Fund - Direct Growth NAV ₹ NIL (P.Y. 5,666,145.47 Units NAV ₹ 36.03)	-	2,041.52
	24,027.81 Units of Kotak Liquid Fund - Regular Plan Growth NAV ₹ 4,517.37 (P.Y. 39,859.65 Units NAV ₹ 4303.08)	1,085.43	1,715.19
	22,305.03 Units of Kotak Liquid Fund - Direct Growth NAV ₹ 4,548.41 (P.Y. NIL Units NAV ₹ NIL)	1,014.52	-
	NIL Units of L & T Liquid Fund - Direct Plan Growth NAV ₹ NIL (P.Y. 86,680.29 Units NAV ₹ 2,914.95)	-	2,526.69
	NIL Units of Mirae Assets Cash Management Fund - Direct Plan NAV ₹ NIL (P.Y. 112,452.51 Units NAV ₹ 2,247.06)	-	2,526.88
	NIL Units of Nippon India Low Duration Fund - Direct Plan Growth NAV ₹ NIL (P.Y. 81,001.97 Units NAV ₹ 3,168.78)	-	2,566.78
	27,709.15 Units of Nippon India Liquid Fund - Direct Plan Growth NAV ₹ 5,506.93 (P.Y. 96,995.80 Units NAV ₹ 5,208.03)	1,525.92	5,051.57
	NIL Units of Nippon India Ultra Short Duration Fund - Direct Growth Plan NAV ₹ NIL (P.Y. 43,428.90 Units NAV ₹ 3,529.17)	-	1,532.68
	29,798.55 Units of Nippon India Money Market Fund - Direct Growth Plan NAV ₹ 3,512.63 (P.Y. NIL Units NAV ₹ NIL)	1,046.72	-
	NIL Units of SBI Liquid Fund - Direct Growth NAV ₹ NIL (P.Y. 91,993.53 Units NAV ₹ 3,333.08)	-	3,066.23
	NIL Units of SBI Magnum Low Duration Fund - Direct Growth NAV ₹ NIL (P.Y. 34,777.86 Units NAV ₹ 2,909.30)	-	1,011.79
	30,620.48 Units of SBI Magnum Ultra Short Term Duration Fund - Direct Growth NAV ₹ 5,158.41 (P.Y. NIL Units NAV ₹ NIL)	1,579.53	-
	42,884.02 Units of TATA Liquid Fund - Direct Plan Growth NAV ₹ 3,551.41 (P.Y. 90,208.54 Units NAV ₹ 3,360.45)	1,522.99	3,031.41
	26,885.64 Units of TATA Money Market Fund - Direct Plan Growth NAV ₹ 4,048.05 (P.Y. NIL Units NAV ₹ NIL)	1,088.35	-
	NIL Units of TATA Treasury Advantage Fund - Direct Plan Growth NAV ₹ NIL (P.Y. 31,731.23 Units NAV ₹ 3,248.60)	-	1,030.82
	3,783,199.50 Units of TATA Ultra Short Term Fund - Direct Plan Growth NAV ₹ 12.58 (P.Y. 12,720,108.92 Units NAV ₹ 11.90)	476.00	1,514.46
	28,545.81 Units of UTI Liquid Cash Plan - Direct Plan Growth NAV ₹ 3,663.51 (P.Y. 72,454.60 Units NAV ₹ 3,488.04)	1,045.78	2,527.25
	NIL Units of UTI Ultra Short Term Fund - Direct Growth Plan NAV ₹ NIL (P.Y. 41,519.14 Units NAV ₹ 3,646.20)	-	1,513.88
	NIL Units of Aditya Birla Sun Life Savings Fund - Regular Growth at NIL NAV (P.Y. 341,209.68 Units & NAV ₹ 445.31)	-	1,519.45
	NIL Units of ICICI Prudential Ultra Short Term Fund - Growth at NIL NAV (P.Y. 63,53,245.41 Units & NAV ₹ 23.91)	-	1,519.12
	NIL Units of ICICI Prudential Mutual Fund collection at NIL NAV (P.Y. 69,282.33 Units & ₹ 315.26 NAV)	-	218.42
	37,471.16 Units of Bandhan Liquid Fund (formerly known as IDFC Cash Fund) - Regular Growth at NAV of ₹ 2,668.58 (P.Y. NIL Units & ₹ NIL NAV)	1,018.68	-
	37,323.53 Units of HSBC Cash Fund-Growth at NAV of ₹ 2,235.68 (P.Y. NIL Units & ₹ NIL NAV)	836.84	-
		25,952.68	68,309.10
	Aggregate amount of quoted Investments and market value thereof	-	-
	Aggregate amount of unquoted Investments and market value thereof	25,952.68	68,309.10
	Aggregate amount of impairment in the value of Investments	-	-



Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022					
14	Trade Receivables							
	Unsecured							
	Considered good (Refer note 44)	2,681.76	2,822.59					
	Credit impaired	100.95	167.85					
		2,782.71	2,990.44					
	Less: Allowance for doubtful debts	(105.26)	(248.92)					
		2,677.45	2,741.52					
	Trade Receivable Ageing as of 31st March 2023							
	Particulars	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
	(i) Undisputed Trade receivables - considered good	-	1,438.08	107.70	349.47	29.06	27.40	1,951.71
	(ii) Undisputed Trade receivables - credit impaired	-	51.65	32.37	0.24	-	-	84.26
	(iii) Disputed Trade receivables - credit impaired	-	-	-	-	-	16.69	16.69
	Total	-	1,489.73	140.07	349.72	29.06	44.09	2,052.66
	Add:- Unbilled Trade Receivable	-	-	-	-	-	-	730.05
	Total	-	-	-	-	-	-	2,782.71
	Less:- Allowance for Doubtful Debts	-	-	-	-	-	-	(105.26)
	Total Trade Receivables	-	-	-	-	-	-	2,677.45
	Trade Receivable Ageing as of 31st March 2022							
	Particulars	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
	(i) Undisputed Trade receivables - considered good	-	1,948.27	421.21	50.23	-	-	2,419.71
	(ii) Undisputed Trade receivables - credit impaired	-	61.68	37.79	27.68	-	2.17	129.32
	(iii) Disputed Trade receivables - credit impaired	-	-	-	-	8.44	30.09	38.53
	Total	-	2,009.95	459.00	77.91	8.44	32.26	2,587.56
	Add:- Unbilled Trade Receivable	-	-	-	-	-	-	402.88
	Total	-	-	-	-	-	-	2,990.44
	Less:- Allowance for Doubtful Debts	-	-	-	-	-	-	(248.92)
	Total Trade Receivables	-	-	-	-	-	-	2,741.52
15	Cash and Cash Equivalents							
	Cash on hand					0.59		0.72
	Balances with Banks							
	- Current accounts					265.79		1,176.03
						266.38		1,176.75



