

ANNUAL REPORT

OF

**OFFBEAT DEVELOPERS PRIVATE
LIMITED**

2024-2025





Offbeat Developers

NOTICE

NOTICE is hereby given that 25th Annual General Meeting of the members of Offbeat Developers Private Limited ("the Company") will be held on Wednesday, September 03, 2025 at 02.15 p.m. (IST) 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 Financial Statements of the Company for the Financial Year ended March 31, 2025, 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 Financial Statements of the Company for the Financial Year ended March 31, 2025 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 appoint a Director in place of Mr. Lalit Jain (DIN: 08715049), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT Mr. Lalit Jain (DIN: 08715049), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

3. Appointment of Mr. Vikas Shetty (DIN: 10703461), nominated by The Phoenix Mills Limited, as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of 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), 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. Vikas Shetty (DIN: 10703461), nominated by The Phoenix Mills Limited, who was appointed as an Additional Director of the Company with effect from October 18, 2024 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

Offbeat Developers Pvt. Ltd.

Registered Office : C/o. Market City Resources Pvt. Ltd., Shree Laxmi Woollen Mills Estate, R. R. Hosiery Building, Gr. Floor, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011. Tel - +91 - 22 - 3001 6600 Fax - +91 - 22 - 3001 6601

E-mail: corpaffairs@phoenixmills.com Web: www.phoenixmarketcitymumbai.in CIN No: U55200MH2000PTC124192

Site Office : Phoenix Marketcity, L.B.S. Marg, Kurla (West), Mumbai - 400 070. Tel - +91 - 22 - 6180 1000



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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."

RESOLVED FURTHER THAT the copies of foregoing resolutions, certified to be true by any Director of the Company, may be furnished to any person(s) and/or entities as may be required."

4. Approval for appointment of Mr. Khorezad Dordi (DIN: 11154083) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Khorezad Dordi (DIN: 11154083), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from June 24, 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who is qualified for being appointed as an Independent Director 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, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from June 24, 2025 to June 23, 2030 (both days inclusive);

RESOLVED FURTHER THAT Mr. Khorezad Dordi shall be eligible to the sitting fees amounting to Rs. 20,000 per Board meeting;

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

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documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT the copies of foregoing resolutions, certified to be true by any Director of the Company, may be furnished to any person(s) and/or entities as may be required."

By order of the Board of Directors
For Offbeat Developers Private Limited



Lalit Jain
Director
DIN: 08715049

Place : Mumbai
Date : July 16, 2025

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NOTES

1. The 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 No. 09/2024 dated September 19, 2024, 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 25th AGM of the Company is being held through VC/OAVM on Wednesday, September 03, 2025 at 02.15 P.M. (IST).
2. 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.
3. Since this 25th AGM is being held through VC/OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the 25th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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.
5. In accordance with the revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of revised Secretarial Standards 2 dated 01st April, 2024 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.
6. 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.
7. The information required to be provided under the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed (item 2, 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.

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9. M/s. B S R & Co. LLP, Chartered Accountants (Firm Regn. No. 101248W/W-100022), were appointed as Statutory Auditors of the Company at the Annual General Meeting held on November 30, 2021 for a period of 5 consecutive years from 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting of the Company to be held in the year 2026, in accordance with Section 139 of the Companies Act, 2013.
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 R.R. Hosiery Building, Ground Floor, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai – 400 011.

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

Item No. 3

In terms of Clause 5.2 of the Joint Venture Agreement dated June 1, 2021, entered into by and between the Company, The Phoenix Mills Limited ("PML") and Reco Zinnia Private Limited ("RZPL"), PML is entitled to nominate four directors on the Board of the Company.

Accordingly, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Vikas Shetty (DIN: 10703461) as an Additional Director of the Company, categorized as a Non-Executive Director on the Board of the Company, liable to retire by rotation on October 18, 2024.

As per Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vikas Shetty (DIN: 10703461) being Additional Director, shall 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 notice from The Phoenix Mills Limited, a shareholder, under Section 160 of the Companies Act, 2013 ("the Act") stating its intention to propose Mr. Vikas Shetty (DIN: 10703461) as Director of the Company.

Mr. Vikas Shetty (DIN: 10703461) has provided his consent to be appointed as a Director of the Company and a declaration stating that he is not disqualified to be appointed as Director in terms of Section 164(2) of the Act.

A brief profile of Mr. Vikas Shetty (DIN: 10703461) is mentioned as follows:

Mr. Vikas Shetty has over 13 years of experience in areas of Business Operations and Management. He holds a position of Vice President Leasing and Retail Director at the Phoenix Group.

Further details relating to Mr. Vikas Shetty (DIN: 10703461) 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 an Ordinary Resolution by the Company to Mr. Vikas Shetty (DIN: 10703461) on the Board of the Company.

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The Board recommends the resolution as set out at Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

Save and except, Mr. Vikas Shetty (DIN: 10703461) and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel (KMP) of the Company and his relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

Item No. 4

As per Section 149 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the following class or classes of companies shall have atleast two Independent directors:

- the Public Companies having paid up share capital of ten crore rupees or more; or
- the Public Companies having turnover of one hundred crore rupees or more; or
- the Public Companies which have, in aggregate, outstanding loans, debentures and deposits, exceeding fifty crore rupees.

Pursuant to the resignation of Mr. Swapnil Kothari, it was proposed to appoint Mr. Khorezad Dordi (DIN: 11154083) as an Additional Director in the category of a Non- Executive Independent Director on the Board of the Company.

Accordingly, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee vide Circular Resolution dated June 24, 2025 and approved on June 24, 2024 had appointed Mr. Khorezad Dordi (DIN: 11154083) as an Additional Director of the Company, in the category of a Non- Executive Independent Director on the Board of the Company, not liable to retire by rotation, for a for a term of 5 (five) consecutive years commencing from June 24, 2025 and ending on June 23, 2030.

As per Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, Mr. Khorezad Dordi (DIN: 11154083) being Additional Director, shall 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 Act stating its intention to propose Mr. Khorezad Dordi (DIN: 11154083) as an Independent Director of the Company.

Mr. Khorezad Dordi (DIN: 11154083) has provided his consent to be appointed as an Independent Director of the Company, a declaration stating that he is not disqualified to be appointed as Director in terms of Section 164(2) of the Companies Act, 2013 ("Act") and a declaration of Independence in accordance with Section 149(6) of the Act .

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A brief profile of Mr. Khorezad Dordi (DIN: 11154083) is mentioned as follows:

Mr. Khorezad Dordi is a Private Investor (Angel Investor) and Advisor. He has completed his Master in Business Administration (MBA) Finance and Bachelor of Science from Rochester Institute of Technology, NY USA.

He has a rich experience in Equity/Debt appraisal and syndications, project finance, advisory, risk portfolio management, corporate finance analyst, venture capital and capital markets. In the past, he has also worked with IDFC First Bank as Senior Director, Xerox Corp and Continental Insurance as Analyst.

Further details relating to Mr. Khorezad Dordi (DIN: 11154083) 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 Mr. Khorezad Dordi (DIN: 11154083) 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, Mr. Khorezad Dordi (DIN: 11154083) and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel (KMP) of the Company and his relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

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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 of Director
Name	Mr. Lalit Jain	Mr. Vikas Shetty	Mr. Khorezad Dordi
DIN	08715049	10703461	11154083
Age	42 years	42 years	55 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	30/06/2021	18/10/2024	24/06/2025
Qualifications	Chartered Accountant	Post Graduate Diploma in Business Administration, Operations Management	Angel Investor, Master in Business Administration (MBA) Finance and Bachelor of Science
Experience and Expertise	Mr. Lalit Jain brings on board a rich and varied experience of more than 16 years in Financial Accounting, Corporate Finance, Direct & Indirect Taxation, Financial Analysis etc. He has worked with companies like Mirae Asset Global Investments (India) Pvt Ltd, Mahima Real Estate Private Limited, Besant Group, XRBIA Developers Limited, etc.	Mr. Vikas Shetty has over 14 years of experience in areas of Business Operations and Management. He holds a position of Vice President Leasing and Retail Director at the Phoenix Group.	Mr. Khorezad Dordi is a Private Investor (Angel Investor) and Advisor. He has completed his Master in Business Administration (MBA) Finance and Bachelor of Science from Rochester Institute of Technology, NY USA. He has a rich experience in Equity/Debt appraisal and syndications, project finance, advisory, risk portfolio management, corporate finance analyst, venture capital and capital markets. In the past, he has also worked with IDFC First Bank as Senior Director, Xerox Corp and Continental Insurance as Analyst.
Capacity	Non-Executive Director	Non-Executive Director	Non-Executive Independent Director
Details of Directorships held in other companies	<ul style="list-style-type: none"> • Upal Hotels Private Limited • Roomy Construction Company Private Limited 	<ul style="list-style-type: none"> • Insight Mall Developers Private Limited 	<ul style="list-style-type: none"> • Vamona Developers Private Limited • Graceworks Realty & Leisure Private Limited

	<ul style="list-style-type: none"> • Phlox Developers Private Limited • Destiny Retail Mall Developers Private Limited • Gangetic Developers Private Limited • Vamona Developers Private Limited • Graceworks Realty & Leisure Private Limited • Alliance Spaces Private Limited • Finesse Mall and Commercial Real Estate Private Limited 		
<p>Membership in the Committees of the Boards of companies</p>	<ul style="list-style-type: none"> • <u>Nomination & Remuneration Committee</u> <ul style="list-style-type: none"> - Vamona Developers Private Limited - Graceworks Realty & Leisure Private Limited • <u>Corporate Social Responsibility Committee</u> <ul style="list-style-type: none"> - Destiny Retail Mall Developers Private Limited 	-	<ul style="list-style-type: none"> • <u>Audit Committee</u> <ul style="list-style-type: none"> - Graceworks Realty & Leisure Private Limited - Vamona Developers Private Limited • <u>Nomination & Remuneration Committee</u> <ul style="list-style-type: none"> - Vamona Developers Private Limited - Graceworks Realty & Leisure Private Limited • <u>Corporate Social Responsibility Committee</u> <ul style="list-style-type: none"> - Vamona Developers Private Limited
<p>Chairman in the Committees of the Boards of companies</p>	<ul style="list-style-type: none"> • <u>Audit Committee</u> <ul style="list-style-type: none"> - Graceworks Realty & Leisure Private Limited - Vamona Developers Private Limited • <u>Corporate Social Responsibility Committee</u> <ul style="list-style-type: none"> - Vamona Developers Private Limited 	-	-

Number of shares held in the Company	NIL	NIL	NIL
Last drawn Remuneration	Not Applicable	Not Applicable	Not Applicable
Terms and Conditions of Appointment / Reappointment	Non-Executive Director, liable to retire by rotation	Non-Executive Director, liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation
Details of Remuneration sought to be paid	NA	NA	Sitting fees for attending Board Meetings.
Number of Board meetings attended during financial year 2024-25	7 out of 7	1 out of 2	NA
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	Not Related to any Director / Key Managerial Personnel of the Company
Summary of performance evaluation report	The Board evaluated performance of Mr. Lalit Jain and rated his satisfactory on all parameters and recommended his re-appointment.	NA	NA



Offbeat Developers

DIRECTORS' REPORT

To,
The Members,
Offbeat Developers Private Limited ('Company')

Your Directors present their Report on the business and operations of your Company along with the Audited Financial Statements of your Company for the year ended March 31, 2025.

Financial Highlights and State of Company's Affairs

(Amount in lakhs)

Particulars	FY 2024-25	FY 2023-24
<u>Income</u>		
Revenue from Operations	35,772.91	32,651.01
Other Income	741.68	809.11
Total Income	36,514.59	33,460.12
<u>Expenses</u>		
Employee Benefit Expenses	1,403.96	1,247.18
Finance Costs	4,080.28	4,663.81
Depreciation and Amortization Expenses	4,210.89	3,948.46
Other Expenses	11,030.67	9,858.50
Total Expenses	20,725.80	19,717.95
Profit/(Loss) before Tax	15,788.79	13,742.17
Tax expenses:		
Current Tax (Including Income tax expense of earlier year)	2,742.06	2,421.94
Deferred Tax	926.77	780.61
Profit for the year	12,119.95	10,539.62

OPERATIONS OF THE COMPANY

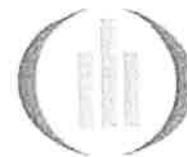
The Company continues to be engaged in the activities pertaining to its operation, management and leasing of Mall viz. Phoenix Market City located at Kurla, Mumbai and commercial offices at Art Guild House (AGH) and The Centrium, Kurla, Mumbai.

Phoenix Market City, Mumbai has a leasable area of ~1.14 million square feet (msft), The Centrium with ~0.12 million square feet (msft) and Art Guild House with ~0.63 million square feet (msft).

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During the financial year under review profit after tax is increased approximately to Rs. 12,119.95 lakhs from Rs. 10,539.62 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

The Directors have neither paid any Interim Dividend during the year 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, 2025, The Phoenix Mills Limited holds 67.10% of the total paid-up share capital of the Company and is the Holding Company of your Company.

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

SHARE CAPITAL

The Authorised Share Capital of your Company as on March 31, 2025 stood at Rs. 1,60,00,00,000/- (Rupees One Hundred and Sixty Crores Only) divided into 12,50,00,000 Equity Shares of Rs.10/- each and 3,50,00,000 Compulsorily Convertible Preference Shares of Rs. 10/- each.

As on March 31, 2025, the Company has an Issued, Subscribed and Paid up Share Capital of Rs. 1,16,98,24,930/- (Rupees One Hundred and Sixteen Crore Ninety Eight Lakhs Twenty Four Thousand Nine Hundred and Thirty Only) divided into 11,69,82,493 Equity Shares of Rs.10/- each.

FURTHER ISSUE OF CAPITAL

Your Company has not raised further capital during the year under review.

BOARD OF DIRECTORS

Composition:

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As on March 31, 2025, your Company's Board of Directors consisted of 5 (five) Directors out of which 1 (One) is an Executive Director and 4 (Five) are Non-Executive Directors, and their details are given hereunder:

Name of the Director	DIN	Executive / Non-Executive Director	Independent / Non-Independent Director
Anant Patil	10264825	Executive Director (Managing Director)	Non-Independent Director
Lalit Jain	08715049	Non-Executive Director	Non-Independent
Vikas Bhoja Shetty	10703461	Non-Executive Director	Non-Independent
Siddhesh Pradeep Pradhan	09506094	Non-Executive Director	Independent Director
Shweta Vyas	06996110	Non-Executive Woman Director	Independent Director

Particulars of Changes to the Board

The particulars of changes to the Board of your Company during the year under review and up to the date of this Report is as mentioned below:

- Appointment of Mr. Siddhesh Pradhan (DIN: 09506094), nominated by The Phoenix Mills Limited as an Additional Director of the Company w.e.f. July 15, 2024. The shareholders at their Annual General Meeting held on September 06, 2024, appointed Mr. Siddhesh Pradhan (DIN: 09506094) as a Director of the Company w.e.f. July 15, 2024.
- Appointment of Mr. Bhavesh Gada (DIN: 10600544), nominated by The Phoenix Mills Limited as an Additional Director of the Company w.e.f. July 15, 2024, subject to the approval of members at the ensuing Annual General Meeting. The shareholders at their Annual General Meeting held on September 06, 2024, appointed Mr. Bhavesh Gada (DIN: 10600544) as a Director of the Company w.e.f. July 15, 2024
- Resignation of Mr. Bhavesh Gada (DIN: 10600544) as Director of the Company w.e.f. October 16, 2024.
- Appointment of Mr. Vikas Shetty (DIN: 10703461), nominated by The Phoenix Mills Limited as an Additional Director on the Board of the Company w.e.f. October 18, 2024, subject to the approval of members at the ensuing Annual General Meeting.
- Resignation of Mr. Swapnil Kothari (DIN: 05235636) as an Independent Director of the Company w.e.f. March 26, 2025.

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- Appointment of Mr. Khorezad Dordi as an Additional Director categorized as Non-Executive Independent Director on the Board of the Company for a term of 5 (five) consecutive years commencing from June 24, 2025 and ending on June 23, 2030, subject to the approval of members at the ensuing Annual General Meeting.

Director liable to retire by Rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Lalit Jain (DIN: 08715049), retires by rotation and being eligible, offers himself for re-appointment at the ensuing AGM.

The Board of Directors at its meeting held on July 16, 2025, has recommended his appointment at the forthcoming AGM. Brief particulars and expertise of directors seeking appointment/re-appointment together with their other directorships and committee memberships are given in the annexure to the Notice of the AGM in accordance with the requirements of the Secretarial Standards.

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to Section 149(7) of the Companies Act, 2013, the Independent Directors have provided a declaration to the Board of Directors that they meet the criteria of Independence as prescribed in the Companies Act, 2013, and are not aware of any situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as an Independent Director with an objective independent judgement and without any external influence.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

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). Ms. Shweta Vyas, of the Company is exempt from the requirement to undertake online proficiency self-assessment test. Mr. Khorezad Dordi will undertake online proficiency self-assessment test within the prescribed timelines as set under Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Based on the confirmation / disclosures received from Ms. Shweta Vyas, Non-Executive Director, she remains Independent as on March 31, 2025:

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

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BOARD MEETINGS AND ANNUAL GENERAL MEETING

Your Board of Directors met seven 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 (AGM) of the Company was held on September 06, 2024.

During the year, the Company did not hold any Extra Ordinary General Meeting.

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

Name of the Director(s)	Number of Meetings which directors was entitled to attend during the year	No. of Board Meetings attended
Mr. Lalit Jain	7	7
Ms. Shweta Vyas	7	6
Mr. Vikas Shetty	2	1
Mr. Siddhesh Pradhan*	5	5
Mr. Anant Patil	7	6
Mr. Bhavesh Gada**	2	1
Mr. Swapnil Kothari***	7	7

*Appointed on July 15, 2024

** Resigned on October 16, 2024.

*** Resigned on March 26, 2025

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 March 18, 2025 to review the performance of Non-Independent Directors and the Board as whole. The Independent Directors also assessed the quality, quantity and timeliness of the 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

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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, 2025 are as below:

Sr. No.	Name of KMP	Designation
1.	Mr. Anant Patil	Managing Director
2.	Mr. Anand Charatkar* ¹	Chief Financial Officer
3.	Ms. Revati Nair* ²	Company Secretary

*¹ Mr. Anand Charatkar, appointed as a Chief Financial Officer of the Company w.e.f January 21, 2025;

*² Ms. Revati Nair, resigned as Company Secretary of the Company w.e.f May 05, 2025.

PARTICULARS OF CHANGES TO THE KMP's

Particulars of changes in the KMP's of your Company during the year under review and up to the date of this report is as mentioned below:

- Ms. Ruchika Jain, resigned as Chief Financial Officer of your Company with effect from October 16, 2024.
- Mr. Anand Charatkar, appointed as Chief Financial Officer of your Company with effect from January 21, 2025.
- Ms. Revati Nair, resigned as a Company Secretary of your Company with effect from May 05, 2025.

COMMITTEES OF THE BOARD

Audit Committee

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As on March 31, 2024, the Audit Committee comprised of Mr. Lalit Jain as a Chairman, Ms. Shweta Vyas and Mr. Swapnil Kothari as Members. Mr. Swapnil Kothari resigned as a Director of the Company w.e.f. March 26, 2025 and consequently ceased to be Member of the Audit Committee. As on March 31, 2025, the Audit Committee comprised the following members:

Name of the Director	Designation
Mr. Lalit Jain	Chairman
Ms. Shweta Vyas	Member

Subsequent to the end of the financial year, Mr. Khorezad Dordi has been appointed as a Non-Executive Independent Director on the Board of the Company w.e.f. June 24, 2025 and consequently, he was also appointed a member of the Audit Committee w.e.f. June 24, 2025.

As on date of this Report, the Audit Committee comprises the following members:

Name of the Director	Designation
Mr. Lalit Jain	Chairman
Ms. Shweta Vyas	Member
Mr. Khorezad Dordi	Member

The Committee met seven times during the year under review, for which due notices and notes to the 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:

As on March 31, 2024, the Nomination and Remuneration Committee comprised of Mr. Swapnil Kothari as a Chairman, Ms. Shweta Vyas and Mr. Lalit Jain as Members. Mr. Swapnil Kothari resigned as a Director of the Company w.e.f. March 26, 2025 and consequently ceased to be Chairman and Member of the Nomination and Remuneration Committee. As on March 31, 2025, the Nomination and Remuneration Committee comprised the following members:

Name of the Director	Designation
Ms. Shweta Vyas	Chairman
Mr. Lalit Jain	Member

Subsequent to the end of the financial year, Mr. Khorezad Dordi has been appointed as a Non-Executive Independent Director on the Board of the Company w.e.f. June 24, 2025 and consequently, he was also appointed a member of the Nomination and Remuneration Committee w.e.f. June 24, 2025.

Offbeat Developers Pvt. Ltd.

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As on date of this Report, the Nomination and Remuneration Committee comprises the following members:

Name of the Director	Designation
Ms. Shweta Vyas	Chairman
Mr. Lalit Jain	Member
Mr. Khorezad Dordi	Member

The Committee met five time 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.

Your Company also has in place a Nomination and Remuneration Policy, in accordance with the provisions of the Companies Act, 2013. The Nomination and Remuneration Policy can be accessed at the Company's website at the weblink: www.phoenixmarketcity.com/mumbai.

CORPORATE SOCIAL RESPONSIBILITY

As on March 31, 2024, the Corporate Social Responsibility Committee comprised of Mr. Lalit Jain as a Chairman, Ms. Shweta Vyas and Mr. Swapnil Kothari as Members. Mr. Swapnil Kothari resigned as a Director of the Company w.e.f. March 26, 2025 and consequently ceased to be Member of the Corporate Social Responsibility Committee. As on March 31, 2025, the Corporate Social Responsibility Committee comprised of the following members:

Name of the Director	Designation
Mr. Lalit Jain	Chairman
Ms. Shweta Vyas	Member
Mr. Swapnil Kothari	Member

The Committee met four time during the year under review, for which due notice and notes to agenda were provided to the Members in accordance with the Secretarial Standard on Meetings of the Board.

Your Company also has in place a CSR Policy, in accordance with the provisions of the Companies Act, 2013. The Annual Report on Corporate Social Responsibility for FY 2024-25 is annexed as Annexure I and forms part of this Report. The CSR Policy can be accessed at the Company's website at the weblink: www.phoenixmarketcity.com/mumbai.

Offbeat Developers Pvt. Ltd.

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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: www.phoenixmarketcity.com/mumbai.

VIGIL MECHANISM

In terms of Section 177(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.

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

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, 2025, 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, 2025 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

Offbeat Developers Pvt. Ltd.

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- (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, 2025.

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

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. B S R & Co. LLP, Chartered Accountants (Firm Regn. No. 101248W/W-100022) were appointed as Statutory Auditors of the Company to hold office for a period of five years, from 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting of the Company to be held in the year 2026, in accordance with Section 139 of the Companies Act, 2013.

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

Report of Statutory Auditor

The report of the Statutory Auditor on the Financial Statements of the Company for the financial year 2024-25 is unmodified i.e. it does not contain any qualification(s), reservation(s) or adverse remark(s) and forms part of this Annual Report.

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.

Offbeat Developers Pvt. Ltd.

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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. VKMG & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the Financial Year 2024-25. Secretarial Audit Report issued by M/s. VKMG & Associates, Practicing Company Secretaries, in Form MR-3 for the Financial Year 2024-25 is appended as **Annexure II** 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. PricewaterhouseCoopers Services LLP were appointed as the Internal Auditors' of your Company for FY 2024-25 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 III** and forms part of this report. The Policy can be accessed at the Company's website at the weblink: www.phoenixmarketcity.com/mumbai.

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

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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:

(Amount. In Lakhs)

Particulars	2024-2025	2023-2024
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	34,367	8,35,250

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:

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(Amount in Lakhs.)

Particulars	Outstanding as on March 31, 2025	Maximum outstanding during FY 2024-25
The Phoenix Mills Limited	NIL	NIL

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, 2025 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 2024-25 were on an arm's length basis and in the ordinary course of business.

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.

Details of transactions, contracts and arrangements entered into with related parties by the Company, during FY 2024-25, are also given in the Financial Statements for the year ended March 31, 2025 and the same forms part of this Report.

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.

Offbeat Developers Pvt. Ltd.

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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.

Following are the details of complaints in relation to sexual harassment at work place:

Sr. No.	Particulars	No. of Complaints
1	number of complaints of sexual harassment received in the year	0
2	number of complaints disposed off during the year	0
3	number of cases pending for more than ninety days	0

MATERNITY BENEFIT

Your Company is in compliance with all the applicable provisions of the Maternity Benefit Act, 1961 (as amended from time to time), including but not limited to the provisions of paid maternity leave, maternity benefits, nursing breaks and related entitlements as prescribed under the law.

Further, your Company is fully committed to supporting the health and well-being of women employees during and after pregnancy, in accordance with statutory requirements.

DEMATERIALISATION OF SHARES

The shares of your Company are in dematerialized mode with National Securities Depository Limited and Central Depository Services (India) Limited. The International Securities Identification Number (ISIN) allotted to the Company is INE943H01018. As on March 31, 2025, 100% per cent of the total paid-up share capital of the Company is held in dematerialized form.

GENERAL DISCLOSURES:

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

Offbeat Developers Pvt. Ltd.

Registered Office : C/o. Market City Resources Pvt. Ltd., Shree Laxmi Woollen Mills Estate, R. R. Hosiery Building, Gr. Floor, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011. Tel - +91 - 22 - 3001 6600 Fax - +91 - 22 - 3001 6601
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- 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.
- 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.
- There was no issue of equity shares with differential rights as to dividend, voting or otherwise.
- 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).
- 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.

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 Offbeat Developers Private Limited

Anant Pati
Managing Director
DIN: 10264825

Lalit Jain
Director
DIN: 08715049



Date: July 16, 2025
Place: Mumbai

Offbeat Developers Pvt. Ltd.

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ANNEXURE I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

(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 as on March 31, 2025:

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. Lalit Jain	Chairman/Non- Independent Non-Executive Director	4	4
2	Ms. Shweta Vyas	Member/Independent Woman Director	4	4

Note: Mr. Swapnil Kothari, Independent Director and member of Corporate Social Responsibility Committee resigned w.e.f. March 26, 2025. During the year, he attended 4 meetings of the CSR Committee

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/mumbai>

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 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable – Not Applicable

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- 5.
- (a) Average net profit of the company as per section 135(5) – Rs. 91,43,62,708/-
 - (b) Two percent of average net profit of the company as per section 135(5) – Rs. 1,82,87,254/-
 - (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 (7a+7b-7c) – Rs. 1,82,87,254/-
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 1,00,00,000/-
- (b) Amount spent in Administrative Overheads: Nil
 - (c) Amount spent on Impact Assessment, if applicable: Nil
 - (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 1,00,00,000/-
 - (f) 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) of the Act		
	Amount (Rs.)	Date of transfer	Name of the Fund	Amount	Date of transfer
1,00,00,000	82,87,254	April 25, 2025	N.A	NIL	N.A

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

Sl. No.	Particulars	Amount (In Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	
(ii)	Total amount spent for the Financial Year	

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(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

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

Sr. No	Preceding Financial Year.	Amount transferred to Unspent CSR Account under subsection (6) of section 135 of the Act (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 of the Act	Amount spent in the Financial Year (in Rs.).	Amount transferred to a fund as specified under Schedule VII as per proviso to subsection (5) of section 135 of the Act, if any		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs.).	Date of transfer		
1.	2023-24	86,36,836	NIL	86,36,836 *	NIL	N.A	N.A	N.A
2.	2022-23	29,99,871	NIL	29,99,871 #	NIL	N.A	N.A	N.A
3.	2021-22	NIL	NIL	NIL	NIL	N.A	N.A	N.A

*This amount pertains to the unspent CSR amount for FY 2023-24 which was spent in the Financial year 2024-25.

#This amount pertains to the unspent CSR amount for FY 2022-23 which was spent in the Financial year 2023-24.

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

<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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:

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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 Company/ Authority/beneficiary of the registered owner		
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 Offbeat Developers Private Limited

Lalit Jain
Director and Chairman of CSR Committee
DIN: 08715049

Anant Patil
Managing Director
DIN: 10264825



Date: July 16, 2025
Place: Mumbai

Offbeat Developers Pvt. Ltd.

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**VKMG**

& Associates LLP
Company Secretaries

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,
The Members,
OFFBEAT DEVELOPERS PRIVATE LIMITED
C/o Market city Resources Pvt Ltd,
R R Hosiery Bldg Gr Floor,
Laxmi Woollen Mills Estate,
Mahalaxmi, Mumbai - 400011.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OFFBEAT DEVELOPERS PRIVATE LIMITED** (hereinafter called the "Company") during the financial year ended 31st March 2025. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances/ board process and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit we hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 (Audit Period) 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2025 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the "Act") and the rules made there under, as may be applicable;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; Overseas Direct Investment and External Commercial Borrowings as applicable to the Company.