Notes	Particulars	As at			
		31st March 2023	31st March 2022		
16	Other Bank Balances				
	Term Deposits with Original maturity not more than 12 months (Refer note 1 & 2 below)	13,241.01	13,071.23		
	Escrow account balance with bank as Security (Refer note 3 below)	-	350.00		
		13,241.01	13,421.23		
	Notes:				
	(1) Includes Term Deposit of ₹ 1.66 Lakhs (P.Y. ₹ 1.28 Lakhs) is earmarked to Bank Guarantee given to Joint Commissioner of Commercial Taxes (Appeals) at Bangalore for disputed tax demand.				
	(2) Includes deposit of ₹ 1,065.31 Lakhs (P.Y. ₹ 1,423.37 Lakhs) earmarked toward maintaining of DSRA as per loan agreement with Bank and Bank Guarantees.				
	(3) Amount of ₹ NIL Lakhs (P.Y. ₹ 350.00 Lakhs) represents bank balance, held by the entity that is not available for use by the Group, as it is pledged with a bank to fulfill collateral requirements of the Borrowings taken by the Group.				
17	Other Financial Assets (Current)				
	(Unsecured and considered good)				
	Interest Accrued on loans to related parties	0.14	-		
	Interest Accrued on Term Deposits with Banks	172.01	111.72		
	Security Deposits	-	0.45		
	Interest Accrued on BSECOM Electricity Deposit & Others	9.21	8.48		
	License Fees Equalisation Asset	720.89	161.70		
		902.25	282.35		
18	Current Tax Asset (net)				
	Advance Income Tax [net of provision for taxation ₹ 12.34 Lakhs]	176.14	-		
		176.14	-		
19	Other Current Assets				
	(Unsecured, considered good, unless otherwise stated)				
	Advance to Vendors/Employees	869.06	8.96		
	Less: Allowance for doubtful advances	(5.71)	(5.71)		
		863.35	3.25		
	Prepaid Expenses	810.04	295.53		
	Balances with Government Authorities	5,532.71	1,752.98		
		7,206.10	2,051.76		
20	Share Capital				
	Authorised				
	274,990,000 (P.Y. 274,990,000) Equity Shares of ₹ 10 each	27,499.00	27,499.00		
	10,000 (P.Y. 10,000) Special Equity Shares of ₹ 10 each	1.00	1.00		
	10,000,000 (P.Y. 10,000,000) - 0.0001% Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each	1,000.00	1,000.00		
		28,500.00	28,500.00		
	Issued, subscribed and paid up				
	247,396,498 (P.Y. 247,396,498) Equity Shares of ₹ 10/- each fully paid up	24,739.65	24,739.65		
	100 (P.Y. 100) Special Equity Shares of ₹ 10/- each fully paid up	0.01	0.01		
	3,089,759 (P.Y. 3,089,759) 0.0001% Compulsorily Convertible Preference Shares ("CCPS - Series A" / "CCPS A") of ₹ 10 each fully paid up	308.98	308.98		
		25,048.64	25,048.64		
	a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting year				
		31st March 2023		31st March 2022	
	Equity Shares	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
	Shares outstanding at the beginning of the year	24,73,96,498	24,739.65	19,66,56,541	19,665.65
	Shares issued during the period	-	-	5,07,39,957	5,074.00
	Shares outstanding at the end of the year	24,73,96,498	24,739.65	24,73,96,498	24,739.65
	Special Equity Shares				
	Shares outstanding at the beginning of the year	100	0.01	100	0.01
	Shares outstanding at the end of the year	100	0.01	100	0.01
	CCPS - Series A	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
	Shares outstanding at the beginning of the year	30,89,759	308.98	30,89,759	308.98
	Shares outstanding at the end of the year	30,89,759	308.98	30,89,759	308.98



Notes	Particulars	As at	
		31st March 2023	31st March 2022

b) Terms and Rights attached**Equity Shares:**

The Group has only one class of equity shares having face value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. Equity share holders are also entitled to dividend as and when proposed by the Board of Directors and approved by Share holders in Annual General Meeting except in case of Interim dividend. In the event of liquidation of the Group, the holders of Equity shares will be entitled to receive remaining assets of the Group, after distribution of all Preferential amounts which shall be in proportion to the number of shares held by the Shareholders.

Special Equity Shares:

The Group also has Special Equity Shares having face value of ₹ 10 per share. Each Special Equity Share shall carry super voting rights with respect to the election, appointment and/or removal of Directors, when Investor DVR Shareholding % on a non-diluted basis exceeds 30% (thirty per cent). At any and all times when the Investor DVR Shareholding % is equal to or less than 30% (thirty per cent) the Total Special Equity Share DVR % at such times shall automatically be equal to 0.00% (zero per cent). In case where the shareholding percentage of the other shareholder becomes more than 30%, the Special Equity Shares shall automatically carry voting rights which when added together with the existing voting rights shall equal 70% of the total voting rights attached to all issued and outstanding equity securities of the Group. Special Equity Shares will carry no right to receive any dividends or other distributions of the Group, or otherwise carry any economic rights. Upon the occurrence of the voluntary or involuntary liquidation, dissolution or winding up of the Group, from the surplus liquidation proceeds available to the Equity Shareholders of the Group, the holder of Special Equity Shares shall be entitled to receive ₹ 10 (₹ Ten) per Special Equity Share and The Special Equity Shares shall have no right to receive offers for rights shares or be allotted bonus shares in respect of other equity shares, except same class i.e. Special Equity Shares. The holder of Special Equity Share shall not be able to transfer Special Equity Shares save for transfers to wholly owned subsidiaries of the holder.

Preference Shares: CCPS A

The Group has issued Series A of 0.0001% Compulsory Convertible Preference Shares (CCPS) having face value of Rs 10 each. CCPS carry non cumulative dividend at 0.0001% per annum on the face value. CCPS A shall be automatically and compulsorily converted into 1 Equity Share in the following situations a) upon expiry of 19 (nineteen) years and 11 (eleven) months from the date of allotment of CCPS A, or b) occurrence of Insolvency of the Group, or c) occurrence of any of the events set out in Clause 16.2.2(a), 16.2.2(d), 16.3.2(a) and 16.3.2(d) of the Shareholders Agreement dated 05th April 2017, or d) if Carry Amount is NIL pursuant to calculation of DA Carry Amount and OA Carry Amount as per Clause 16.2.2(a) or 16.3.2(a) of the Shareholders Agreement dated 05th April 2017, respectively. Upon occurrence of CCPS A Carry Conversion Event, the Group shall mandatorily convert such number of CCPS A into Equity Shares in accordance with the formula given in 3.1 of Schedule 5A of the Shareholders Agreement dated 05th April 2017. Upon occurrence of the CCPS A Put Conversion Event, where the aggregate Carry Amount paid or payable until such CCPS A Put Conversion Event relates to an aggregate sum up to (or less than) INR 500,000,000 (Indian Rupees Five Hundred million), the Group shall mandatorily convert (such number of) CCPS A into Equity Shares in accordance with the formula given in 3.2 of Schedule 5A of the Shareholders Agreement dated 05th April 2017. The CCPS 'A' shall be non-transferable during its tenure. The holder of CCPS 'A' exclusively in relation to CCPS 'A', shall also not be entitled to participate in any issue of equity shares of the Group (including any bonus issue, stock split or any reorganisation) and, to the extent that it cannot waive such rights, holder of CCPS 'A' agrees, covenants and undertakes not to exercise such rights when they become available.

c) Details of shareholders holding more than 5% shares in the Group (Shares of ₹ 10 each fully paid):

Name of Shareholder	31st March 2023		31st March 2022	
	Number of	Shareholding	Number of	Shareholding
	Shares	%	Shares	%
Equity Shares				
The Phoenix Mills Limited	12,61,72,214	51.00	12,61,72,214	51.00
Canada Pension Plan Investment Board	12,12,24,284	49.00	12,12,24,284	49.00
Special Equity Shares				
The Phoenix Mills Limited	100	100.00	100	100.00
CCPS - Series 'A'				
The Phoenix Mills Limited	30,89,759	100.00	30,89,759	100.00

d) Details of shares held by holding / ultimate holding company (shares of ₹ 10 each fully paid) :

Particulars	31st March 2023		31st March 2022	
	Number of	Shareholding	Number of	Shareholding
	Shares	%	Shares	%
Equity Shares				
The Phoenix Mills Limited	12,61,72,214	51.00	12,61,72,214	51.00
Special Equity Shares				
The Phoenix Mills Limited	100	100.00	100	100.00
Compulsory Convertible Preference Shares (CCPS)				
The Phoenix Mills Limited	30,89,759	100.00	30,89,759	100.00



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023		As at 31st March 2022	
	e) Details of Shares held by Promoter at the end of the year				
	Promoter Name	No. of Shares	%of total shares	% Change during the year 2022-23	% Change during the year 2021-22
	The Phoenix Mills Limited - Equity Shares	12,61,72,214	51.00	NIL	NIL
	The Phoenix Mills Limited - Special Equity Shares	100	100.00	NIL	NIL
	The Phoenix Mills Limited - Compulsory Convertible Preference Shares Series A	30,89,759	100.00	NIL	NIL
	f) No Bonus shares were issued during the last 5 years				
21	Other Equity			As at 31st March 2023	As at 31st March 2022
	Equity Component of a Compound Financial Instrument (Refer note 54)				
	Opening Balance			296.86	296.86
	Closing Balance			296.86	296.86
	Securities Premium				
	Opening Balance			2,59,566.18	1,54,995.69
	Add: On issue of Shares during the year			-	1,04,926.00
	Less: Expenses on issue of Shares during the year			-	(355.51)
	Closing Balance			2,59,566.18	2,59,566.18
	Retained Earnings				
	Opening Balance			31,521.24	23,205.84
	Add: Profit for the year			14,843.00	8,336.06
	Add: Remeasurement of gain/(loss) on defined benefit plan (net of tax)			(33.55)	(20.66)
	Closing Balance			46,330.69	31,521.24
	Share Options Outstanding Account				
	Opening Balance			102.83	78.53
	Add: Recognition of Share Based Payments			26.79	24.30
	Closing Balance			129.62	102.83
				3,06,323.35	2,91,487.11
	a) Issued, subscribed and paid up				
	0.0001% Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each fully paid up Series B - 2,968,592 (P.Y. 2,968,592) of ₹ 10 each			296.86	296.86
				296.86	296.86
	b) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting year	As at 31st March 2023		As at 31st March 2022	
		Number of	₹ in Lakhs	Number of Shares	₹ in Lakhs
	CCPS - Series B				
	Shares outstanding at the beginning the year	29,68,592	296.86	29,68,592	296.86
	Shares outstanding at the end of the year	29,68,592	296.86	29,68,592	296.86
	c) Details of shareholders holding more than 5% shares in the company (Shares of ₹ 10 each fully paid):	As at 31st March 2023		As at 31st March 2022	
	Name of Shareholder	Number of Shares	Shareholding %	Number of Shares	Shareholding %
	CCPS - Series B				
	The Phoenix Mills Limited	29,68,592	100.00	29,68,592	100.00
	d) Details of shares held by holding / ultimate holding company (shares of ₹ 10 each fully paid) :	As at 31st March 2023		As at 31st March 2022	
	Particulars	Number of Shares	Shareholding %	Number of Shares	Shareholding %
	CCPS - Series B				
	The Phoenix Mills Limited	29,68,592	100.00	29,68,592	100.00