Provisions of the following Regulations and Guidelines prescribed are **not applicable** to the Company, since the company is not listed on any of the Stock Exchange(s) in India, for the financial year ended March 31, 2025 under report:



- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (ii) 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 (Listing Obligations and Disclosures Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (f) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (g) 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;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

The Management has identified the compliances of all the major laws/ statutes/ rules/ regulations applicable to the Company, the list of which has been provided by the Company. Some of the key laws applicable to the Company are listed below:

- (i) Development Control Regulation for Mumbai Metropolitan Region, 1999;
- (ii) Development Control and Promotion Regulations
- (iii) Contract Labour Regulation & Abolition Act and Rules made thereunder (Central and Maharashtra Rules); and
- (iv) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder;

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

- i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Company, being a Private Limited company, has not entered into any Listing Agreement and hence the same is not commented upon.

During the period under review, the Company has complied with the provisions of the



Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that examination / audit of financial laws such as direct and indirect tax laws has not been carried out by us as a part of this Secretarial Audit.

We further report that the Board of Directors of the Company is duly constituted, with proper balance of Executive and Non – Executive Directors and Independent Directors. 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 and Committee meetings and the agenda and detailed notes on agenda were sent at least seven days in advance, except for the meeting where directors confirm to receive the agenda and detailed notes on agenda at shorter notice 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 were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report 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 the Company has not undertaken any event/ action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

Place: Mumbai
Date: 16-07-2025

For VKMG & Associates LLP
Company Secretaries
FRN:L2019MH005300

Anish Gupta
Partner

FCS: 5733, CP No. 4092

PRN: 5424/2024

UDIN:F005733G000789714



Note: This report is to be read with our letter of even date which is annexed as "Annexure A" herewith and forms an integral part of this report.

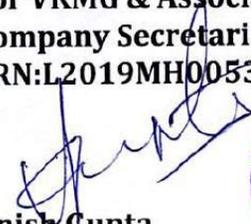
"Annexure A"

To,
The Members,
OFFBEAT DEVELOPERS PRIVATE LIMITED
C/o Marketcity Resources Pvt Ltd,
R R Hosiery Bldg Gr Floor, Laxmi Woollen Mills Estate,
Mahalaxmi, Mumbai- 400011.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures and systems on test basis.
6. 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 VKMG & Associates LLP
Company Secretaries
FRN:L2019MH005300


Anish Gupta
Partner

FCS: 5733, CP No. 4092

PRN: 5424/2024

UDIN: F005733G000789714



Place: Mumbai
Date: 16-07-2025



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Annexure III

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

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- sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity.

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 Offbeat 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.

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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 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

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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 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

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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.

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

Offbeat Developers Pvt. Ltd

Registered Office: C/o. Market City Resources Pvt. Ltd., Shree Laxmi Wollen Mills Estate, R R Hsiery Building, Gr. Floor, Opp. Shakti Mills, Off Dr. E Moses Road, Mahalaxmi, Mumbai - 400 011. Tel - +91 - 22 - 3001 6600 Fax - +91 - 22 - 3001 6601
E-mail: corpaffairs@phoenixmills.com Web: www.phoenixmarketcitymumbai.in CINNo: U55200MH2000PTC124192
Site Office: Phoenix Marketcity, LBS. Marg, Kurla (West), Mumbai - 400 070. Tel - +91 - 22 - 6180 1000



Offbeat Developers

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 February 6, 2020.

Offbeat Developers Pvt. Ltd.

Registered Office: C/o. Market City Resources Pvt. Ltd., Shree Laxmi Wollen Mills Estate, R. R. Hsiery Building, Gr. Floor, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011. Tel - +91 - 22 - 3001 6600 Fax - +91 - 22 - 3001 6601

E-mail: corpaffairs@phoenixmills.com Web: www.phoenixmarketcitymumbai.in CINNo: U55200MH2000PTC124192

Site Office: Phoenix Marketcity, LBS. Marg, Kurla (West), Mumbai - 400 070. Tel - +91 - 22 - 6180 1000

Independent Auditor's Report

To the Members of Offbeat Developers Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Offbeat Developers Private Limited (the "Company") which comprise the balance sheet as at 31 March 2025, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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 31 March 2025, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the 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 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 on the financial statements.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Registered Office:

Independent Auditor's Report (Continued)

Offbeat Developers Private Limited

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. 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.

Independent Auditor's Report (Continued)

Offbeat Developers Private Limited

- 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 balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 01 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 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 financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. 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, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its financial statements - Refer Note 44 to the financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d (i) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the Note 47(xi) to the 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 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 ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 47(xi) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), 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 Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The Company has neither declared nor paid any dividend during the year.
 - f. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

Independent Auditor's Report (Continued)

Offbeat Developers Private Limited

Additionally, where audit trail (edit log) facility was enabled and operated in the previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

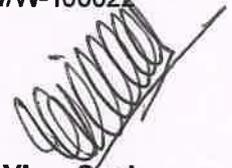
C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provision of Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022



Viren Soni

Partner

Place: Mumbai

Date: 21 April 2025

Membership No.: 117694

ICAI UDIN:25117694BMMJTK2008

Annexure A to the Independent Auditor's Report on the Financial Statements of Offbeat Developers Private Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a service company, primarily rendering service of development and leasing of commercial and retail space. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments and granted unsecured loans to companies. The Company has not provided any guarantee or security or advances in the nature of loans to companies, firms, limited liability partnership or any other parties during the year.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to any other entity as below:

Particulars	Loans (INR in Lakhs)
Aggregate amount during the year Others*	12,500
Balance outstanding as at balance sheet date Others*	Nil

Annexure A to the Independent Auditor's Report on the Financial Statements of Offbeat Developers Private Limited for the year ended 31 March 2025 (Continued)

**As per the Companies Act, 2013*

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of loans provided during the year are not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular except for the loan of Rs. 12,500 lakhs given to Astrea Real Estate Developers Private Limited which is repayable on demand. Thus, there has been no default on the part of the party to whom the money has been lent. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans to its related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

	Related Parties (INR in Lakhs)
Aggregate of loans in nature of loan - Repayable on demand (A) - Agreement does not specify any terms or period of Repayment (B)	12,500 Not Applicable
Total (A+B)	12,500
Percentage of loans in nature of loan to the total loans	100%

- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made and loans given by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

Annexure A to the Independent Auditor's Report on the Financial Statements of Offbeat Developers Private Limited for the year ended 31 March 2025 (Continued)

- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Services Tax, Provident Fund, Income-Tax or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Income-Tax or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Income-Tax, or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income Tax	17.74	PY 2017-18	Commissioner of Income Tax (Appeals)	None
Income Tax Act, 1961	Tax Deducted at source	195.83	FY 2017-18	Commissioner of Income Tax (Appeals)	None
Finance Act, 1994	Service Tax	2,598.88	July 2010 to June 2012	CESTAT	None
Maharashtra Value Added Tax Act, 2002	Value Added Tax	1,629.09	FY 2006-07, FY 2007-08, FY 2008-09, FY 2012-13	Joint Commissioner of State Taxes (Appeals)	None
Commissioner of CGST & Central	Service Tax	1,838.44	April 2007 to March 2011	CESTAT	None

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and

Annexure A to the Independent Auditor's Report on the Financial Statements of Offbeat Developers Private Limited for the year ended 31 March 2025 (Continued)

- borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
 - (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year and the term loans obtained in the previous periods were fully utilised in the respective periods. Accordingly, clause 3(ix)(c) of the Order is not applicable.
 - (d) According to the information and explanations given to us and on an overall examination of the 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) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix)(e) is not applicable.
 - (f) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix)(f) is not applicable.
 - (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
 - (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
 - (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
 - (xiii) In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 - (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
 - (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

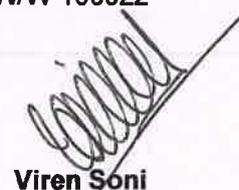
Annexure A to the Independent Auditor's Report on the Financial Statements of Offbeat Developers Private Limited for the year ended 31 March 2025 (Continued)

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanation provided to us, there is no core investment company within the Group (as per the provision of Core Investment Company (Reserve Bank) Directors 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, 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 the 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 our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) The Company has not transferred the amount remaining unspent in respect of ongoing projects, to a Special Account till the date of our report. However, the time period for such transfer i.e. thirty days from the end of the financial year as permitted under the sub-section (6) of Section 135 of the Act, has not elapsed till the date of our report.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022



Viren Soni

Partner

Place: Mumbai

Date: 21 April 2025

Membership No.: 117694

ICAI UDIN:25117694BMMJTK2008

B S R & Co. LLP

**Annexure A to the Independent Auditor's Report on the Financial Statements
of Offbeat Developers Private Limited for the year ended 31 March 2025
(Continued)**

Annexure B to the Independent Auditor's Report on the financial statements of Offbeat Developers Private Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Offbeat Developers Private Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements 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 issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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

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 and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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.

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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

Annexure B to the Independent Auditor's Report on the financial statements of Offbeat Developers Private Limited for the year ended 31 March 2025 (Continued)

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include 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.

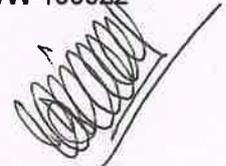
Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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 controls 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.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022



Viren Soni

Partner

Place: Mumbai

Date: 21 April 2025

Membership No.: 117694

ICAI UDIN:25117694BMMJTK2008

Offbeat Developers Private Limited
Balance Sheet as at 31st March 2025

(Amount in INR Lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	5	8,776.32	9,673.02
Investment property	6	1,24,099.85	1,26,032.00
Investment property under construction (including Capital work in progress)	7	82.80	-
Intangible assets	8	0.05	1.04
Financial assets			
Investments	9	37,536.13	27,038.68
Other financial assets	10	2,188.35	2,194.99
Deferred tax asset (net)	11	4,762.67	5,677.59
Income tax assets (net)	12	1,015.14	1,424.91
Other non-current assets	13	781.69	798.60
Total non-current assets		1,79,243.01	1,72,840.83
Current Assets			
Financial assets			
Trade receivables	14	1,448.12	1,843.83
Cash and cash equivalents	15	5,666.18	5,921.43
Bank balances other than cash and cash equivalent	16	5,000.00	5,466.00
Other financial assets	10	341.39	454.73
Other current assets	13	275.91	290.28
Total current assets		12,731.60	13,976.27
Total assets		1,91,974.61	1,86,817.10
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	11,698.25	11,698.25
Other equity	18	1,19,631.06	1,07,545.98
Total equity		1,31,329.31	1,19,244.23
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	19	27,077.35	35,915.54
Other financial liabilities	23	4,801.51	3,726.58
Provisions	20	127.58	82.68
Other non-current liabilities	24	59.73	379.35
Total non-current liabilities		32,066.17	40,104.15
Current liabilities			
Financial liabilities			
Borrowings	21	8,968.23	8,111.46
Trade payables			
i) total outstanding dues of micro enterprises and small enterprises	22	666.30	387.32
ii) total outstanding dues of creditors other than micro enterprises and small enterprises	22	1,477.96	1,311.23
Other financial liabilities	23	8,919.07	9,142.34
Provisions	20	7,238.13	7,389.21
Other current liabilities	24	1,309.44	1,127.16
Total current liabilities		28,579.13	27,468.72
Total liabilities		60,645.30	67,572.87
Total equity and liabilities		1,91,974.61	1,86,817.10

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For B S R & Co. LLP

Chartered Accountants

(Firm Registration No. 101248W/W-100022)


 Viren Soni

Partner

Membership No. 117694

Place: Mumbai

Date: 21 April 2025

For and on behalf of the Board of Directors

Offbeat Developers Private Limited

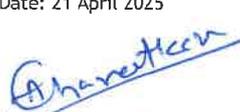
(CIN No. U55200MH2000PTC124192)


 Anant Patil
 Managing Director
 DIN No. 10264825

 Place: Mumbai
 Date: 21 April 2025

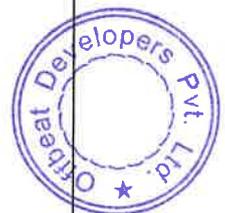

 Lalit Jain
 Director
 DIN No. 08715049

 Place: Mumbai
 Date: 21 April 2025


 Anand Gajanan Charatkar
 Chief Financial Officer
 PAN No. ADJPC5646A

 Place: Mumbai
 Date: 21 April 2025


 Revati Sivasankaran Nair
 Company Secretary
 Mem No. A64743

 Place: Mumbai
 Date: 21 April 2025


Offbeat Developers Private Limited

Statement of Profit and Loss for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	25	35,772.91	32,651.01
Other income	26	741.68	809.11
Total income		36,514.59	33,460.11
Expenses			
Employee benefits expense	27	1,403.96	1,247.18
Finance costs	28	4,080.28	4,663.81
Depreciation and amortization expense	29	4,210.89	3,948.46
Other expenses	30	11,030.67	9,858.50
Total expenses		20,725.80	19,717.94
Profit before tax		15,788.79	13,742.17
Tax expense			
Current tax	31	2,759.04	2,386.84
Income Tax Earlier Years	31	(16.98)	35.10
Deferred tax	31	926.77	780.61
Total tax expense		3,668.84	3,202.55
Profit for the year		12,119.95	10,539.62
Other comprehensive income			
a) Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit plans		(44.16)	1.61
Change in fair value of investments		(2.56)	7.92
Income Tax relating to the Item that will not be reclassified to Profit or loss		11.76	(2.07)
Other Comprehensive Income for the year, net of tax		(34.96)	7.46
Total comprehensive income for the year		12,085.00	10,547.08

Earnings per share (Face Value INR 10 each)

32

Basic earnings per share (INR)

10.36

10.34

Diluted earnings per share (INR)

10.36

10.34

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For B S R & Co. LLP

Chartered Accountants

(Firm Registration No: 101248W/W-100022)

For and on behalf of the Board of Directors

Offbeat Developers Private Limited

(CIN No. U55200MH2000PTC124192)

Viren Soni

Partner

Membership No. 117694

Anant Patil

Managing Director

DIN No. 10264825

Lalit Jain

Director

DIN No. 08715049

Place : Mumbai

Date: 21 April 2025

Place: Mumbai

Date: 21 April 2025

Place: Mumbai

Date: 21 April 2025



Anand Gajanan Charatkar

Chief Financial Officer

PAN No. ADJPC5646A

Revati Sivasankaran Nair

Company Secretary

Mem No. A64743

Place: Mumbai

Date: 21 April 2025

Place: Mumbai

Date: 21 April 2025

Offbeat Developers Private Limited
Statement of cash flows for the year ended 31 March, 2025

(Amount in INR Lakhs, unless otherwise stated)

Particular	Year ended 31 March, 2025	Year ended 31 March 2024
Cash flow from operating activities		
Profit before tax	15,788.79	13,742.17
Adjustments for:		
Depreciation and amortization expenses	4,210.89	3,948.46
(Gain)/Loss on Sale of Property, Plant and Equipment		
Assets discarded	5.35	50.60
Sundry balances written back	-	(92.92)
Balances in Trade Receivables/Advances written off	16.37	23.23
License Fees Equalisation	114.87	(80.18)
License Fees - Fair Value Adjustment	(553.10)	(487.32)
Provision for Doubtful Debts	62.96	(137.52)
Interest Expense for financial liabilities at amortised cost	3,545.42	4,663.81
Interest Income	(663.09)	(479.72)
Interest Expense on IndAS Adjustments	534.85	-
Share Based payments to employees	-	3.56
Sundry balances written off	13.58	-
Dividend Income	-	(0.04)
Provision for Property tax	1,295.44	1,315.55
Remeasurement Gain / (loss) of the net Defined Benefit Plans	-	1.61
Gain/(Loss) on equity instruments at fair value through other comprehensive income	-	7.92
Provision for Property tax		
Operating profit before working capital changes	24,372.33	22,479.22
Movement in working capital		
Decrease in Trade Receivable	342.62	630.98
Decrease/ (Increase) in Financial Asset	0.27	(1.25)
(Increase) in Other Assets	(10.59)	(334.17)
Increase in Trade Payables	445.70	356.38
Increase in Financial Liabilities	1,389.78	2,146.08
(Decrease)/Increase in Other Liabilities	(137.34)	21.99
(Decrease) in Provisions	(1,445.80)	(46.51)
Cash generated from operations	24,956.97	25,252.71
Less: Income taxes paid (Net)	(2,332.30)	(2,009.49)
Net cash inflows used in operating activities (A)	22,624.67	23,243.22
Cash flow from investing activities		
Payment for property, plant and equipment and intangible assets	(1,440.17)	(1,544.72)
Investment in Optionally Convertible Debentures of fellow subsidiary	(10,500.00)	-
Term Deposits Matured	67,505.89	8,615.00
Term Deposits placed	(67,075.89)	(14,065.00)
Interest Received on Term Deposits	694.07	358.24
Net cash (used in) investing activities (B)	(10,816.10)	(6,636.44)
Cash flow from financing activities		
Long Term Borrowings repaid	(7,604.98)	(6,557.71)
Interest paid on borrowings	(3,992.80)	(4,553.73)
Net cash (used in) financing activities (C)	(11,597.78)	(11,111.44)
Net increase in cash and cash equivalents (A+B+C)	210.80	5,495.34
Cash and cash equivalents at the beginning of the year	5,331.82	(163.52)
Cash and cash equivalents at the end of the year	5,542.62	5,331.82
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise (Refer note 15)		
Balances with banks	966.18	1,101.43
Deposits with original maturity of less than 3 months	4,700.00	4,820.00
Cash on hand	-	-
Bank overdrafts	(123.56)	(589.61)
Total cash and cash equivalents at end of the year	5,542.62	5,331.82



Offbeat Developers Private Limited

Statement of cash flows for the year ended 31 March, 2025

(Amount in INR Lakhs, unless otherwise stated)

Change in Liability arising from financing activities	01 April 2024	Cash Flow	Non cash Changes	31 March 2025
Borrowings	44,026.98	(8,071.03)	89.60	36,045.57

	01 April 2023	Cash Flow	Non cash Changes	31 March 2024
Borrowings	50,665.34	(6,722.61)	84.26	44,026.98

The above cash flow from operating activities has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows" prescribed under the Companies Act (Indian Accounting Standard) Rules, 2015 under the Companies Act, 2013.

See accompanying notes to the financial statements
The accompanying notes are an integral part of the financial statements.

As per our report of even date
For B S R & Co. LLP
Chartered Accountants
(Firm Registration No: 101248W/W-100022)



Viren Soni
Partner
Membership No. 117694

Place: Mumbai
Date: 21 April 2025



For and on behalf of the Board of Directors
Offbeat Developers Private Limited
(CIN No. U55200MH2000PTC124192)



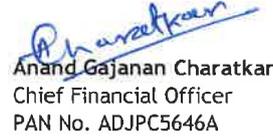
Anant Patil
Managing Director
DIN No. 10264825

Place: Mumbai
Date: 21 April 2025



Lalit Jain
Director
DIN No. 08715049

Place: Mumbai
Date: 21 April 2025



Anand Gajanan Charatkar
Chief Financial Officer
PAN No. ADJPC5646A

Place: Mumbai
Date: 21 April 2025



Revati Sivasankaran Nair
Company Secretary
Mem No. A64743

Place: Mumbai
Date: 21 April 2025

Offbeat Developers Private Limited

Statement of changes in equity for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

(A) Equity share capital						
For the year ended 31 March 2025						
	Amount					
Balance as at 01 April 2024	11,698.25					
Changes in equity share capital during the current year	-					
Balance as at 31 March 2025	11,698.25					
For the year ended 31 March 2024						
	Amount					
Balance as at 01 April 2023	11,698.25					
Changes in equity share capital during the current year	-					
Balance as at 31 March 2024	11,698.25					
(B) Other equity						
For the year ended 31 March 2025						
Particulars	Reserve and Surplus			Other Comprehensive Income		Total Equity
	Securities Premium	Retained Earnings	Equity contribution from Parent	Equity Instruments at FVOCI	Remeasurement of net defined benefit plans	
Balance as at 01 April 2024	82,344.33	25,003.78	153.13	22.44	22.29	1,07,545.97
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Balance as at 01 April 2024	82,344.33	25,003.78	153.13	22.44	22.29	1,07,545.97
Profit for the year	-	12,119.95	-	-	-	12,119.95
Parent Contribution	-	-	-	-	-	-
Change in the fair value of equity instruments through FVOCI	-	-	-	(2.47)	-	(2.47)
Remeasurements gain / (loss)	-	-	-	-	(32.40)	(32.40)
Balance as at 31 March 2025	82,344.33	37,123.74	153.13	19.97	(10.11)	1,19,631.06
For the year ended 31 March 2024						
Particulars	Reserve and Surplus			Other Comprehensive Income		Total
	Securities Premium	Retained Earnings	Equity contribution from Parent	Equity Instruments at FVOCI	Remeasurement of net defined benefit plans	
Balance as at 01 April 2023	82,344.33	14,464.16	149.57	16.24	21.03	96,995.33
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Balance as at 01 April 2023	82,344.33	14,464.16	149.57	16.24	21.03	96,995.33
Profit for the year	-	10,539.62	-	-	-	10,539.62
Parent Contribution	-	-	3.56	-	-	3.56
Change in the fair value of equity instruments through FVOCI	-	-	-	6.20	-	6.20
Remeasurements gain / (loss)	-	-	-	-	1.26	1.26
Balance as at 31 March 2024	82,344.33	25,003.78	153.13	22.44	22.29	1,07,545.97

The accompanying notes are an integral part of the financial statements.

As per our Report of even date
For B S R & Co. LLP
Chartered Accountants
(Firm Registration No: 101248W/W-100022)

Viren Sord
Partner
Membership No. 117694

Place: Mumbai
Date: 21 April 2025

For and on behalf of the Board of Directors
Offbeat Developers Private Limited
(CIN No. U55200MH2000PTC124192)

Anant Patil
Managing Director
DIN No. 10264825

Lalit Jain
Director
DIN No. 08715049

Place: Mumbai
Date: 21 April 2025

Place: Mumbai
Date: 21 April 2025

Anand Gajanan Charatkar
Chief Financial Officer
PAN No. ADJPC5646A

Revati Sivasankaran Nair
Company Secretary
Mem No. A64743

Place: Mumbai
Date: 21 April 2025

Place: Mumbai
Date: 21 April 2025



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 mainly engaged in the development and leasing of commercial and retail space. The principal place of business is located at Old Mukund Iron and Steel Company, LBS road, Opp. Naaz hotel, Kamani, Kurla (West) Mumbai 400 070 Maharashtra. For Company's principal shareholders, refer note no. 17.

These financial statements were approved and adopted by board of directors of the Company in their meeting dated April 21, 2025.

2 Basis of Preparation of Financial Statement:

The Financial Statements have been prepared in compliance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, read with section 133 of the Companies Act, 2013 (the Act) and other provisions of the Act, as amended.

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The Ministry of Corporate Affairs vide notification dated 9 September 2024 and 28 September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 1 April 2024:

- Insurance contracts - Ind AS 117; and
- Lease Liability in Sale and Leaseback - Amendments to Ind AS 116.

These amendments / new standard did not have any material impact on the amounts recognised in prior periods and are not expected to have significant impact on the financial statements.

3 Material accounting policies

(a) Functional and presentation of currency:

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

(b) Basis of measurement

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

- Certain financial assets and liabilities which are measured at fair value.
- Defined benefit plans - plan assets measured at fair value.
- Share Based Payments measured at fair value.

(c) Use of estimates .

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. 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 that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described in Notes No. 4. 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.

(d) Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial

(e) Property, plant and equipment

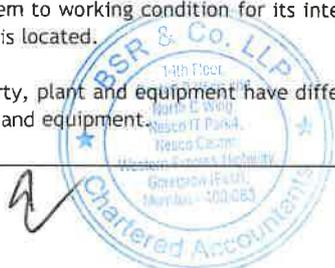
Property, plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

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.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.



Offbeat Developers Private Limited**Notes to the Financial Statements for the year ended 31 March 2025**

(Amount in INR Lakhs, unless otherwise stated)

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 life of assets

Particulars	Estimated useful life
Building	60 Years
Plant and Equipment	10-15 Years
Office Equipment	5 Years
Computers and Networking	3-6 Years
Furniture and Fixtures	5-10 Years
Vehicles	8 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.

(f) Investment properties*Recognition and measurement*

Freehold land is carried at historical cost.

Investment properties are held to earn rentals or for capital appreciation, or both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment properties are measured initially at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Subsequent to initial recognition, investment property is measured at cost

Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit and loss as incurred. Any gain or loss on disposal of investment property calculated as the difference between the net proceeds from disposal and the carrying amount of the item is recognized in Statement of Profit and Loss.

Depreciation

Depreciation on Investment Property has been provided as per Written down Value method as per the useful lives indicated in Part 'C' of

Capital work-in progress and capital advances.

Capital work-in progress comprises of the cost of investment property that are not yet ready for their intended use as at the balance sheet date. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as other non-current assets.

(g) Intangible assets:

Identifiable intangible assets are recognized 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 acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Amortization 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.

(h) 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.

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.

(i) Cash and cash equivalents:

Cash and cash equivalents includes cash on hand and at bank, 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.



(j) **Foreign Currency Translation**

The transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currency at the end of year are translated using the closing rate of exchange. 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 to be carried at fair value are recorded using exchange rate prevailing on the date of fair value measured. Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the statement of profit and loss account.

(k) **Financial Instruments:**

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 and investments

i) Initial recognition and measurement:

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

At initial recognition, the company measures a financial asset (other than financial asset at fair value through profit or loss) at its fair value plus or minus, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit & 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 recognition and measurement financial assets are classified in four categories:

•Debt instrument at amortized cost:

Assets that are held 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 finance income using the effective interest rate method.

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

Assets that are held 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 (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue which are recognized in the statement of profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

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

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the statement of profit & loss and presented net in the statement of profit & loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

•Equity instruments:

All equity instruments are initially measured at fair value. Any subsequent fair value gain /loss is recognised through profit or loss if such investments are held for trading purposes. The fair value gains or losses of all other equity securities are recognised in Other Comprehensive Income.

iii) Derecognition:

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

(l) Impairment of Financial assets:

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets carried at amortized cost;
- Financial asset measured at FVOCI debt instruments.

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.



• 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. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security deposit collected, etc. and expectations about future cash flows.

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.

Presentation of allowance for expected credit losses in the balance sheet:

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off:

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial Liabilities:

i) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly

ii) Subsequent measurement:

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

iii) Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial

(m) 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:

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

A liability is classified as current when:

(n) Equity share capital:

Ordinary shares are classified as equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from retained earnings, net of taxes.

(o) Revenue Recognition:

Revenue from license fees and sale of services:

Revenue from license fees is recognized in the Statement of Profit and Loss on straight line basis over the non-cancellable lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.



Offbeat Developers Private Limited
Notes to the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

Revenue from operating services (including service charges and revenue from parking) is recognized on satisfaction of performance

Interest income

Interest income from debt instrument 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 asset to the gross carrying amount of financial asset. When calculating effective interest rate, the company expects cash flows by considering all contractual terms of financial instrument but does not consider the expected credit losses.

Dividends

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

Contract Assets

A contract asset (Trade Receivable) 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.

Contract liability

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration from the

(p) Leases

At the inception of a contract, the Company assesses whether a contract is or contains, a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an asset the Company assesses whether:

-The contract involves the use of an identified asset - this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capability of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.

-The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

As a Lessee - Right of use Asset

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. At the commencement date, a lessee shall measure the right-of-use asset at cost which comprises initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

As a Lessee - Lease Liability

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

(q) Employees benefits:

(i) Short-term Employee benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

All employees' benefits payable wholly within 12 months 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.

(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, Labour Welfare Fund and Employee State Insurance Scheme. The Company's contribution to defined contribution plans are recognised in the statement of profit & loss in the period in which the employee renders the related services.

b. Defined benefit plan

(iii) Other long-term benefits

The Company has other long-term benefits in the form of leave benefits. The present value of the other long term employee benefits is

(iv) Share-based payments

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

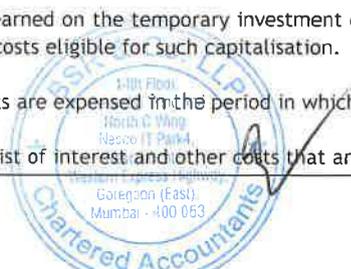
(r) Borrowing Cost:

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.

Investment 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.



Offbeat Developers Private Limited

Notes to the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

(q) Income Taxes:

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 subsequently 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, using the balance sheet approach, on temporary differences between the tax bases of assets and liabilities and

(r) 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

(s) 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

4 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. 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 Company based its

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) Depreciation and useful lives of Property, Plant and Equipment

Property, plant and equipment are depreciated 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 analyzed.

(d) Defined Benefit plans

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 and liabilities 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 the liability 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 and liabilities are reviewed regularly and adjusted to take

(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.

(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.