Notes	Particulars	As at	As at
		31st March 2023	31st March 2022

e) Rights, preferences and restrictions attaching to shares including restrictions on distribution of dividends and the repayment of capital.

Equity Component of a Financial Instrument: During the year ended 31st March, 2018, the Group issued Series B of 0.0001% Compulsory Convertible Preference Shares (CCPS) having face value of Rs 10 each. CCPS carry non cumulative dividend at 0.0001% per annum on the face value. CCPS B shall be automatically and compulsorily converted into 1 Equity Share in the following situations a) upon expiry of 19 (nineteen) years and 11 (eleven) months from the date of allotment of CCPS B, or b) occurrence of Insolvency of the group, or c) occurrence of any of the events set out in Clause 16.2.2(a),16.2.2(d),16.3.2(a) and 16.3.2(d) of the Shareholders Agreement dated 05th April 2017, or d) if Carry Amount is NIL pursuant to calculation of DA Carry Amount and OA Carry Amount as per Clause 16.2.2(a) or 16.3.2(a) of the Shareholders Agreement dated 05th April 2017, respectively. Upon occurrence of a CCPS B Carry Conversion Event, where the aggregate Carry Amount paid or payable till such CCPS B Carry Conversion Event is an aggregate sum upto (or less than) INR 500,000,000 (Indian Rupees Five Hundred million), the Group shall mandatorily convert (such number of) CCPS B into Equity Shares in accordance with as i. Number of CCPS B to be converted = Carry Amount divided by Issue Price of the CCPS B ii. Number of Equity Shares to be issued on conversion of such CCPS B as determined vide (i) above ("CCPS B Carry Conversion Shares") = [Number of outstanding Equity Shares before the relevant CCPS B Carry Conversion Event] / (1- Carry Stake) X [Carry Stake]. Upon occurrence of the CCPS B Put Conversion Event, the Group shall, immediately prior to the Put Closing as contemplated in Clause 12 of the Shareholders Agreement date April 5, 2017, mandatorily convert all of the CCPS B into Equity Shares in accordance with Number of Equity Shares to be issued on conversion of all CCPS B ("CCPS B Put Conversion Shares") = [Total number of CCPS B x Issue Price of the CCPS B] / Put Option Price (as defined in Schedule 5A) Provided that the conversion ratio for conversion of CCPS B into CCPS Put Conversion Shares shall, in no event, be less than 1:1. The CCPS 'B' shall be non-transferable during its tenure. The holder of CCPS 'B' exclusively in relation to CCPS 'B', shall also not be entitled to participate in any issue of equity shares of the Group (including any bonus issue, stock split or any reorganisation) and, to the extent that it cannot waive such rights, holder of CCPS 'B' agrees, covenants and undertakes not to exercise such rights when they become available, Also Refer note 54.

Nature and purpose of each reserve

Securities Premium Account: Securities Premium Account is used to record the premium on issue of shares. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Share Options Outstanding Account: The fair value of the equity settled share based payment transactions is recognised to share options outstanding account.

22 **Borrowings (Non-Current)**

Secured at amortised cost

Term Loans from Banks	48,674.70	28,556.62
Term Loans from Others	-	9,574.38
	48,674.70	38,131.00

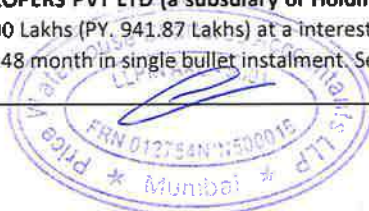
(A) In respect of Holding Company - Term Loan referred above are secured on pari-passu basis by equitable mortgage of immovable properties situated at Whitefield, Bengaluru and hypothecation of lease rental/ sales receivable from retailers and lien on the Debt Service Reserve Account (DSRA) / ESCROW Account. Interest is calculated on MCLR + applicable margin. Rate of Interest varies in the range of 7.00% Per annum to 9.10% per annum (P.Y.8.15% Per annum to 7.40% per annum)

Maturity Profile of Term Loan from Banks and others are set out below in rupees in Lakhs.

As at 31st March 2023			
Term Loan from Banks		Term Loan from Banks	
FY 2023-2024	1,073.91	FY 2028-2029	5,333.34
FY 2024-2025	1,742.75	FY 2029-2030	5,798.99
FY 2025-2026	2,816.16	FY 2030-2031	6,122.83
FY 2026-2027	3,766.96	FY 2031-2032	6,446.39
FY 2027-2028	4,576.57	FY 2032-2033	2,282.00

As at 31st March 2022			
Term Loan from Banks		Term Loan from Others	
FY 2023-2024	3,998.64	FY 2023-2024	1,820.94
FY 2024-2025	4,435.20	FY 2024-2025	2,050.77
FY 2025-2026	3,460.36	FY 2025-2026	1,664.95
FY 2026-2027	15,802.62	FY 2026-2027	4,037.72

(B) In respect of INSIGHT MALL DEVELOPERS PVT LTD (a subsidiary of Holding Company) - During the year, the subsidiary has taken a term loan from bank amounting to ₹ 9,000.00 Lakhs (PY. 941.87 Lakhs) at a interest rate in the range of 7.75% to 9.97% per annum (P.Y. 7.75% per annum). The same is to be repaid after 48 month in single bullet instalment. Secured on charged of project assets, land and building.



Island Star Mall Developers Private Limited

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Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
23	Other Financial Liabilities (Non-Current) (At amortised cost)		
	Security Deposits For Lease Rentals	4,686.06	678.24
	Payable for Property, Plant and Equipment		
	a. total outstanding dues of micro enterprises and small enterprises*	215.86	39.40
	b. total outstanding dues of Payable for purchase of Property, Plant and Equipment other than micro enterprises and small enterprises	811.75	114.26
	Financial Liability on CCPS B valuation (Refer note 54)	840.00	-
		6,553.67	831.90
	* There are no Micro and Small Enterprises, to whom the Group owes dues, which are outstanding for more than 45 days during the year and as at 31st March 2023 and 31st March 2022. The below information, regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. Disclosure pursuant to the said Act is as under:		
	Disclosure for Micro, Small and Medium Enterprises:	As at 31st March 2023	As at 31st March 2022
	a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	215.86	39.40
	b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
	c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
	d) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
	e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
24	Provision (Non-Current)		
	Employee Benefits		
	Gratuity (Refer note 41)	205.28	138.90
	Provision for Compensated absences (Refer note 41)	215.60	128.87
		420.88	267.77
25	Other Non-current Liabilities		
	Unearned Rentals	544.53	108.62
		544.53	108.62
26	Short term Borrowings		
	Secured at amortised cost		
	Current Maturities of Long Term Debts (Secured)#		
	Term Loans from Banks (Refer note 22)	1,055.22	2,613.06
	Term Loans from Others (Refer note 22)	-	1,357.35
	Bank Overdraft @	3,614.76	941.07
		4,669.98	4,911.48
	# Secured against assets stated in Note 22 above.		
	@ Bank Overdraft referred above are secured by exclusive charge by way of registered mortgage over the Investment Properties and Investment Properties under Construction, and hypothecation on further Current Assets and lien on the ESCROW Account. Interest is calculated on Repo Rate + Spread per annum. Rate of Interest is in the range of 9.12% to 10.25% Per annum (P.Y 9.12% per annum). The Bank Overdraft facility is repayable on demand.		
27	Trade Payables		
	a) total outstanding dues of micro enterprises and small enterprises*	120.81	31.04
	b) total outstanding dues of creditors other than micro enterprises and small enterprises (Refer note 44)	2,399.44	1,139.24
		2,520.25	1,170.28



Notes	Particulars	As at					
		31st March 2023	31st March 2022				
	* There are no Micro and Small Enterprises, to whom the Group owes dues, which are outstanding for more than 45 days during the year and as at 31st March 2023 and 31st March 2022. The below information, regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. Disclosure pursuant to the said Act is as under:						
	Disclosure for Micro, Small and Medium Enterprises:	As at 31st March 2023	As at 31st March 2022				
	a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	120.81	31.04				
	b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-				
	c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-				
	d) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-				
	e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-				
	Trade Payable Ageing as of 31st March 2023						
	Particulars	Outstanding for following periods from bill date of booking					
		Unbilled	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
(i) MSME							
Trade Payable - Current	-	-	118.43	-	2.15	0.23	120.81
(ii) Others							
Trade Payable - Current	1,201.87	97.03	1,039.56	2.90	30.94	27.14	2,399.44
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	Trade Payable Ageing as of 31st March 2022						
	Particulars	Outstanding for following periods from bill date of booking					
		Unbilled	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
(i) MSME							
Trade Payable - Current	-	-	25.05	4.48	1.28	0.23	31.04
(ii) Others							
Trade Payable - Current	875.56	101.86	127.24	5.98	9.51	19.09	1,139.24
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
28 Other Financial Liabilities (Current)							
Interest accrued but not due							
On Term Loans from Banks					4.86		4.67
On Term Loans from Others					4.66		2.23
Security Deposits For Lease Rentals					12,916.55		8,654.10
Payable for Property, Plant and Equipment							
a. total outstanding dues of micro enterprises and small enterprises *					2,190.57		473.56
b. total outstanding dues of Payable for purchase of property, Plant and Equipment other than micro enterprises and small enterprises					11,270.52		10,458.25
Other Payables					11.60		-
					26,398.76		19,592.81



Island Star Mall Developers Private Limited

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Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at	As at
		31st March 2023	31st March 2022
	* There are no Micro and Small Enterprises, to whom the Group owes dues, which are outstanding for more than 45 days during the year and as at 31st March 2023 and 31st March 2022. The below information, regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. Disclosure pursuant to the said Act is as under:		
	Disclosure for Micro, Small and Medium Enterprises:	As at 31st March 2023	As at 31st March 2022
	a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	2,190.57	473.56
	b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	7.45	-
	c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
	d) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
	e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
29	Other Current Liabilities		
	Statutory Dues	752.49	513.41
	Advance from Customers	204.71	160.33
	Salary / Bonus Payable	4.68	90.74
	Provision for Expenses	3.10	12.13
	Unearned Rentals	575.49	192.42
	Liability towards Corporate Social Responsibility (Refer note 49)	126.87	-
		1,667.34	969.03
30	Provisions (Current)		
	Employee benefits		
	- Compensated absences (Refer note 41)	64.00	15.76
	- Gratuity (Refer note 41)	4.00	7.28
		68.00	23.04
31	Current Tax Liabilities (Net)		
	Income Tax payable (net of advance tax paid ₹ 13.10 Lakhs (P.Y. ₹ 39.13 Lakhs))	9.26	4.98
		9.26	4.98



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
32	Revenue From Operations		
	Sale of Services	30,173.48	17,416.52
	Other Operating Revenues	114.99	177.08
		30,288.47	17,593.60
	32.1) Disaggregation of Sale of Services		
	License Fees and Rental Income	22,491.46	12,689.78
	Service Charges	6,364.90	4,194.11
	Parking income & others	1,317.12	532.63
		30,173.48	17,416.52
33	Other Income		
	Interest income on financial assets measured at amortised cost		
	on Fixed Deposits with banks and financial institution	698.76	314.72
	on Inter Corporate Deposits with related parties (Refer note 44)	2.00	-
	on other deposits	27.44	5.19
	Interest on Income tax refund	10.41	-
	Income from financial assets measured at fair value through profit or loss		
	Fair value gain on Mutual Funds	599.44	846.45
	Net Gain on sale of Mutual Funds	1,653.03	105.78
	Profit on disposal of Subsidiary	2.07	-
	Allowance for Doubtful Debts and Advances written back	62.87	-
	Other Misc. Income	3.63	-
		3,059.65	1,272.14
34	Employee Benefit Expenses		
	Salaries and Wages	1,239.17	778.57
	Contribution to Provident Funds (Refer note 41)	22.95	15.28
	Contribution to Other Funds (Refer note 41)	15.63	8.85
	Share based payments to employees	26.79	22.29
	Staff Welfare Expenses	18.82	7.69
		1,323.36	832.68
35	Finance costs		
	Interest expense for financial liabilities at amortised cost	744.74	196.83
	Loss on Financial Liability measured through Profit and Loss	840.00	-
	Interest Expenses - Others	7.73	-
	Bank charges	16.69	1.86
		1,609.16	198.69



Island Star Mall Developers Private Limited

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Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
36	Other Expenses		
	Electricity Expenses	917.13	494.84
	Water Charges	63.35	26.40
	Repair and Maintenance:		
	Buildings	122.91	141.42
	Machinery	486.19	318.11
	Others	35.62	29.08
	Housekeeping Expenses	297.13	223.29
	General Charges	265.47	185.88
	Manpower Charges and Management Fees for Parking	413.82	42.50
	Rates and Taxes	796.00	591.54
	Insurance	189.10	165.30
	Legal and Professional Expenses	3,599.41	1,835.53
	Payments to Auditors (See footnote)	89.62	98.54
	Security charges	436.17	295.13
	Telephone expenses	13.88	11.37
	Expenditure on Corporate Social Responsibility (Refer note 49)	131.87	123.47
	Loss on Sale/write-off, of Property, Plant and Equipment	3.98	4.14
	Advertisement and Sales Promotion Expenses	1,632.85	666.62
	Rebates and Settlement	274.53	101.15
	Allowance for Doubtful Debts and Advances	-	212.16
	Bad debts written off	80.79	76.29
	Less: Allowance for doubtful debts written back	(80.79)	(76.29)
	Net Bad debts	-	-
	Travelling Expenses	64.41	7.15
	Miscellaneous Expenses	142.34	130.56
		9,975.78	5,704.18
36.1	Footnote:		
	Payments to Auditors		
	a) for Audit (excluding GST)	69.75	88.47
	b) for Other services	19.50	10.00
	c) for Out of Pocket Expenses	0.37	0.07
		89.62	98.54



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at	As at
		31st March 2023	31st March 2022

37 Contingent Liabilities and Commitments

a) Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account not provided for

	26,565.45	59,666.55
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b) Contingent Liabilities

Claims against the Group not acknowledged as debt:

1) The Income Tax assessments of the Group have been completed up to Assessment Year 2022-23. The disputed demand up to the said Assessment Year was ₹ 1,755.65 Lakhs (P.Y. ₹ 1,736.26 Lakhs). The Group is in appeal before the Appellate Authorities. Future cash outflows in respect of the above matter is determinable only on receipt of judgements/decisions pending at relevant forum.

2) During the year ended 31st March 2020, the Commissioner of Central Tax, GST Commissionerate, Bangalore East has gone in appeal before the Hon'ble Customs, Excise and Service Tax Appellate Tribunal, South Zone Bench, Bengaluru in respect of disputed dues of service tax for Financial Years October 2011 to June 2017 of ₹ 669.90 Lakhs. During the year ended 31st March 2019, the Commissioner Central tax, GST Commissionerate, Bangalore East had dropped the abovementioned demands issued to the Group vide Show Cause Notice dated 12th April 2017. Dept filed an appeal against favourable order on 02nd April 2019. Group has filed cross objection on 28th June 2019 with CESTAT Bangalore. Department has filed for early hearing application slated for hearing on 23rd September 2021 which was attended by our consultant. The tribunal has accepted the early hearing petition and hearing for the same will be listed shortly.

3) In respect of Sparkle One Mall Developers Private Limited (a subsidiary of the Holding Company) - During the year 2020-21, the subsidiary has filed Writ Petition against Bangalore Water Supply and Sewerage Board (BWSSB) demand relating to Beneficiary Capital Contribution of ₹ 243.93 Lakhs and Advance probable prorata ₹ 408.43 Lakhs (P.Y. ₹ 242.93 Lakhs, ₹ 408.43 Lakhs). Next hearing date is yet to be listed.