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

5	Property, plant and equipment	Gross Carrying Amount				Depreciation & Impairment				Net Carrying Amount	
		As at 1 April 2024	Additions	Disposals/ Transfer	As at 31 March 2025	As at 1 April 2024	Depreciation For the year	Disposals/ Transfer	As at 31 March 2025	As at 31 March 2025	As at 31 March 2024
	Buildings	4,310.45	-	-	4,310.45	704.34	68.11	-	772.45	3,538.00	3,606.10
	Plant and Machinery	15,211.12	352.96	8.54	15,555.54	10,886.83	790.52	3.73	11,673.62	3,881.92	4,324.29
	Vehicles	28.42	-	-	28.42	26.27	0.62	-	26.88	1.54	2.16
	Furniture & Fixtures	5,433.49	16.37	4.18	5,445.68	3,746.82	413.85	2.16	4,158.51	1,287.17	1,686.67
	Office Equipment	320.71	2.45	23.86	299.30	300.26	3.97	25.34	278.90	20.41	20.45
	Computer & Networking	150.29	32.12	-	182.41	116.94	18.18	-	135.12	47.29	33.35
	Total	25,454.48	403.90	36.58	25,821.80	15,781.46	1,295.24	31.23	17,045.48	8,776.32	9,673.02

6	Investment Property	Gross Carrying Amount				Depreciation & Impairment				Net Carrying Amount	
		As at 1 April 2023	Additions	Disposals/ Transfer	As at 31 March 2024	As at 1 April 2023	Depreciation For the year	Disposals/ Transfer	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023
	Buildings	4,310.45	270.01	128.83	4,310.45	636.24	68.11	96.35	704.34	3,606.10	3,674.21
	Plant and Machinery	15,069.99	42.63	14.21	15,211.12	10,202.71	781.22	13.50	10,886.83	4,324.29	4,867.28
	Vehicles	5,499.12	73.21	138.84	5,433.49	3,450.84	419.36	29.49	3,746.82	2,048.28	2,048.28
	Furniture & Fixtures	347.64	4.04	30.96	320.71	328.53	1.23	61.42	300.26	20.45	19.10
	Office Equipment	189.10	23.18	61.99	150.29	161.83	15.70	-	116.94	33.35	27.27
	Computer & Networking	25,458.92	370.44	374.83	25,454.48	14,819.50	1,286.03	323.97	15,781.46	9,673.02	10,639.42

6.01	Particulars	Gross Carrying Amount				Depreciation & Impairment				Net Carrying Amount	
		As at 1 April 2023	Additions	Disposals/ Transfer	As at 31 March 2024	As at 1 April 2023	Depreciation For the year	Disposals/ Transfer	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023
	Freehold Land	10,053.40	-	-	10,053.40	-	-	-	-	10,053.40	10,053.40
	Buildings	1,33,871.74	939.84	-	1,35,811.59	18,893.13	2,872.01	-	21,765.14	1,14,046.45	1,15,978.60
	Total	1,44,925.14	939.84	-	1,45,864.99	18,893.13	2,872.01	-	21,765.14	1,24,099.85	1,26,032.00

6.01	Particulars	Gross Carrying Amount				Depreciation & Impairment				Net Carrying Amount	
		As at 1 April 2023	Additions	Disposals/ Transfer	As at 31 March 2024	As at 1 April 2023	Depreciation For the year	Disposals/ Transfer	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023
	Freehold Land	10,053.40	-	-	10,053.40	-	-	-	-	10,053.40	10,053.40
	Buildings	1,33,672.78	1,198.96	-	1,34,871.74	16,252.18	2,662.10	-	18,893.13	1,15,978.60	1,17,420.60
	Total	1,43,726.18	1,198.96	-	1,44,925.14	16,252.18	2,662.10	-	18,893.13	1,26,032.00	1,27,474.00

Note a) - Buildings pledged against borrowings. (Refer Note no. 18 & 23)



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

7 Investment property under construction						
Particulars	As at 1 April 2024	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 December 2025
Investment Property	-	423.21	340.41	-	-	82.80
Particulars	As at 1 April 2024	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2024
Investment Property	57.64	349.66	407.30	-	-	-
7 (a) Ageing schedule as at 31 March 2025						
CWIP	Amount in Investment Property (CWIP) for a period of				Total	
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
Projects in progress	82.80	-	-	-	82.80	
Projects temporarily suspended	-	-	-	-	-	
Total	82.80	-	-	-	82.80	
7 (b) Ageing schedule as at 31 March 2024						
CWIP	Amount in Investment Property (CWIP) for a period of				Total	
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
Projects in progress						
Projects temporarily suspended	-	-	-	-	-	
Total	-	-	-	-	-	



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

8 Intangible assets											
Particulars	Gross Carrying Amount				Amortisation & Impairment				Net Carrying Amount		
	As at 1 April 2024	Additions	Disposals	As at 31 March 2025	As at 1 April 2024	Amortisation For the year	As at 31 March 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Software	57.64	-	-	57.64	56.60	1.00	57.59	0.05	1.04	0.05	1.04
Total	57.64	-	-	57.64	56.60	1.00	57.59	0.05	1.04	0.05	1.04
Particulars	Gross Carrying Amount				Amortisation & Impairment				Net Carrying Amount		
	As at 1 April 2023	Additions	Disposals	As at 31 March 2024	As at 1 April 2023	Amortisation For the year	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
Software	57.64	-	-	57.64	56.28	0.32	56.60	1.04	1.36	1.04	1.36
Total	57.64	-	-	57.64	56.28	0.32	56.60	1.04	1.36	1.04	1.36



Offbeat Developers Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

9 Financial Assets- Investments		31 March 2025	31 March 2024	31 March 2025	31 March 2024
		No. of Shares/Units		Amount	
9	NON-CURRENT INVESTMENT			37,536.13	27,038.68
A	INVESTMENT IN EQUITY, PREFERENCE & DEBENTURES MEASURED AT COST				
	UNQUOTED INVESTMENT				
A1	Investment in Debentures (i) Investment in Fellow Subsidiaries (Optionally Fully Convertible Debentures of INR 100/- each fully paid-up unless otherwise stated) 0.0001% Graceworks Realty & Leisure Private Limited*	2,69,25,000	2,69,25,000	26,925.00 26,925.00	26,925.00 26,925.00
A2	Investment in Debentures (i) Investment in Fellow Subsidiaries (Optionally Fully Convertible Debentures of INR 10/- each fully paid-up unless otherwise stated) 0.0001% Astrea Real Estate Developers Private Limited#	10,50,00,000	-	10,500.00	-
			A	37,425.00	26,925.00
B	INVESTMENTS IN EQUITY, PREFERENCE & DEBENTURES MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME				
	UNQUOTED INVESTMENTS				
B1	Investment in equity instruments (Equity Shares of face value of INR 10/- each fully paid-up, unless otherwise stated)				
	Renew Surya Kiran Private Limited	120	120	109.88	112.43
	The Saraswat Bank Co-Operative Bank Limited (Equity Shares of face value of INR 100/- each fully paid-up)	2,500	2,500	0.25	0.25
	The Cosmos Co-Operative Bank Limited	1,000	1,000	1.00	1.00
				111.13	113.68
			B	111.13	113.68

Particulars	31 March 2025	31 March 2024
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1. Aggregate Value of Quoted Investment		
Book Value	-	-
Market Value		
2. Aggregate Book Value of other Unquoted Investment	37,536.13	27,038.68

* Issuer Company of 0.0001% Optionally Convertible Debentures have an option to convert the debentures into equity share on or before 08 January, 2030. Each debenture is convertible into equity share of ₹ 10 each fully paid at a premium of ₹ 20,979 per share on the date of conversion. The issuer company has an option to redeem the debentures in one or more tranches at PAR.

Issuer Company of 0.0001% Optionally Convertible Debentures have an option to convert the debentures into equity share by issuance of written notice. Each debenture is convertible into equity share of ₹ 10 each fully paid at par on the date of conversion.

Category wise Non Current Investments	31 March 2025	31 March 2024
Financial Assets Measured at Cost	37,425.00	26,925.00
Financial Assets Measured at Fair value through Other Comprehensive Income	111.13	113.68
Total	37,536.13	27,038.68

10 Other financial assets	31 March 2025		31 March 2024	
	Non Current	Current	Non Current	Current
Accrued Interest				
1. On Fixed deposits with banks	-	89.28	-	130.12
2. On Optionally Fully Convertible Debentures From related parties	-	-	-	0.01
Deposit with others	1.00	-	1.26	-
Licence fees equalisation asset	121.70	252.11	164.08	324.60
Other Bank Balance *	2,065.65	-	2,029.65	-
	2,188.35	341.39	2,194.99	454.73

* Includes deposit of ₹ 2030 Lakhs (31st March 2024 ₹ 2000.00 Lakhs) earmarked toward maintaining of DSRA as per loan agreement with HSBC Bank.



Offbeat Developers Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

11	Deferred Tax Assets (Net)	31 March 2025	31 March 2024		
	Movement in Deferred Tax is as follows:				
	Opening Balance	5,677.59	6,460.25		
	Less/ (Add) : Tax charge / (credit) recognised in statement of profit and loss	(926.77)	(780.607)		
	Less/ (Add) : Tax charge / (credit) recognised in other comprehensive income	11.76	2.07		
	Closing Balance	4,762.67	5,677.59		
	Year ended 31 March 2025	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing Balance
	Deferred tax assets:				
	Disallowances under Income Tax Act, 1961	1,914.81	114.77	-	2,029.70
	Allowance for expected credit loss	156.29	(13.39)	-	142.90
	Minimum Alternate Tax Credit Entitlement	4,370.08	(1,150.97)	-	3,219.12
		6,441.18	(1,049.60)	-	5,391.71
	Deferred tax liabilities:				
	Lease Equilisation Asset	(127.05)	(29.86)	-	(97.19)
	Property, Plant and Equipments/ Investment Properties	(629.82)	(92.96)	-	(536.86)
	Income / Expenses recognised under OCI	(0.75)	-	11.12	10.37
	Tax on Gain/(Loss) on equity instruments at fair value	(5.99)	-	0.64	(5.35)
		(763.61)	(122.82)	11.76	(629.04)
	Deferred tax assets (Net)	5,677.59	(926.77)	11.76	4,762.67
	Year ended 31 March 2024	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing Balance
	Deferred tax assets:				
	Disallowances under Income Tax Act, 1961	1,579.27	335.54	-	1,914.81
	Allowance for expected credit loss	212.75	(56.46)	-	156.29
	Carryforward losses / unabsorbed depreciation	2,689.28	(2,689.28)	-	-
	Minimum Alternate Tax Credit Entitlement / (Reversed)	2,823.58	1,546.50	-	4,370.08
	Income / Expenses recognised under OCI	-	-	-	-
		7,304.88	(863.70)	-	6,441.19
	Deferred tax liabilities:				
	Lease Equilisation Asset	(126.02)	(1.03)	-	(127.05)
	Property, Plant and Equipments/ Investment Properties	(713.94)	84.12	-	(629.82)
	Tax on Remuneration gain/(loss) on the defined benefits plans	(0.40)	-	(0.35)	(0.75)
	Tax on Gain/(Loss) on equity instruments at fair value	(4.27)	-	(1.72)	(5.99)
		(844.63)	83.09	(2.07)	(763.61)
	Deferred tax assets (Net)	6,460.25	(780.61)	(2.07)	5,677.59



Offbeat Developers Private Limited					
Notes forming part of the Financial Statements for the year ended 31 March 2025					
(Amount in INR Lakhs, unless otherwise stated)					
Details of Tax Losses for the Financial Year ended / (Benefit of tax losses expiring on)					
Business Losses:		31 March 2025	31 March 2024		
March 31, 2016 (Expiring on March 31, 2024)		-	1,364.35		
March 31, 2018 (Expiring on March 31, 2026)		825.08	825.08		
Capital Losses :					
March 31, 2018 (Expiring on March 31, 2026)		139.64	139.64		
		964.72	2,329.07		
Deferred Tax Assets have not been recognized in respect of following items as it is not probable that future taxable profits will be available against which the said assets can be utilized:					
Business & Profession Head Losses		240.26	1,276.96		
Capital Gain Losses		40.66	36.31		
		280.93	1,313.27		
* (Deferred tax asset not recognised to the tune of ₹ 280.93 Lakhs (31st March 2024 ₹ 1,313.27 Lakhs) in respect of certain carry forward losses on cumulative basis.)					
12	Current tax assets	31 March 2025	31 March 2024		
Advance income tax (net of provisions)		1,015.14	1,424.91		
		1,015.14	1,424.91		
Movement in Provision:					
At beginning of the year		1,424.91	1,837.36		
Less: Charge for the year		2,759.04	2,386.84		
Less: Income tax expense for earlier year		(16.98)	35.10		
Add: Tax paid during the year (net of refund received)		(2,332.29)	(2,009.49)		
At the end of the year		1,015.14	1,424.91		
13	Other assets	31 March 2025		31 March 2024	
Particular		Non Current	Current	Non Current	Current
Deposits (Unsecured, Consider Good)					
Other Deposits		91.14	-	103.92	-
Advances Given					
Capital advances		39.37	-	64.86	-
Advance to Vendors		-	55.09	-	88.16
Advances to Others		-	6.82	-	-
Prepaid Expenses		22.47	208.62	0.85	196.74
Balance with Government authorities		628.71	5.38	628.96	5.38
Total other non-current assets		781.69	275.91	798.60	290.28



Offbeat Developers Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

14	Trade receivables	Current				
		31 March 2025	31 March 2024			
	(a) Considered Good - Unsecured	1,565.53	1,943.10			
	(b) Significant Increase in Credit Risk	215.85	334.27			
	(C) Credit Impaired	216.33	167.60			
		1,997.71	2,444.97			
	Less: - Provision for expected credit loss	(549.59)	(601.14)			
		1,448.12	1,843.83			
(Trade Receivable are hypothicated against borrowings. refer note 19)						
14.01	Ageing of Trade Receivables					
31 March 2025		Outstanding for following periods from due date of Receipts				
Particulars	Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	709.31	168.62	104.51	82.08	159.34	1,223.86
(ii) Undisputed Trade Receivables -which have significant increase in credit risk	-	16.00	96.35	76.82	26.67	215.85
(iii) Undisputed Trade Receivables - credit impaired	51.68	11.52	-	-	5.44	68.64
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	147.69	147.69
Unbilled trade receivable						341.67
Gross Trade Receivable						1,997.71
Less: Loss Allowance (Disputed + Undisputed)						(549.59)
Total						1,448.12
31 March 2024		Outstanding for following periods from due date of Receipts				
Particulars	Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,073.20	97.65	112.63	82.95	141.75	1,508.18
(ii) Undisputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	19.91	19.91
(iv) Disputed Trade Receivables-considered good	-	-	-	-	334.27	334.27
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	11.83	135.86	147.69
Unbilled trade receivable						631.78
Gross Trade Receivable						2,444.97
Less: Loss Allowance (Disputed + Undisputed)						(601.14)
Total						1,843.83
15	Cash and cash equivalents	31 March 2025	31 March 2024			
	Balances with banks:					
	in current accounts	966.18	1,101.42			
	In Dividend account	-	0.01			
	Deposits with original maturity of less than 3 months	4,700.00	4,820.00			
	Cash on hand	-	-			
		5,666.18	5,921.43			
16	Bank balances other than Cash and cash equivalents	31 March 2025	31 March 2024			
	Fixed deposits with original maturity not more than 12 months*	5,000.00	5,466.00			
		5,000.00	5,466.00			
* Includes fixed deposit of ₹ 35.64 Lakhs (31st March 2024 - ₹ 2000.00 Lakhs) given as security for Bank guarantee.						