The above litigations in Paras b(1) to b(3) above are not expected to have any material adverse impact on the financial position of the Group.

38	Earnings per Share (EPS)	Year ended	Year ended
		March 31, 2023	March 31, 2022
i)	Profit for the year	14,843.00	8,336.06
ii)	Weighted Average number of shares used as denominator for calculating Basic EPS *	25,04,86,257	22,43,32,010
iii)	Weighted Average number of shares used as denominator for calculating Diluted EPS *	25,04,87,983	22,43,32,010
iv)	Basic EPS	5.93	3.72
v)	Diluted EPS	5.93	3.72
vi)	Face Value per equity share	10.00	10.00

*Conversion of 29,68,592 number of CCPS series B shares are dependent on certain Carry event which has not yet triggered on balance sheet date. Hence the same is not considered in calculating Basic & Diluted EPS.

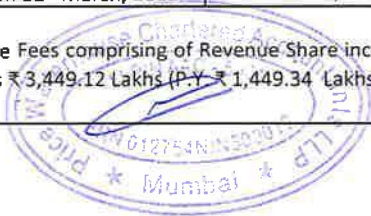
39 The Leave and License agreements are generally for a period of 1 to 5 years. The terms also provide for escalation of License fees on a periodical basis. Generally, the Group has a right to terminate these agreements by giving advance notice as stipulated therein.

Future minimum License Fees receivable under Leave and License agreements for non-expired lock in period as at 31st March 2023 are as follows:

(₹ In Lakhs)

Particulars	Within one year	After one year but not more than five years	More than five years	Total
As on 31 st March, 2023	15,594.99	15,274.54	-	30,869.53
As on 31 st March, 2022	6,968.44	4,342.59	-	11,311.03

License Fees comprising of Revenue Share income (computed as a % of sales) charged to the Licensees during the year is ₹ 3,449.12 Lakhs (P.Y ₹ 1,449.34 Lakhs)



Island Star Mall Developers Private Limited

(CIN No. U45200MH2006PTC161067)

Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
40	Taxation		
A	Income tax recognised in profit or loss		
1	Income Tax		
	In respect of the current year	2,770.08	1,736.43
	In respect of prior years	(283.28)	2.43
		2,486.80	1,738.86
2	Deferred Tax expenses/ (benefits):		
	In respect of the current year (Including Minimum Alternate Tax)	1,462.27	433.17
	In respect of the previous year (Including Minimum Alternate Tax)	(53.35)	-
	Relating to origination and reversal of temporary differences	-	35.14
		1,408.92	468.31
	Total (1 + 2)	(A) 3,895.72	2,207.17
B	Income tax recognised in Other Comprehensive Income		
	Deferred tax relating to items that will not be reclassified to profit or loss	(B) 1.20	3.01
		(A + B) 3,896.92	2,210.18
C	The income tax expense for the year can be reconciled to the accounting profit as follows:		
	Profit before tax	18,738.72	10,543.23
	Applicable Tax Rate	29.120%	29.120%
	Income tax computed at applicable tax rate	5,456.72	3,070.19
	Tax recognised in Statement of Profit and Loss Account		
	Tax Impact of Exempted income	(4.15)	(329.30)
	Tax effect of permanent non-deductible expenses	(258.74)	501.23
	Tax effect of deductible expenses	1,031.62	241.20
	Tax benefits for assets assessed under house property	(1,226.05)	(1,044.11)
	Difference in special tax rates	23.12	-
	Others	(842.32)	(234.47)
	Tax effect of previous year	(283.28)	2.43
	Total Tax Expenses Recognised in Statement of Profit and Loss Account	3,896.92	2,207.17
41	Employees Benefits:		
	Expenses recognised for Defined contribution plan:		
	Group's Contribution to Provident Fund (including pension) and Labour Welfare Fund recognised as an expense under the head "Employee Benefits Expense"	44.65	36.87
	Group's Contribution to ESIC	0.25	0.07
	Group's Contribution to Labour Welfare Fund	0.01	-
		44.91	36.94
	Expenses recognised for Defined benefits plan:		
	The Group provides gratuity benefit to its employees which is a defined benefit plan. The present value of obligations is determined based on actuarial valuation using the Projected Unit Credit Method.		
		Gratuity (Funded)	
		2022-23	2021-22
1	Change in Defined Benefit Obligation during the year		
	Defined Benefit Obligation at the beginning of the year	180.54	130.57
	Interest Cost	14.59	9.99
	Current Service Cost	26.14	15.59
	Past Service Cost	-	-
	Benefits paid during the year	(7.23)	(6.55)
	Remeasurement due to:		
	Change in financial assumptions	0.60	1.23
	Demographic adjustments	-	4.50
	Experience adjustments	3.73	10.70
	Actuarial (gain)/loss on Defined Benefit Obligation	30.79	14.51
	Defined Benefit Obligation at the end of the year	249.16	180.54



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Notes to Consolidated Financial Statements as at and for the year ended, 31st March 2023

(₹ In Lakhs)

Notes	Particulars	As at 31st March 2023	As at 31st March 2022
2	Change in fair value of Plan Assets during the year		
	Fair value of Plan Assets at the beginning of the year	34.36	38.68
	Expected Return on plan assets	2.25	2.62
	Contribution	10.13	0.58
	Benefits paid during the year	(7.23)	(6.55)
	Actuarial gains/(losses) on Plan Asset	0.37	(0.97)
	Fair value of Plan Assets at the end of the year	39.88	34.36
3	Amount to be recognized in Balance sheet:		
	Present value of Defined Benefit Obligation	249.16	180.54
	Fair Value of plan assets at the end of the year	39.88	34.36
	Amount recognized in Balance sheet	209.28	146.18
4	Current / Non - current bifurcation:		
	Current benefit obligation (Refer note 30)	4.00	7.28
	Non - current benefit obligation (Refer note 24)	205.28	138.90
5	Expenses recognised in the statement of Profit and Loss for the year		
	Current Service Cost	26.14	15.59
	Interest cost on obligation	14.59	9.99
	Expected Return on plan assets	(2.25)	(2.62)
	Expense recognised in the statement of Profit and Loss account	38.48	22.97
6	Recognised in Other Comprehensive income for the year		
	Remeasurement due to:		
	Effect of change in financial assumptions	0.60	1.23
	Effect of change in demographic assumptions	-	4.50
	Effect of experience adjustments	3.73	10.70
	Actuarial gains/(losses) on Plan Asset	30.79	14.51
	Return on plan of assets (excluding interest)	(0.37)	0.97
	Expense recognise for the year	34.75	31.91
7	Maturity profile of defined benefit obligation		
	Within the next 12 months	32.18	19.27
	Between 2 to 5 years	112.11	79.98
	Between 5 to 10 years	117.29	90.46
8	Actuarial assumptions used for estimating defined benefit obligations		
	Discount Rate	7.30%	7.40%
	Salary Escalation Rate	7.00%	7.00%
	Expected Rate of Return on Assets	7.40%	7.40%
	Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
	Attrition/ Withdrawal Rate	10%	10%
	The weighted average duration of plan	9.33 years	12.68 years

Notes:

- Salary escalation rate is arrived after taking into account regular increments, price inflation and promotion and other relevant factors such as supply and demand in employment market.
- Discount rate is based on prevailing market yields of Indian Government Securities as at balance sheet date for estimated term of obligations.
- Attrition rate/ withdrawal rate is based on Group's policy towards retention of employees, historical data and industry outlook.
- Expected contribution to defined benefit plan for financial year 2023-24 is ₹ 2.50 Lakh (P.Y ₹ 2.30 Lakhs)
- The above information is certified by actuary.



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Notes	Particulars	As at	
		31st March 2023	31st March 2022

- f) The Group has set-up an income tax approved irrevocable trust fund and regularly contributes to fund the benefit payments of the plan. The trustees have outsourced investment management of this fund to an Insurer. The Insurer managed funds are with LIC of which break up is not available.