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

17	Share capital				
17.01	Equity shares			31 March 2025	31 March 2024
	<u>Authorized</u>				
	12,50,00,000 (31st March 2024 - 12,50,00,000) Equity Shares of ₹ 10/- each			1,250.00	1,250.00
	3,50,00,000 (31st March 2024 - 3,50,00,000) - 0.001% Compulsorily Convertible Preference Shares of ₹ 10 each			350.00	350.00
				<u>1,600.00</u>	<u>1,600.00</u>
	<u>Issued, subscribed and paid up</u>				
	116,982,493 (31st March 2024 - 116,982,493) Equity Shares of ₹ 10/- each fully paid up			11,698.25	11,698.25
	Total			<u>11,698.25</u>	<u>11,698.25</u>
(i)	Reconciliation of equity shares outstanding at the beginning and at the end of the year			31 March 2025	31 March 2024
	<u>Equity Shares</u>				
	Outstanding at the beginning of the year			Number of shares	Amount
	Add: Issued Reco Zinnia Private Limited			11,69,82,493	11,698.25
	Outstanding at the end of the year			Number of shares	Amount
				11,69,82,493	11,698.25
(ii)	Rights, preferences and restrictions attached to shares including restrictions on the distribution of dividends and the repayment of capital.				
	The Company has only one class of equity shares having face value of INR 2 per share. Each holder of equity shares is entitled to one vote per share. Equity shareholder are also entitled to dividend as and when proposed by the Board of Directors and approved by Share holders in Annual General Meeting. In the event of liquidation of the company, the holder 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.				
(iii)	Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company				
				31 March 2025	31 March 2024
	Name of the shareholder	Number of shares	% of holding in the class	Number of shares	% of holding in the class
	<u>Equity shares of INR 10 each fully paid</u>				
	The Phoenix Mills Limited	7,84,91,706	67.10%	7,84,91,706	67.10%
	Reco Zinnia Private Limited *	3,84,90,787	32.90%	3,84,90,787	32.90%
	As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.				
(iv)	Details of Shares held by holding company / ultimate holding company and/or their subsidiaries / associates at the end of the year				
				31 March 2025	31 March 2024
	Name of the shareholder	Number of shares	% of holding in the class	Number of shares	% of holding in the class
	<u>Equity shares of INR 10 each fully paid</u>				
	The Phoenix Mills Limited	7,84,91,706	67.10%	7,84,91,706	67.10%
(v)	Aggregate no. of Shares allotted as fully paid up by way of bonus shares during last 5 years are as follows				
				31-Mar-25	
	Name of the shareholder	Number of shares		Date of issue of Bonus shares	
	<u>Equity Shares of ₹ 10/-</u>				
	The Phoenix Mills Limited	5,59,33,614		27th May 2021	



Offbeat Developers Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

18	Other equity	31 March 2025	31 March 2024
	Securities premium	82,344.33	82,344.33
	Equity contribution from Parent	153.14	153.14
	Surplus in the Statement of Profit and Loss	37,123.74	25,003.78
	Equity Instruments at FVOCI	19.96	22.44
	Remeasurement of net defined benefit plans	(10.11)	22.29
		1,19,631.06	1,07,545.98
18.01	Equity contribution from Parent	31 March 2025	31 March 2024
	Balance at the beginning of the year	153.14	149.58
	Add: Parent Contribution received during the year	-	3.56
	Closing balance	153.14	153.14
18.02	Securities premium	31 March 2025	31 March 2024
	Opening balance	82,344.33	82,344.33
	Add : Securities premium credited on share issue	-	-
	Closing balance	82,344.33	82,344.33
18.03	Surplus in the Statement of Profit and Loss	31 March 2025	31 March 2024
	Opening balance	25,003.78	14,464.16
	Add: Net profit for the current year	12,119.95	10,539.62
	Closing balance	37,123.74	25,003.78
18.04	Investments FVTOCI Reserve	31 March 2025	31 March 2024
	Opening balance	22.44	16.24
	-Fair valuation changes for the year (net of tax affect)	(2.47)	6.20
	Closing balance	19.96	22.44
18.05	Remeasurement of net defined benefit plans	31 March 2025	31 March 2024
	Opening balance	22.29	21.03
	-Re-measurement gains on defined benefit plans (net of tax)	(32.40)	1.26
	Closing balance	(10.11)	22.29
	Nature and Purpose of Reserves		
	1) Securities Premium: Securities premium reserve represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 for specified purposes.		
	2) General Reserve: General reserve is created from time to time by transferring profits from retained earnings and can be utilised for purposes such as dividend payout, bonus issue, etc.		
19	Non-current borrowings	31 March 2025	31 March 2024
	<u>Secured</u>		
(a)	Term loan		
	Term Loan from Banks	35,922.02	43,437.39
		35,922.02	43,437.39
	Less: Current maturities of long term debt	(8,844.67)	(7,521.85)
	Total non current maturities of non current borrowings	27,077.35	35,915.54
19.01	Term loans are secured by way of :		
	Secured Term Loan of ₹ 35,922.02 Lakhs (31st March 2024 ₹ 43,437.39 Lakhs) taken under arrangement with HSBC Bank on execution of Novation agreement along with HDFC Bank are secured by a pari - passu charge over building and proportionate share of undivided land and on lease rentals from the tenants of Retail Mall Phoenix Market City Mumbai and Project Art Guild House at Kurla, Mumbai. Average rate of interest varies in the range of 8.45% Per annum to 8.50% Per annum (31st March 2024 - 8.57% Per annum to 8.64% Per annum)		



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

19.02 Maturity Profile of Term Loan from Banks and Financial Institutions are set out below:

Financials Year	Amount
FY 2025-2026	8,761.79
FY 2026-2027	10,040.78
FY 2027-2028	10,664.41
FY 2028-2029	3,876.90
FY 2029-2030	2,965.28

19.03 Include Prepaid Processing Fees ₹ 387.15 Lakhs (31st March 2024: ₹ 497.69 Lakhs)

20	Provisions	31 March 2025		31 March 2024	
		Non Current	Current	Non Current	Current
	Provision for employee benefits (Refer note 33)				
	Provision for gratuity (unfunded)	57.20	17.18	18.58	15.29
	Provision for compensated absences (unfunded)	70.38	24.75	64.09	11.64
	Provision for Property Tax	-	7,196.20	-	7,362.29
	Total Provisions	127.58	7,238.13	82.68	7,389.22
	Provisions movement in Property Tax			31 March 2024	31 March 2023
	At start of year			7,362.29	6,046.74
	Add:- Provisions during the year			-	1,315.55
	Less:- Paid during the year			(166.09)	-
	At end of the year			7,196.20	7,362.29
	Provision for Property Tax				
	The provision for property tax was account of an ongoing litigation with government authorities. The ultimate liability of on account of litigation might vary from the amount provided and is dependent on the outcome of the relevant proceeding. The timing and probability of the outflow with regard to this will dependent on the conclusion of this matter.				
21	Current Borrowings			31 March 2025	31 March 2024
	Current Maturity of Long term Debts			8,844.67	7,521.85
	Overdraft facility			123.56	589.61
	Total current borrowings (for disclosures refer note no 19)			8,968.23	8,111.46



Offbeat Developers Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

22	Trade payables	Current	
		31 March 2025	31 March 2024
	Total outstanding dues of micro enterprises and small enterprises*	666.30	387.32
	Total outstanding dues of creditors other than micro enterprises and small enterprises*	1,477.96	1,311.23
	Total trade payables	2,144.26	1,698.55

*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.

22.01 Disclosure relating to suppliers registered under Micro, Small and Medium Development Enterprises Act, 2006 (MSMED Act) based on the information available with the Company:

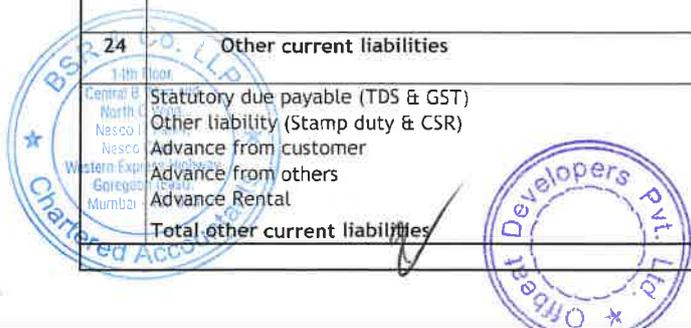
Particulars	31 March 2025	31 March 2024
(a) Amount remaining unpaid to any supplier at the end of each accounting year:		
Principal	666.30	387.32
Interest	13.14	2.95
Total	679.44	390.27
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the 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 MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	13.14	-
(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 MSMED Act.	-	-

22.02 Trade Payables ageing schedule

31 March 2025						
Particulars	Payables Not Due	Outstanding for following periods from due date of Payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	660.89	0.54	1.63	3.24	666.30
(ii) Disputed dues - MSME	-	-	-	-	-	-
(iii) Others	782.54	665.72	1.23	7.86	20.61	1,477.96
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	782.54	1,326.61	1.78	9.49	23.85	2,144.26
31 March 2024						
Particulars	Payables Not Due	Outstanding for following periods from due date of Payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	380.26	5.56	1.01	0.48	387.32
(ii) Disputed dues - MSME	-	-	-	-	-	-
(iii) Others	746.67	522.53	4.37	5.02	32.64	1,311.23
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	746.67	902.79	9.93	6.04	33.12	1,698.55

23	Other financial liabilities	31 March 2025		31 March 2024	
		Non-Current	Current	Non-Current	Current
	Other financial liabilities at amortised cost				
	Interest accrued but not due on loan	-	7.95	-	10.07
	Payable for purchase of Property, Plant & Equipment	-	41.71	-	38.18
	Security Deposits from Occupants/Licensees	4,801.51	8,866.90	3,726.58	9,094.09
	Payable to employee (Salary, wages and bonus payable)	-	2.51	-	-
	Total other financial liabilities	4,801.51	8,919.07	3,726.58	9,142.35

24	Other current liabilities	31 March 2025		31 March 2024	
		Non-Current	Current	Non-Current	Current
	Statutory due payable (TDS & GST)	-	308.74	-	352.44
	Other liability (Stamp duty & CSR)	-	111.77	-	93.77
	Advance from customer	-	278.19	-	341.02
	Advance from others	-	17.42	-	60.18
	Advance Rental	59.73	593.32	379.35	279.75
	Total other current liabilities	59.73	1,309.44	379.35	1,127.16



Offbeat Developers Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

25	Revenue from operations	31 March 2025	31 March 2024
	Sale of Services		
	License Fees	25,743.78	23,472.73
	Service charges	8,571.12	7,850.03
	Revenue from Parking	655.15	580.07
		34,970.05	31,902.83
	Other operating revenue		
	Marketing and Events Income	404.73	344.40
	Others- Recovery charges	398.13	403.78
		802.86	748.18
	Total revenue from operations	35,772.91	32,651.01
	*Details of revenue from contracts with customers recognised by the Company, net of indirect taxes in its Statement of Profit and Loss:		
i)	Revenue from contract with customers	31 March 2025	31 March 2024
	Service Charges	8,571.12	7,850.03
	Parking and other allied services income	655.15	580.07
		9,226.27	8,430.10
	Other operating revenue	398.13	403.78
	Total Revenue from Operations	9,624.40	8,833.88
	*Does not include income arising under Ind AS 116		
ii)	Movement of Contract Liabilities:		
	Amount included in contract liabilities at the beginning of the year	341.02	271.60
	Amount Received/adjusted against contract liability during the year	(62.83)	69.42
	Performance obligations satisfied during the year	-	-
	Amount included in contract liabilities at the end of the year	278.19	341.02
26	Other income	31 March 2025	31 March 2024
	Interest income		
	From Financial Assets carried at Amortised Cost		
	On Fixed Deposit	653.19	479.69
	On Optionally Fully Convertible Debentures	0.03	0.03
	Others	9.87	14.23
	Interest income on income tax refund	56.45	22.97
	Dividend Income	-	0.04
	Sundry Balances Written Back	-	92.92
	Provision for doubtful debt no longer required written back	-	137.52
	Miscellaneous income	22.14	61.71
	Total other income	741.68	809.11



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

		31 March 2025	31 March 2024
27	Employee benefits expense		
	Salaries, wages, bonus and other allowances	1,302.10	1,164.18
	Contribution to Provident Fund and other funds	44.01	41.57
	Share based payments to employees	-	3.56
	Staff welfare expenses	57.85	37.87
	Total employee benefits expense	1,403.96	1,247.18
28	Finance costs		
	Interest Expenses	4,080.28	4,663.81
	Total finance costs	4,080.28	4,663.81
29	Depreciation and amortization expense		
	Depreciation and amortization of property, plant and equipment & Investment property	4,209.89	3,948.14
	Amortisation of intangible assets	1.00	0.32
	Total depreciation and amortization expense	4,210.89	3,948.46
30	Other expenses		
	Electricity Expenses	2,506.71	1,969.97
	Rent	74.34	71.60
	Rates and taxes	1,430.46	1,453.07
	Repairs and maintenance - Building	675.51	551.88
	Repairs and maintenance - Plant & Machinery	443.54	432.85
	Repairs and maintenance - Others	129.05	106.20
	Travel and conveyance expenses	31.51	29.10
	Commission and other transaction charges	6.84	7.01
	Insurance	156.35	211.50
	Printing & Stationery	7.59	11.05
	Telephone, internet and communication charges	16.98	17.93
	Legal and professional charges	1,564.42	1,327.49
	Advertisement, Promotion and Marketing Expenses	1,555.09	1,552.30
	Directors sitting fees	2.40	2.20
	CSR expenditure (refer note no 41)	182.87	86.47
	Manpower and Consumables Cost	1,561.67	1,442.42
	Housekeeping Expenses	525.20	458.40
	Audit fees*	30.38	32.39
	Rebate and settlement	16.37	23.23
	Provision for loss allowances	62.96	-
	Sundry Balances Written Off	13.58	-
	Loss on sale/disposal/ discard of PPE	5.35	50.60
	Foreign Exchange Gain / (Loss)	-	-
	Miscellaneous expenses	31.49	20.84
		11,030.67	9,858.50
	*As auditor:		
	Limited Review& Statutory audit fees	27.28	28.73
	Tax audit	2.50	2.50
	Out of Pocket Expenses	0.60	1.17
	Total	30.38	32.39