9 Sensitivity analysis:

Effect of Increase/ (Decrease) in relevant actuarial assumptions on defined benefits obligation at the end of the year:

Change in assumptions	% of change	Effect on Defined benefit obligation	
		2022-23	2021-22
Discount rate	+1%	(14.41)	(10.62)
	-1%	16.12	11.89
Salary Escalation rate	+1%	11.01	8.31
	-1%	(10.60)	(8.15)
Attrition Rate	+1%	1.60	1.18
	-1%	(1.90)	(1.38)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

- 10 This gratuity plan typically exposes the Group to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment Risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yield at the end of reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Other Long term benefit plan - compensated absences

(₹ In Lakhs)

Particulars	31st March 2023	31st March 2022
Present value of unfunded obligations	208.22	108.43
Expenses recognised in the statement of profit and loss	105.49	64.47
Expenses capitalised in Investment Properties under construction	36.37	21.04
Discount rate (per annum)	7.30%	7.40%
Salary escalation rate (per annum)	7.00%	7.00%



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Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023**42 Fair Value of Financial assets and Liabilities:**

Set out below is the comparison by class of carrying amounts and fair value of Group's financial instruments that are recognised in the financial statements.

(₹ In Lakhs)

(A) Particulars	31st March 2023		31st March 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets designated at fair value through Profit or Loss				
Investments in Mutual Funds (unquoted)	25,952.68	25,952.68	68,309.10	68,309.10
Financial assets designated at amortised cost				
Trade Receivables	2,677.45	2,677.45	2,741.52	2,741.52
Cash and Cash Equivalents	266.38	266.38	1,176.75	1,176.75
Bank balances other than Cash and Cash equivalents	13,241.01	13,241.01	13,421.23	13,421.23
Loans	2.00	2.00	-	-
Other Financial Assets	1,774.92	1,774.92	425.77	425.77
Total	43,914.44	43,914.44	86,074.37	86,074.37
Financial liabilities measured at fair value through Profit & Loss				
Financial Liability on CCPS B valuation (Refer note 54)	840.00	840.00	-	-
Financial liabilities measured at amortised cost				
Borrowings	53,344.68	53,344.68	43,042.48	43,042.48
Trade payables	2,520.25	2,520.25	1,170.28	1,170.28
Interest accrued but not due	9.52	9.52	6.90	6.90
Security Deposits For Lease Rentals	17,602.61	17,602.61	9,332.34	9,332.34
Payable for purchase of Property, Plant and Equipment	14,488.70	14,488.70	11,085.48	11,085.48
Other Payables	11.60	11.60	-	-
Total	87,977.36	87,977.36	64,637.48	64,637.48

Fair valuation techniques:

The Group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The following methods and assumptions were used to estimate the fair values

- 1 Fair value of investments in mutual funds is calculated based on NAV declared by fund.
- 2 Fair value of long term borrowings is calculated based on the discounted cash flows.
- 3 Fair value of Financial Assets and Financial Liabilities are carried at amortised cost and it is not materially different from its carrying value.

(B) Fair Value hierarchy:

The following table provides the fair value measurement hierarchy of Group's asset and liabilities, grouped into Level 1 to Level 3 as described below:

Level 1: Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.



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(₹ In Lakhs)

	2022-23			2021-22		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets /Liabilities measured at fair value						
Financial Assets:						
Investments in Mutual Fund	-	25,952.68	-	-	68,309.10	-
Financial Liabilities:						
Financial Liability on CCPS B valuation	-	-	840.00	-	-	-

43 Financial risk Management:

The Group's activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

• **Market risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and investments in securities.

Foreign currency risk

The Group is exposed to insignificant foreign exchange risk as at the respective reporting dates.

Interest rate risk

Fluctuation in fair value or future cash flows of a financial instrument because of changes in market interest rates gives rise to interest rate risk. Almost 100% of the company's borrowings are linked to Bank Rate + Margin. Margin may be agreed with the bank from time to time. With all other variables held constant, the following table demonstrates the impact of change in interest rate on borrowing cost on floating rate portion of loans.

Increase/ (decrease) in Interest cost of Long term borrowings for the year: (₹ In Lakhs)

Change in Rate of Interest	Effect on Profit before tax	
	2022-23	2021-22
+1%/-1%	497.30	421.01

Commodity and Other price risk

The Group is not exposed to the commodity and other price risk.

• **Credit Risk**

Credit risk is the risk of financial loss to the Group that a customer or counter party to a financial instrument fails to meet its obligations. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks, mutual funds and financial institutions and other financial instruments.

Trade and other receivables:

The Group extends credit to customers in normal course of business. The Group considers factors such as credit track record in the market and past dealings for extension of credit to customer. To manage credit risk, the Group periodically assesses the financial reliability of the customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Outstanding customer receivables are regularly monitored.

The Group is not exposed to concentration of credit risk to any one single customer since services are provided to vast spectrum and hence, the concentration of risk with respect to trade receivables is low. The Group has also taken advances and security deposits from its customers, which mitigate the credit risk to an extent.

Cash and cash equivalents and other investments

The Group is exposed to counter party risk relating to medium term deposits with banks and investment in mutual funds.

The Group considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Group has also availed borrowings. The Group does not maintain significant cash balances other than those required for its day to day operations.



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Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023Exposure to credit risk

The gross carrying amount of financial assets, net of impairment losses recognised represents the maximum credit exposure. The maximum exposure to credit risk as at March 31, 2023 and March 31, 2022 is as follows:

	31st March 2023 (₹ In Lakhs)	31st March 2022 (₹ In Lakhs)
<u>Financial assets for which loss allowances is measured using 12 months Expected Credit Losses (ECL):</u>		
Cash and cash equivalents	266.38	1,176.75
Other bank balances	13,241.01	13,421.23
Loans	2.00	-
Other financial assets	1,774.92	425.77
<u>Financial assets for which loss allowances is measured using Life time Expected Credit Losses (ECL):</u>		
Trade receivables	2,677.45	2,741.52

Life time Expected credit loss for Trade receivables under simplified approach

Aging of Trade Receivables	Past Due				Total
	0-90 days	90-180 days	180 - 360 days	over 360 days	
(₹ In Lakhs)					
As at 31st March, 2023					
Gross Carrying Amount	2,094.22	125.55	140.08	422.86	2,782.71
Expected loss rate	0.01%	1.23%	4.76%	22.92%	3.78%
Expected credit losses (Loss allowance provision)	0.12	1.54	6.67	96.93	105.26
Net Carrying Amount	2,094.10	124.01	133.41	325.93	2,677.45
As at 31st March, 2022					
Gross Carrying Amount	1,520.15	643.66	524.53	302.10	2,990.44
Expected loss rate	0.13%	1.16%	2.37%	75.17%	8.32%
Expected credit losses (Loss allowance provision)	1.91	7.48	12.43	227.10	248.92
Net Carrying Amount	1,518.24	636.18	512.10	75.00	2,741.52

Reconciliation of Changes in the life time expected credit loss allowance:	(₹ In Lakhs)	
	2022-23	2021-22
Loss allowance at the beginning of the year	248.92	113.06
Provided during the year (net of reversal)		212.16
Amount written back during the year (net of addition)	(62.87)	-
Amount written off during the year	(80.79)	(76.30)
Loss allowance at the end of the year	105.26	248.92

Cash and Cash equivalents, Other Bank Balances, Loans and Other Financial Assets are neither past due nor impaired. Management is of view that these financial assets are considered good.

- **Liquidity risk**

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Group's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current borrowings are sufficient to meet its short to medium term expansion needs. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Group is required to maintain ratios (such as debt service coverage ratio and security coverage ratio) as mentioned in the loan agreements at specified levels. In the event of failure to meet any of these ratios these loans become callable to the extent of failure at the option of lenders, except where exemption is provided by lender.



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(₹ In Lakhs)

Particulars	31st March 2023					Total
	Carrying Amount	On Demand	Less than 12 months	1 - 5 Years	>5 years	
Borrowings	53,344.68	3,614.76	1,055.22	22,691.14	25,983.56	53,344.68
Interest accrued but not due	9.52	-	9.52	-	-	9.52
Security Deposits For Lease Rentals	17,602.61	416.99	10,526.69	6,904.34	-	17,848.02
Payable for purchase of Property, Plant and Equipment	14,488.70	-	14,488.70	-	-	14,488.70
Financial Liability on CCPS B valuation (Refer note 54)	840.00	-	-	-	840.00	840.00
Trade payables	2,520.25	-	2,520.25	-	-	2,520.25
Other Payables	11.60	-	11.60	-	-	11.60

(₹ In Lakhs)

Particulars	31st March 2022					Total
	Carrying Amount	On Demand	Less than 12 months	1 - 5 Years	>5 years	
Borrowings	43,042.48	941.07	3,970.41	38,131.00	-	43,042.48
Interest accrued but not due	6.90	-	6.90	-	-	6.90
Security Deposits For Lease Rentals	9,332.34	2,101.09	6,553.01	678.24	-	9,332.34
Payable for purchase of Property, Plant and Equipment	11,085.48	-	10,931.81	153.67	-	11,085.48
Trade payables	1,170.28	-	1,170.28	-	-	1,170.28

Capital management

The primary objective of the Group's capital management is to maximize the shareholder value. The Group's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Group's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Group also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended 31st March, 2023 and 31st March, 2022.