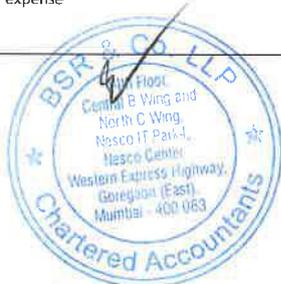


Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

32	Earnings per share (EPS)		
	Basic earnings per share amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.		
	Diluted earnings per share amounts are calculated by dividing the profit attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.		
	The following reflects the income and share data used in the basic and diluted EPS computations:		
		31 March 2025	31 March 2024
	Profit attributable to equity shareholders	12,119.95	10,539.62
	Weighted average number of equity shares for basic EPS*	11,69,82,493	11,69,82,493
	Weighted average number of equity shares adjusted for the effect of dilution	11,69,82,493	11,69,82,493
32.01	Earning Per Shares (EPS)		
	Basic Earning Per Share (₹)	10.36	10.34
	Diluted Earning Per Share (₹)	10.36	10.34
33	Employee benefits		
33.01	Contribution to Defined Contribution Plan		
	Employer's Contribution towards Provident Fund (PF)	25.28	33.10
		25.28	33.10
33.02	Defined benefit plans		
	The company provides gratuity benefit to its employees which is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and, measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.		
i)	Actuarial assumptions	31 March 2025	31 March 2024
	Discount rate (per annum)	6.65%	7.20%
	Salary Escalation Rate	8.00%	7.00%
	Expected rate of return on assets	6.65%	7.00%
	Attritions / withdrawal rate	0.15 to 0.20	0.1
	Mortality Rate	IALM(2012 -14)	IALM(2012 -14)
		Ultimate	Ultimate
	The weighted average duration of plan	5.27 years	7.47 years
	No of Employees	75	67
	Average Age	38.08	37.35
	Total Salary	36.98	30.74
	Average Salary	0.49	0.46
	Average Past Service	4.11	4.46
	Accrued Benefits	16.80	46.11
	Actuarial Liability	91.33	80.13
	Notes:		
	1. Salary escalation rate is arrived after taking into account regular increment, price inflation and promotion and other relevant factors such as supply and demand in employment market.		
	2. Discount rate is based on prevailing market yields of Indian Government Securities as at balance sheet date for estimated terms of obligation.		
	3. Attrition rate/ withdrawal rate is based on company's policy towards retention of employees, historical data and industry outlook.		
	4. Expected contribution to defined benefit plans for the next financial year 2025 - 26 is ₹ 17.18 Lakhs.		
ii)	Changes in the present value of defined benefit obligation		
		Employee's gratuity fund	
		31 March 2025	31 March 2024
	Present value of obligation at the	80.13	86.86
	Interest cost	5.49	5.58
	Due to Change in Financial Assumptions	5.88	0.52
	Due to Change change in demographic assumption	(0.76)	-
	Due to experience adjustments	37.64	(4.43)
	Current service cost	15.76	12.56
	Settlements		
	Benefits paid	(52.80)	(20.97)
	Present value of obligation at the end of the year*	91.33	80.13
	*Included in provision for employee benefits (Refer note 20)		
iii)	Expense		
		Employee's gratuity fund	
		31 March 2025	31 March 2024
	Current service cost	15.76	12.56
	Interest cost	5.49	5.58
	Expected return on plan assets	(3.59)	(3.53)
	Total expenses recognized in the Statement Profit and Loss*	17.66	14.61
	*Included in Employee benefits expense (Refer Note 27)		
iv)	Remeasurement (gain)/ loss recognized in other comprehensive income	31 March 2025	31 March 2024
	Amount recognised in OCI, Beginning of year		
	Actuarial changes arising from changes in financial assumptions	5.88	0.52
	Actuarial changes arising from changes in demographic assumptions	(0.76)	-
	Actuarial changes arising from changes in experience adjustments	37.64	(4.43)
	Actuarial (Gain)/ Losses	42.76	(3.90)
	Return on Plan assets excluding amounts included in net interest expense	1.41	5.51
	Net Actuarial (gain)/loss recognised for the year	44.16	1.61
	Amount recognised in OCI, end of year	44.16	1.61



Offbeat Developers Private Limited

 Notes forming part of the Financial Statements for the year ended 31 March 2025
 (Amount in INR Lakhs, unless otherwise stated)

iv)	Changes in the fair value of plan assets are, as follows :	Employee's gratuity fund	
		31 March 2025	31 March 2024
	Opening balance of fair value of plan assets	46.10	48.52
	Interest Income	3.59	3.53
	Return on plan assets (excluding amounts included in interest Income)	(1.41)	-5.51
	Contributions	21.31	20.54
	Benefits paid	(52.80)	(20.97)
	Closing balance of fair value of plan assets	<u>16.80</u>	<u>46.10</u>
v)	Assets and liabilities recognized in the Balance Sheet:	Employee's gratuity fund	
		31 March 2025	31 March 2024
	Present value of obligation as at the end of the year	91.33	80.13
	Fair value of plan assets	(16.80)	(46.10)
	Net asset / (liability) recognized in Balance Sheet*	<u>74.53</u>	<u>34.02</u>
	Current Portion	17.18	15.29
	Non- Current Portion	57.20	18.73
	*Included in provision for employee benefits (Refer note 20)	<u>74.38</u>	<u>34.02</u>
vi)	The major categories of plan assets of the fair value of the total plan assets are as follows:	Employee's gratuity fund	
		31 March 2025	31 March 2024
	Investments quoted in active markets:	NIL	NIL
vii)	Expected contribution to the fund in the next year	Employee's gratuity fund	
	Gratuity	31 March 2025	31 March 2024
		17.18	15.29
viii)	A quantitative sensitivity analysis for significant assumption as at 31 March 2025 is as shown below:	Employee's gratuity fund	
		31 March 2025	31 March 2024
	Impact on defined benefit obligation		
	Discount rate		
	1% increase	(4.33)	(6.20)
	1% decrease	4.77	6.97
	Rate of increase in salary		
	1% increase	3.62	5.36
	1% decrease	(3.59)	(5.00)
	Expected return on plan assets		
	1% increase	0.09	0.03
	1% decrease	(0.09)	(0.03)
	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 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 benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of plan participants will increase the plan's liability.		
viii)	Maturity profile of defined benefit obligation	Employee's gratuity fund	
		31 March 2025	31 March 2024
	Within the next 12 months	19.70	7.70
	Between 2 to 5 years	39.64	35.53
	Between 5 to 10 years	44.15	36.86
33.03	Unfunded scheme - Earned Leaves	Employee's gratuity fund	
	Particulars	31 March 2025	31 March 2024
	Present value of unfunded obligations	24.75	11.64
	Expenses recognised in the statement of profit and loss	19.39	64.09
	Discount rate (per annum)	6.65%	7.20%
	Salary escalation rate (per annum)	8.00%	7.00%
34	Where Company is a lessor:		
(i)	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.		
(ii)	Maturity analysis on lease payments receivable:	Employee's gratuity fund	
	Particulars	31 March 2025	31 March 2024
	Less than one year	8,249.23	6,372.21
	Two to five years	6,262.63	42,557.20
	More than five years	16,867.01	16,867.01
	Total	<u>14,511.86</u>	<u>65,796.42</u>
	Contingent License Fees comprising of Revenue Share income (computed as a % of sales) charged to the licensees during the year is Rs. 2006.70 Lakhs (P.Y. Rs. 2,207.90 Lakhs)		
	Figures mentioned in above table are as per Leave and License Agreements with Licensees and this excludes any concession given or may be given.		



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

35 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 together with provision of related services, which constitutes the sole operating segment of the company catering to Indian Customer Accordingly, the Company has only one identifiable segment reportable under Ind AS 108 - Operating Segments. Managing Director (the 'Chief Operational Decision Maker' as defined in Ind AS 108) 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 does not exceed 10 per cent or more of the company's revenues.

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

36 Fair values of financial assets and financial liabilities

	31 March 2025		31 March 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Financial assets valued at amortized cost				
Trade receivable	1,448.12	1,448.12	1,843.83	1,843.83
Cash and Cash Equivalents	966.18	966.18	4,820.00	4,820.00
Deposits with Banks	11,765.65	11,765.65	12,315.65	12,315.65
Other financial assets	464.10	464.10	620.06	620.06
Financial assets valued at FVTOCI				
Investments				
- in Equity shares	111.13	111.13	113.68	113.68
Total financial assets	14,755.17	14,755.17	19,713.22	19,713.22
Financial liabilities				
Financial Liabilities valued at amortized cost				
Borrowings - Variable rate	27,077.35	27,077.35	35,915.54	35,915.54
Short Term Borrowings	8,968.23	8,968.23	8,111.46	8,111.46
Trade payables and others	2,144.27	2,144.27	1,698.55	1,698.55
Other financial liabilities	13,720.58	13,720.58	12,868.92	12,868.92
Total financial liabilities	51,910.42	51,910.42	58,594.47	58,594.47

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 unquoted equity shares and Compulsory Convertible Debentures is Fair value under level 3 of hierarchy.
2. Fair value of Long term Borrowings is calculated based on discounted cash flow.
3. Fair value of Financial Assets & Financial Liability (except Long term Borrowings) are carried at amortised cost and is not materially different from it's carrying cost.

37 Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 - Quoted prices (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 (i.e. as prices) or indirectly (i.e. 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 assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

As at 31 March 2025	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- in Equity shares	-	-	111.13	111.13
	-	-	111.13	111.13
As at 31 March 2024				
Financial assets				
Investments				
- in Equity shares	-	-	113.68	113.68
	-	-	113.68	113.68

There are no reclassification of financial instruments between level 2 and level 3

The carrying amount of cash and cash equivalents, trade receivables, fixed deposits, trade payables, other payables and short-term borrowings are considered to be the same as their fair values. The fair values of borrowings, liability component of convertible preference shares and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

38 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows.

(A) Market risk

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

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Almost 100% of the company's borrowings are linked to BR + Margin. 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.



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

Interest rate sensitivity

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

Change in Rate of Interest	Effect on Profit/(Loss) before tax	
	2024-2025	2023-2024
+1%/-1%	447.67	509.59

(ii) Price risk

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

(iii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

The Company is exposed to very minimum foreign exchange risk.

(B) 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 financing activities, including deposits with banks, mutual funds, financial institutions and other financial instruments.

Trade receivables and contract assets

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 to make an assessment of recoverability. Receivables are provided as doubtful / written off, when there is no reasonable expectation of recovery. Where receivables have been provided / written off, the Company continues regular followup, engage with the customers, legal options / any other remedies available with the objective of recovering these outstandings.

The Company is not exposed to concentration of credit risk to any one single customer since services are provided to vast spectrum. The Company also takes security deposits, advances, post dated cheques etc from its customers, which mitigate the credit risk to an extent.

Exposure 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, 2025 and March 31, 2024 is as follows:

Financial assets for which loss allowances are measured using 12 months Expected Credit Losses (ECL):	As at 31 March 2025	As at 31 March 2024
Cash and cash equivalents	966.18	4,820.00
Bank Deposits	11,765.65	12,315.65
Other financial assets	464.10	620.06
Financial assets for which loss allowances are measured using Life time Expected Credit Losses (ECL):	(549.59)	(601.14)
Trade receivables	1,448.12	1,843.83

Life time Expected credit loss for Trade receivables under simplified approach

Ageing of Trade Receivables	Past Due				Total
	0-90 days	90-180 days	180 - 360 days	over 360 days	
As at 31st March, 2025					
Gross Carrying Amount	1,114.08	134.96	86.35	662.32	1,997.71
Expected credit losses (Loss allowance provision)	14.08	20.98	26.91	487.62	549.59
Net Carrying Amount	1,100.00	113.99	59.43	174.70	1,448.12
As at 31st March, 2024					
Gross Carrying Amount	1,382.07	134.04	176.86	752.00	2,444.96
Expected credit losses (Loss allowance provision)	1.59	1.92	16.13	581.50	601.13
Net Carrying Amount	1,380.48	132.12	160.73	170.50	1,843.83

Financial Instruments and cash deposits

The Company is exposed to counter party risk relating to medium term deposits with banks, mutual fund and debt securities.

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.

Reconciliation of impairment allowance on trade and other receivables and contract asset:

Reconciliation of Changes in the life time expected credit loss allowance:

	As at 31 March 2025	As at 31 March 2024
Loss allowance on 1 April 2024	601.14	818.29
Less : Utilised during the year	(16.37)	(79.64)
Less : Reversed during the year	(98.15)	(137.52)
Add : Provided during the year	62.96	-
Loss allowance on 31 March 2025	549.59	601.14

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company's objective is to maintain at all time 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 secured coverage ratio) as mentioned in the loan agreements at specified levels and also cash deposits with banks to mitigate the risk of default in repayments. In the event of any failure to meet these covenants, these loans become callable to the extent of failure at the option of lenders, except where exemption is provided by lender.

Particulars	As at 31 March 2025					
	Carrying Amount	On Demand	Less than 12	1- 5 years	>5 years	Total
Borrowings	36,045.58	-	8,968.23	26,690.20	-	35,658.43
Other Financial Liabilities	13,720.58	-	8,919.07	4,801.51	-	13,720.58
Trade and other payables	2,144.27	-	2,144.27	-	-	2,144.27
Particulars	As at 31 March 2024					
	Carrying Amount	On Demand	Less than 12	1- 5 years	>5 years	Total
Borrowings	44,026.99	-	8,111.46	32,950.26	2,467.59	43,529.30
Other Financial Liabilities	12,868.92	-	9,142.35	3,726.58	-	12,868.93
Trade and other payables	1,698.55	-	1,698.55	-	-	1,698.55
Future maturity represents contractual amounts						



Offbeat Developers Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

39 Related party Disclosure:

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments, are as under:

a) Related Party with whom transactions have been taken place and relationships:

	Name of the party	Relationship
1	The Phoenix Mills Limited	Holding Company
2	Reco Zinnia Private Limited	Party with Significant influence
3	Market City Resources Private Limited	Fellow Subsidiary
4	Graceworks Realty & Leisure Private Limited	Fellow Subsidiary
5	Vamona Developers Private Limited	Fellow Subsidiary
6	Classic Mall Development Private Limited	Associates of Holding Company
7	Bellona Hospitality Services Limited	Fellow Subsidiary
8	Upal Developers Private Limited	Fellow Subsidiary
9	Gangetic Developers Private Limited	Fellow Subsidiary
10	Astrea Real Estate Developers Private Limited	Fellow Subsidiary
11	Aakar Charitable Trust	Enterprises over which KMP/ their relatives are able to exercise significant influence
12	Mr. Amit Kumar	Key Managerial Personnel(KMP)
13	Mr. Anant Patil	Key Managerial Personnel(KMP)
14	Mr. Lalit Jain	Key Managerial Personnel(KMP)
15	Mr. Vikash Shetty	Key Managerial Personnel(KMP) (w.e.f October, 2024)
16	Mr. Siddhesh Pradhan	Key Managerial Personnel(KMP) (w.e.f July 15, 2024)
17	Mr. Swapnil Kothari	Key Managerial Personnel(KMP) (Resigned w.e.f March 26, 2024)
18	Mr. Shweta Vyas	Key Managerial Personnel(KMP)

b) Transactions during the year

Sr. No.	Nature of Transactions	2024-2025	2023-2024
1	ICD Given Astrea Real Estate Developers Private Limited	12,500.00	-
2	ICD Received Astrea Real Estate Developers Private Limited	12,500.00	-
3	Investment in Optionally Convertible Debenture Astrea Real Estate Developers Private Limited	10,500.00	-
4	Interest earned Graceworks Realty & Leisure Private Limited Astrea Real Estate Developers Private Limited	0.03 0.00	0.03 -
5	Business Support Service (Shared cost recovery) Market City Resources Private Limited	171.79	30.24
6	Property Management Fee & Advisory Services for Leasing Market City Resources Private Limited	1,679.23	1,759.25
7	Pure Revenue Share & Maintenance Charges Bellona Hospitality Services Limited	250.87	285.25
8	CAM Recovery Gracework Realty & Leisure Private Limited	492.20	495.71