For the purpose of the Group's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings less cash and other bank balances.

(₹ In Lakhs)

Particulars	31st March 2023	31st March 2022
Loans and Borrowings	53,344.68	43,042.48
Add:- Interest accrued but not due	9.52	6.90
Less: Cash and cash equivalents + Bank Deposits - Escrow balance held by bank as Security	13,507.39	14,247.98
Net Debt	39,846.81	28,801.40
Total Capital	3,31,371.99	3,16,535.75
Capital+Net Debt	3,71,218.80	3,45,337.15
Gearing Ratio	11%	8%



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44 Related party Disclosure:

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationships, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are:

a) Related Parties where control exists and also other related parties with whom transactions have been taken place and relationships:

	Name of the party	Relationship
A)	Category 1 : Entity having control The Phoenix Mills Limited	Holding Company
B)	Category 2 : Entity having significant influence Canada Pension Plan Investment Board	Other major shareholder
C)	Category 3 : Subsidiaries of the Group's holding company (control exist)	
1	Market City Resources Private Limited	Fellow Subsidiary
2	Pallazio Hotels & Leisures Private Limited	Fellow Subsidiary
3	Palladium Constructions Private Limited	Fellow Subsidiary
4	Alliance Spaces Private Limited	Fellow Subsidiary
5	Vamona Developers Private Limited	Fellow Subsidiary
6	Bellona Hospitality Services Limited	Fellow Subsidiary
7	Sparkle Two Mall Developers Private Limited (w.e.f March 11, 2023)	Fellow Subsidiary
8	Mindstone Mall Developers Private Limited	Fellow Subsidiary
D)	Category 5 : Key Managerial Personnel (KMP)	
1	Mr. Swapnil Kothari	Independent Director
2	Ms. Shweta Vyas	Independent Director
3	Mr. Hari Krishna Veerapaneni*	Nominee Director
4	Mr. Varun Parwal*	Director
5	Mr. Ankur Gulati*	Nominee Director
6	Mr. Raghav Bajoria*	Director
7	Ms. Deepa Laungani*	Company Secretary
8	Mr. Amit Dabriwala	Independent Director
9	Mr. Girish Sharma	Chief Financial Officer
10	Mr. Gajendra Singh Rathore	Chief Executive Officer
F)	Category 6 : Enterprises over which KMP/ their relatives are able to exercise significant influence	
1	Aakar Charitable Trust	Other

* No Transaction entered during the year

b) Transactions during the year

(₹ In Lakhs)

Sr. No.	Nature of Transactions	2022-2023	2021-2022
1	Loans Given		
	Mindstone Mall Developers Private Limited	200.00	-
	Sparkle Two Mall Developers Private Limited	1.00	-
2	Loans Received Back		
	Mindstone Mall Developers Private Limited	200.00	-
3	Project Management Fee/Leasing Commission and Acquisition Fee		
	Market City Resources Private Limited	8,154.77	4,829.90
4	Purchase of Material		
	Palladium Constructions Private Limited	4.89	14.36
	Alliance Spaces Private Limited	12.63	10.84
	Bellona Hospitality Services Limited	1.05	-
	Vamona Developers Private Limited	-	3.18
5	Licence revenue / CAM and other recoveries		
	Bellona Hospitality Services Limited	252.53	-



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(₹ In Lakhs)			
Sr. No.	Nature of Transactions	2022-2023	2021-2022
6	Interest on Loans/OCD		
	Sparkle Two Mall Developers Private Limited	0.17	-
	Mindstone Mall Developers Private Limited	1.84	-
7	Right equity shares issued during the year		
	The Phoenix Mills Limited	-	56,100.00
	Canada Pension Plan Investment Board	-	53,900.00
8	Issue of Equity Share Capital		
	The Phoenix Mills Limited	0.05	-
9	Remuneration to KMP (Refer note 2 below)		
	Mr. Gajendra Singh Rathore	108.13	75.82
	Mr. Girish Sharma	40.47	30.03
10	Other Expenses		
	Market City Resources Private Limited	34.18	-
	Pallazio Hotels & Leisures Private Limited	0.68	-
	Bellona Hospitality Services Limited	1.67	-
11	Sale of Investment		
	The Phoenix Mills Limited	1.00	-
12	Director Sitting fees		
	Mr. Swapnil Kothari	3.40	4.00
	Mr. Amit Dabriwala	1.60	1.60
	Ms. Shweta Vyas	3.80	4.60
13	Donation		
	Aakar Charitable Trust	5.00	-

c) Balance with the related party at the year end is as under

(₹ In Lakhs)

Sr. No.	Nature of Balances	As at 31st March, 2023	As at 31st March, 2022
1	Loans Given		
	Sparkle Two Mall Developers Private Limited	2.00	-
2	Trade Receivable		
	Bellona Hospitality Services Limited	91.35	-
3	Trade Payable		
	Market City Resources Private Limited	2,265.33	1,580.57
	Pallazio Hotels & Leisures Private Limited	0.93	-
	Bellona Hospitality Services Limited	2.12	-
4	Other Financial Liabilities		
	Alliance Spaces Private Limited	3.42	-
5	Interest accrued (on OCD and loans)		
	Sparkle Two Mall Developers Private Limited	0.15	-

Note:-

- The above balances are unsecured.
- KMP who are under the employment of the Group are entitled to post employment benefits, ESOP and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.



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Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023**45 Notes on Investment Properties**

- i. The Group has determined that the investment properties consist of one class of asset – retail mall – based on the nature, characteristics and risks of each property.
- ii. **Contractual Obligations**
Refer note 37 for disclosure of contractual commitments for the acquisition of investment properties.
- iii. **Investment Property Pledge as security**
Refer note 22 for information on investment properties pledged as security by the Group.
- iv. **Amount recognized in the Statement of Profit and Loss for Investment Properties**

Particulars	₹ In Lakhs	
	31st March 2023	31st March 2022
Rental Income derived from Investment Properties	22,491.46	12,689.78
Direct operating Expenses generating rental income	(3,077.81)	(1,360.66)
Profit arising from investment properties before Depreciation and Indirect Expenses	19,413.65	11,329.12
Less: Depreciation	662.54	465.97
Profit from Leasing of Investment Properties	18,751.11	10,863.15

- v. As at 31st March 2023, fair value of Investment Properties (excluding right to use assets) are ₹ 392,876.59 Lakhs (P.Y. ₹ 227,881.40 Lakhs). These valuations are based on valuations performed by IVAS, an accredited registered valuer. The fair value of the Company's Investment properties have been arrived at using discounted cash flow method. Under discounted cash flow method, cash flow projections based on reliable estimates of cash flow are discounted. The main inputs used are rental growth rate, expected vacancy rates, terminal yields and discount rates which are based on comparable transactions and industry data.
- vi. **Investment Properties under construction:**
Capital work-in progress includes investment properties under construction amounting to ₹ 1,61,823.99 Lakhs (P.Y. ₹ 130,342.03 Lakhs). The Management is of the view that the fair value of investment properties under construction cannot be reliably measured and hence fair value disclosures pertaining to investment properties under construction have not been provided. Capital work-in progress have not been pledged to secure borrowings of the Group.

46 Goodwill Impairment

Goodwill is tested for impairment on annual basis and whenever there is an indication that the recoverable amount of a cash generating unit (CGU) is less than its carrying amount based on a number of factors including business plan, operating results, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value in use and fair value less cost to sell. For the purpose of impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which Goodwill is monitored for internal management purposes, and which is not higher than the Group's operating segment.

Goodwill is allocated to the following CGU for impairment testing purpose.

Particulars	As at March 31, 2023	As at March 31, 2022
Goodwill relating to Property & Related Services	41.97	41.97
Total	41.97	41.97



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Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

The Group uses discounted cash flow based methods to determine the recoverable amount. These discounted cash flow calculations use five year projections that are based on financial forecasts. Cash flow projections take into account past experience and represent management's best estimate about future developments.