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Offbeat Developers Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

Sr. No.	Nature of Transactions	2024-2025	2023-2024
9	Recovery of Expenses The Phoenix Mills Limited Bellona Hospitality Services Limited	27.97 15.81	- 20.06
10	Rent and Parking Charges payable Graceworks Realty & Leisure Private Limited	211.34	239.06
11	Donation Aakar Charitable Trust	-	0.01
12	Reimbursement of Expenses Market City Resources Private Limited	19.22	20.95
13	Remuneration to KMP Mr. Amit Kumar Mr. Anant Patil	- 60.12	29.67 36.00
14	Defined Benefit obligation to KMP Mr. Anant Patil	1.41	3.67

c) Balance with the related party at the year end is as under

Sr. No.	Nature of Balances	As at March 31, 2025	As at March 31, 2024
1	Trade Receivable/ Other Receivable Gracework Realty & Leisure Private Limited Bellona Hospitality Services Limited	172.49 26.91	147.71 16.20
2	Trade and Other Payable Graceworks Realty & Leisure Private Limited Market City Resources Private Limited Bellona Hospitality Services Limited	61.75 556.99 21.90	65.12 535.11 7.43
3	Investment Balance in Optionally Convertible Debentures Graceworks Realty & Leisure Private Limited Astrea Real Estate Developers Private Limited	26,925.00 10,500.00	26,925.00 -
4	Interest Receivable Graceworks Realty & Leisure Private Limited	-	0.01



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025
(Amount in INR Lakhs, unless otherwise stated)

40 Ratios

S No.	Ratio	Formula	Ratio as on	Ratio as on	Variation	Reason (if variation is more than 25%)
			31 March 2025	31 March 2024		
(a)	Current Ratio	Current Assets / Current Liabilities	0.45	0.51	(12.44)	NA
(b)	Debt-Equity Ratio	Total Debt / Shareholder's Equity	0.27	0.41	(32.24)	Due to repayment of borrowings.
(c)	Debt Service Coverage Ratio	Earning available for debt Service / Debt Service	1.70	1.66	2.48	NA
(d)	Return on Equity Ratio	Profit after tax less pref. Dividend x 100 / Average Shareholder's Equity	9.67	9.25	4.6	NA
(e)	Inventory Turnover Ratio	Cost of Goods Sold OR Sales / Average Inventory	NA	NA	NA	NA
(f)	Trade Receivables Turnover Ratio	Net Credit Sales / Average Trade Receivables	21.73	15.62	39.15	Increase in income from operations during current year and improvement in collections from debtors.
(g)	Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	5.70	5.89	(3.31)	NA
(h)	Net Capital Turnover Ratio	Net Sales / Working Capital	(2.26)	(2.42)	(6.72)	NA
(i)	Net Profit Ratio	Net Profit / Net Sales	0.34	0.32	5.0	NA
(j)	Return on Capital Employed	EBIT / Capital Employed	0.14	0.12	18.67	NA
(k)	Return on Investment	Time Weighted Rate of Return (TWRR)	5.43	0.07	8,021.06	Increase in average investment led to increase



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

41 Corporate Social Responsibility
As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the company as per the Act. The funds are utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

41.01	Particulars	31 March 2025	31 March 2024
	Gross Amount required to be spent as per Section 135 of the Act	182.87	86.47
	Add: Amount Unspent from previous years	86.37	-
	Total Gross amount required to be spent during the year	269.24	86.47
Expenditure related to Corporate Social Responsibility is :			
	Particulars	Amount 2024-25	Amount 2023-24
	i) Amount spend towards CSR Construction of check dams & Conservation of natural resources	186.37	0.10
	ii) Amount yet to be spend towards CSR	82.87	86.37
	Total	269.24	86.47



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

42 Notes on Investment Property

i The Company's investment properties consists of commercial properties in India. The Management has determined that the investment properties consist of two classes of assets – office and retail – based on the nature, characteristics and risks of each property.

ii. Contractual Obligations

Refer note 44 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 19.1 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	31st March 25	31st March 24
Rental Income derived from Investment Properties	25,743.78	23,472.73
Direct operating Expenses generating rental income	1,457.00	1,345.20
Profit arising from investment properties before Depreciation and Indirect Expenses	24,286.78	22,127.52
Less: Depreciation	2,872.01	2,662.10
Profit from Leasing of Investment Properties	21,414.77	19,465.42

vi. As at March 31, 2025, fair value of Investment Properties (including parking space classified as Property, plant and equipment) are ₹ 357,210 Lakhs (P.Y. ₹ 320,590 Lakhs) These valuations are based on valuations performed by Shubhendu Saha, accredited external independent valuer who holds a recognised and relevant professional qualification and has experience in the category of the investment property being valued. The fair value of the Company's Investment properties including parking space 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 (including Capital work-in progress):

Capital work-in progress includes investment properties under construction amounting to Rs 82.80 (P.Y. ₹ Nil Lakhs). The Management is of the view that the fair value & book 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.

viii. The Company has no restriction on the realisability of its investment property and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.



43 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 March 31, 2025 and March 31, 2024.

For the purpose of the Company'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 short term deposits.

Particulars	As At	As At
	31-03-2025	31-03-2024
Loans and Borrowings	36,045.58	44,027.00
Less: Cash and cash equivalents + Bank Deposits	12,731.83	13,417.08
Net Debt	23,313.75	30,609.91
Total Capital	1,31,329.31	1,19,244.23
Capital+Net Debt	1,54,643.06	1,49,854.14
Gearing Ratio	15.08%	20.43%

44 Contingent liabilities and contingent assets

- a Estimated amount of contracts remaining to be executed on capital account and not provided for in the accounts is Rs. 193.35 Lakhs (P.Y. 193.35 Lakhs) net of advance paid.
- b The Income Tax assessments of the Company have been completed up to Assessment Year 2021-22. The disputed demand upto the said Assessment Year was ₹ 17.74 Lakhs (P.Y. ₹ 17.74 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.
- c The Company has received order of Commissioner of service tax during FY 2015-16. The order confirmed service tax demand of ₹ 2,598.88 Lakhs (P.Y. - ₹ 2,598.88 Lakhs). The Company has gone into appeal with CESTAT, Mumbai and has paid ₹ 194.92 (P.Y. - ₹ 194.92 Lakhs) Lakhs as a pre-deposit of 7.5% towards the said demand. The impact thereof, if any, on the tax position can be ascertained only after the disposal of the above appeal. Accordingly, no provision has been made.
- d The Company has received order of Commissioner of CGST & Central Excise during FY 2018-19. The order confirmed service tax demand of ₹ 1,477.22 Lakhs (P.Y. - ₹ 1,477.22 Lakhs) (including Penalty of ₹ 738.61 Lakhs) and recovery of Cenvat Credit of ₹ 361.22 Lakhs (P.Y. - ₹ 361.22 Lakhs) (including Penalty of ₹ 180.61 Lakhs) for the period July 2012 to March 2014. The Company has gone into appeal with CESTAT, Mumbai and has paid ₹ 68.91 Lakhs (P.Y. - ₹ 68.91 Lakhs) Lakhs as a pre-deposit of 7.5% towards the said demand. The impact thereof, if any, on the tax position can be ascertained only after the disposal of the above appeal. Accordingly, no provision has been made.
- e The disputed demand for the FY 2006-07, FY 2007-08, FY 2008-09 and FY 2012-13 in respect of VAT is ₹ 1,629.09 Lakhs (P.Y. ₹ 1,708.30 Lakhs). The Company is in appeal before Joint Commissioner of Commercial Taxes (Appeals) at Mumbai. The Company has paid Pre-deposit of ₹ 29.59 (P.Y. - ₹ 29.59 Lakhs) Lakhs against appeal. The impact thereof, if any, on the tax position can be ascertained only after the disposal of the above appeals. Accordingly, no provision has been made.
- f The Company has received order u/s 201(1)/201(1A) as per Income tax Act for non deduction of TDS u/s 194A, for the Financial Year 2016-17 of ₹ 195.83 Lakhs (P.Y. - ₹ 195.83 Lakhs) including interest of ₹ 51.83 Lakhs. The Company has paid ₹ 40 Lakhs (P.Y. - ₹ 40 Lakhs) as deposit towards disputed demand. The Company is in appeal before Commissioner of Income Tax (Appeals) at Mumbai. The impact thereof, if any, on the tax position can be ascertained only after the disposal of the above appeals. Accordingly, no provision has been made.
- g The above litigation in Para (b) (c) (d) (e) and (f) above is not expected to have any material adverse impact on the financial position of the Company.

- 45** Municipal Corporation of Greater Mumbai has raised demand of ₹ 8,141.54.01 Lakhs (P.Y. - ₹ 7,594.01 Lakhs) towards property tax for the period April 2012 - March 2025, which was hiked by imposing value added taxes. The said Order by the MCGM for value added taxes and the Constitutional Validity was challenged by the Company before the High Court Mumbai, wherein the High Court was pleased to pass an interim Order directing the Company to pay 50% of the invoice amount raised by MCGM.

On the matter being finally heard Mumbai High Court passed a Judgement upholding the payment of 50% demand of property tax to be paid by the company vide its judgement dated 24th April 2019, and dismissed our prayer which sought the Constitutional validity of imposing value added taxes by the MCGM. MCGM has filed Special Leave Petition in Supreme Court challenging part of the Order i.e. the deposit of 50% of invoice payment and the Company has filed an Application for being impleaded as a party in the said Special Leave Petition filed before the Supreme Court. The Supreme Court vide its order dated November 07, 2022 upheld the order passed by the Bombay High Court and disposed off the said SLP. MCGM had challenged the order dated November 07, 2022 before the Supreme Court via Review Petition (Civil) No.298 of 2023. The Hon'ble Supreme Court vide its order dated March 14, 2023 dismissed the said review petition.

46 Share-based payment arrangements:**A. Description of share-based payment arrangements i. Share option programmes (equity-settled)**

During FY 2021-22, The Holding Company has granted stock options under the following employee stock option scheme:

- 1,25,000 Equity Shares are reserved for allotment of equity shares under Employee Stock Option Scheme 2018. Each option when exercised would be converted into one fully paid-up equity share of ₹ 2 each of the holding Company." however, out of which 50,000 shares allotted to Mr. Amit Kumar and 48,500 shares exercised by them and 1,500 shares laps due to resignation of employees as 09.06.2023.
- 19,219 Equity Shares are reserved for allotment of equity shares under Employee Stock Option Scheme 2018. Each option when exercised would be converted into one fully paid-up equity share of ₹ 2 each of the holding Company." however, out of which 19219 shares allotted to Mr. Amit Kumar and 3,844 share exercised by them up to 31-12-2023 and 15,375 shares laps due to resignation of employees as 09-06-2023.

47 Additional regulatory information required by Schedule III of the Act**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



Offbeat Developers Private Limited

Notes forming part of the Financial Statements for the year ended 31 March 2025

(Amount in INR Lakhs, unless otherwise stated)

- ii) **Borrowing secured against current assets**
Filing of Quarterly returns / stock statements with HDFC Bank Limited and HSBC India are not applicable to loan facilities availed by the company and hence, reporting Quarterly return/statements reconciliation with books of accounts is not applicable.
- iii) **Wilful defaulter**
The Company has 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 no transactions with companies struck off under Companies Act, 2013 or Companies Act, 1956.
- v) **Registration of charges or satisfaction with Registrar of Companies**
All the charges created or satisfied during the year was registered with registrar of companies within the due time. Further few charges open at MCA Portal for old periods are closed and intimated to MCA to remove the same.
- vi) **Compliance with number of layers of companies**
The company has complied with the number of layers prescribed under the Companies Act, 2013.
- vii) **Compliance with approved scheme(s) of arrangements**
The company has not entered into any scheme of arrangement which has an accounting impact on current financial year.
- viii) **Undisclosed Income**
The company has not 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 PP&E, intangible asset and investment property**
The company has not revalued its property, plant and equipment or Investment Properties or intangible assets during the current or previous year. (refer note no 5)

- xi)
 - a. The Company has invested funds in the entites as follows:

Date	Name of Company	Relation	Narure of Transaction	Amount
18-12-2024	Astrea Real Estate Developers Private Limited	Fellow Subsidiary	Subscription of Optionally convertible debentures	10,500.00
Date	Name of Company	Relation	Narure of Transaction	Amount
18-12-2024	Dhanalakshmi Engineering Private Limited, Shanthi Chandran Enterprises Private Limited, Pulankinar Investment and Finance Private Limited, Shanthi Chandran Investments Coimbatore Private Limited, Sheela Traders Private Limited, Coimbatore Sameera Investments Private Limited	Fellow Subsidiary	Subscription of Optionally convertible debentures	10,500.00

- b. The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.

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

Name of the Company	31 March 2025	31 March 2024
Investment made in Body Corporate:-		
i) In Optionally Convertible Debentures		
Graceworks Realty & Leisure Private Limited	26,925.00	26,925.00
Astrea Real Estate Developers Pvt Ltd	10,500.00	
ii) Loan given by the Company to Body Corporates or persons is as under:		
iii) Loan repaid by the Company to Body Corporates or persons is as under:		
iv) No guarantee is given by the Company in respect of any obligations of any third party.		

As per our Report of even date

For B S R & Co. LLP
Chartered Accountants
(Firm Registration No: 101248W/W-100022)

Viren Soni
Partner
Membership No. 117694

Place: Mumbai
Date: 21 April 2025

For and on behalf of the Board of Directors
Offbeat Developers Private Limited
(CIN No. U55200MH2000PTC124192)

Anant Patil
Managing Director
DIN No. 10264825

Place: Mumbai
Date: 21 April 2025

Anand Gajanan Charatkar
Chief Financial Officer
PAN No. ADJPC5646A

Place: Mumbai
Date: 21 April 2025

Lalit Jain
Director
DIN No. 08715049

Place: Mumbai
Date: 21 April 2025

Revati Sivasankaran Nair
Company Secretary
Mem No. A64743

Place: Mumbai
Date: 21 April 2025