Management estimates discount rates using pre-tax rates that reflect current market assessments of the risks specific to the CGU, taking into considerations the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC).

47 Segment reporting:

The Group is mainly engaged in real estate activities where revenue is principally derived from operating lease rental income attributable to retail outlets in its retail mall named 'Phoenix Market City - Bangalore' and 'Phoenix Citadel - Indore' together with provision of related services, which constitutes the sole operating segment of the Group catering to Indian customer. Accordingly, the Group has only one identifiable segment reportable under Ind AS 108 "Operating Segments".

Managing Director (the 'Chief Operating Decision Maker' as defined in Ind AS 108 "Operating Segments") monitors the operating results of the Group's business for the purpose of making decisions about resource allocation and performance assessment.

The revenues from transactions with a single customer do not exceed 10 per cent or more of group's revenues. For broad Categories of services rendered, refer note 32.1.

The Group operates in a single geographical area i.e. India.

48 A) Additional regulatory information required by Schedule III**i) Details of benami property held**

No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii) Borrowing secured against current assets

The Group is not obligated to file Quarterly return/statements with Standard Chartered Investments Loans (India) Limited and Standard Chartered Bank, hence reporting Quarterly return/statements reconciliation with books of accounts is not applicable.

iii) Wilful defaulter

The Group have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

iv) Relationship with struck off companies

The Group have following outstanding balance with companies struck off under Companies Act, 2013 or Companies Act, 1956.

Name of the Struck off Company	Nature of Transaction	Balance as at 31st March 2023	Balance as at 31st March 2022	Relationship with Struck off Companies
MAHALOTH MELODIES PVT LTD	Payable	1.07	12.01	Not a Related Party
SRAYASI SERVICE PRIVATE LIMITED	Payable	0.02	0.02	Not a Related Party
MAROON ENTERTAINMENT PVT LTD	Payable	0.98	0.98	Not a Related Party
CELESTIAL STARS INDIA ENTERTAINMENT PVT LTD	Payable	0.70	0.70	Not a Related Party
UNITED Construction PVT LTD	Payable	0.04	0.12	Not a Related Party
MOUNTAIN VALLEY SPRINGS PVT LTD	Receivable	0.58	0.01	Not a Related Party

v) Compliance with number of layers of companies

The Group has complied with the number of layers prescribed under the Companies Act, 2013.



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vi) **Compliance with approved scheme(s) of arrangements**

The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

vii) **Utilisation of borrowed funds and share premium**

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

viii) **Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix) **Details of crypto currency or virtual currency**

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

x) **Valuation of Property, Plant and Equipment, intangible asset and investment property**

The Group has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

B) Other Regulatory information

i) **Title deeds of immovable properties**

The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in note to the financial statements, are held in the name of the company.

ii) **Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are yet to be registered with registrar of companies beyond the statutory period.

iii) **Utilisation of Borrowings availed from Banks and Financial Institutions**

The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were taken.



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49 Corporate Social Responsibility (CSR):

(₹ In Lakhs)

2022-23	2021-22
131.87	123.47

i) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year

ii) Amount spent during the year by way of contribution to a Trust

FY	Spent	Unspent	Total
FY 22-23*	5.00	126.87	131.87
FY 21-22	56.65	66.82	123.47

* Deposited in Unspent CSR Earmarked Bank A/c before 30th April 2023

50 Additional information as required under Section 186(4) of the Companies Act, 2013

The Group is engaged in providing infrastructure facilities as specified in Schedule VI of the Act and accordingly, the provisions of the section 186, except subsection (1), of the Act are not applicable to the Group. Hence, disclosure as per section 186(4) is not applicable.

51 Loans and advance to Specified person

(₹ in Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding as at 31st March 2023	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding as at 31st March 2022	Percentage to the total Loans and Advances in the nature of loans
Promoter	NIL	NIL	NIL	NIL
Directors	NIL	NIL	NIL	NIL
KMPs	NIL	NIL	NIL	NIL
Sparkle Two Mall Developers Pvt Ltd (Subsidiary up to 10th March 2023)	2.00	100%	NIL	NIL

52 Details required as per Schedule III of the Companies Act 2013 as below:-

Details of Net Assets & share in profit or loss

(₹ in Lakhs)

SR No.	Name of the entity in the	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount	As % of consolidated Profit	Amount	As % of consolidated Profit	Amount	As % of consolidated Profit	Amount
	Parent Company								
1	Island Star Mall Developers Private Limited	99%	3,27,285.72	81%	12,042.92	9%	(2.92)	81%	12,040.00
	Subsidiaries								
2	Insight Mall Developers Private Limited	16%	52,738.47	-2%	(229.82)	1%	(0.32)	-2%	(230.14)
3	Sparkle One Mall Developers Private Limited	41%	1,37,147.66	-1%	(86.05)	43%	(14.46)	-1%	(100.51)
4	Alyssum Developers Private Limited	30%	98,218.18	-1%	(139.84)	47%	(15.85)	-1%	(155.69)
5	Intercompany Eliminations and Consolidation adjustments	-86%	(2,84,018.04)	22%	3,255.79	0%	-	22%	3,255.79
	Total	100%	3,31,371.99	100%	14,843.00	100%	(33.55)	100%	14,809.45



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Notes to Consolidated Financial Statements as at and for the year ended 31st March 2023

53 Net Debt Reconciliation

The Group includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, current investments and other bank balance (excluding Escrow balance held by bank as Security)

Particulars	Note no	As at	
		March 31, 2023	March 31, 2022
Borrowings - Non current & current	22 & 26	49,729.92	42,101.41
Add:- Interest accrued but not due	28	9.52	6.90
Add:- Bank Overdraft from bank	26	3,614.76	941.07
Less:- Cash and Cash Equivalents	15	(266.38)	(1,176.75)
Less:- Other Bank Balance (excluding Escrow balance held by bank as Security)	16	(13,241.01)	(13,071.23)
Net Debt		39,846.81	28,801.40

(₹ in Lakhs)

Particulars	Other Assets		Liabilities from Financing activities		Total
	Cash and Cash Equivalents	Other Bank Balance	Borrowings - Non current & current	Bank Overdraft from bank	
Net Debt as on 01st April 2021	(264.43)	(315.28)	32,558.98	584.45	32,567.90
Cash Flows	(912.32)	(12,755.95)	9,518.51	356.62	(3,793.14)
Processing fee amortisation	-	-	23.92	-	(23.92)
Interest expense	-	-	-	-	196.83
Interest paid	-	-	-	-	(170.19)
Net Debt as on 31st March 2022	(1,176.75)	(13,071.23)	42,101.41	941.07	28,801.40
Cash Flows	910.37	(169.78)	7,472.42	2,673.69	10,886.70
Processing fee amortisation	-	-	156.09	-	(141.04)
Interest expense	-	-	-	-	752.47
Interest paid	-	-	-	-	(608.80)
Net Debt as on 31st March 2023	(266.38)	(13,241.01)	49,729.92	3,614.76	39,846.81

54 Pursuant to a shareholders' agreement ("agreement") in 2017, holding company subscribed to Compulsorily convertible Preference Shares ("CCPS") Series B issued by the Group. Refer note 21.

As per Ind AS 32 'Financial Instruments: Presentation' such securities are required to be classified as a financial liability as the conversion option does not meet fixed for fixed criteria. However, the CCPS were classified as equity in accordance with Companies Act, 2013. Accordingly, CCPS were not been re-measured after initial recognition.

In the current year, the management reassessed the classification of CCPS and the same has now been accounted financial liability as per the requirements of Ind AS 32, Financial Instruments: Presentation. These securities are subsequently measured as per the principles of Ind AS 109, Financial Instruments.

The entire amount of ₹ 5,000.00 Lakhs invested by the Group was considered as an equity component as the liability amount on inception was considered immaterial. The liability component is subsequently measured as per the requirements of Ind AS 109 and a charge of ₹ 840.00 Lakhs has been taken in the current year financial statements which reflects the fair value of the liability as at 31st March 2023.

As per our Report of even date
For Price Waterhouse Chartered Accountants LLP

(Firm Registration No: 012754N/N500016)

Chartered Accountants


Nitin Khatri
Partner

Membership No. 110282



For and on behalf of the Board of Directors


Gajendra Singh Rathore
Managing Director
DIN No. 07623957


Varun Parwal
Director
DIN No. 07586435


Girish Sharma
Chief Financial Officer

Deepa Laungani
Company Secretary
Membership No. A25530

Place : Mumbai
Date : 18th August 2023