

Form No. MGT-7



Form language

English Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U55200MH2000PTC124192

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	OFFBEAT DEVELOPERS PRIVATE LIMITED	OFFBEAT DEVELOPERS PRIVATE LIMITED
Registered office address	C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg Gr Floor, Laxmi Woollen Mills Estate, Ma,halaxmi,NA,MUMBAI,Maharashtra,India,400 011	C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg Gr Floor, Laxmi Woollen Mills Estate, Ma,halaxmi,NA,MUMBAI,Maharashtra,India,400 011
Latitude details	19.057282	19.057282
Longitude details	72.889963	72.889963

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****0L

(c) *e-mail ID of the company

*****ffairs@phoenixmills.com

(d) *Telephone number with STD code

22*****00

(e) Website

www.phoenixmarketcity.com/mumbai

iv *Date of Incorporation (DD/MM/YYYY)

14/02/2000

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Private company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Non-government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

03/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate activities	68	Real Estate activities	100

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

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

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L17100MH1905PLC000200		THE PHOENIX MILLS LIMITED	Holding	67.1

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	125000000	116982493	116982493	116982493
Total amount of equity shares (in rupees)	1250000000.00	1169824930.00	1169824930.00	1169824930.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	125000000	116982493	116982493	116982493
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1250000000.00	1169824930.00	1169824930.00	1169824930.00

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	35000000	0	0	0
Total amount of preference shares (in rupees)	350000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Compulsorily Convertible Preference Shares				
Number of preference shares	35000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	350000000.00	0.00	0.00	0.00

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	116982493	116982493.00	1169824930	1169824930	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
At the end of the year	0.00	116982493.00	116982493.00	1169824930.00	1169824930.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

Attachments:

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures				
Partly convertible debentures				
Fully convertible debentures				
Total				

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	0.00		0.00		0.00

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

3577290742

ii * Net worth of the Company

13132930853

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	12	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	78491694	67.10	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	78491706.00	67.10	0.00	0.00

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	38490787	32.90	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	38490787.00	32.90	0.00	0.00

Total number of shareholders (other than promoters)

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

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	3
3	Individual - Transgender	0
4	Other than individuals	4
	Total	7.00

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

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	1	1
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	1	4	1	4	0.00	0.00
i Non-Independent	1	2	1	3	0	0
ii Independent	0	2	0	1	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	4	1	4	0.00	0.00

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

7

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
LALIT JAIN	08715049	Director	0	
ANANT PATIL	10264825	Managing Director	0	
SIDDHESH PRADEEP PRADHAN	09506094	Director	0	
VIKAS BHOJA SHETTY	10703461	Additional Director	0	
SHWETA PRADEEP VYAS	06996110	Director	0	

REVATI SIVASANKARAN NAIR	BISPN0198M	Company Secretary	0	05/05/2025
ANAND GAJANAN CHARATKAR	ADJPC5646A	CFO	0	

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

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SIDDHESH PRADEEP PRADHAN	09506094	Additional Director	15/07/2024	Appointment
SIDDHESH PRADEEP PRADHAN	09506094	Director	06/09/2024	Change in designation
BHAVESH MANILAL GADA	10600544	Additional Director	15/07/2024	Appointment
BHAVESH MANILAL GADA	10600544	Director	06/09/2024	Change in designation
BHAVESH MANILAL GADA	10600544	Director	16/10/2024	Cessation
VIKAS BHOJA SHETTY	10703461	Additional Director	18/10/2024	Appointment
SWAPNIL SUBHASH KOTHARI	05235636	Director	26/03/2025	Cessation
ANAND GAJANAN CHARATKAR	ADJPC5646A	CFO	21/01/2025	Appointment
RUCHIKA JAIN	AHMPJ9750D	CFO	16/10/2024	Cessation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	06/09/2024	7	7	100

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2024	4	3	75.00
2	15/07/2024	4	4	100.00
3	19/07/2024	6	6	100.00
4	05/08/2024	6	4	66.67
5	18/10/2024	5	5	100.00
6	16/12/2024	6	6	100.00
7	21/01/2025	6	5	83.33

C COMMITTEE MEETINGS

Number of meetings held

16

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	10/05/2024	3	3	100.00
2	Audit Committee	19/07/2024	3	3	100.00
3	Audit Committee	05/08/2024	3	2	66.67
4	Audit Committee	18/10/2024	3	3	100.00
5	Audit Committee	16/12/2024	3	3	100.00
6	Audit Committee	21/01/2025	3	3	100.00
7	Audit Committee	24/03/2025	3	3	100.00
8	Nomination and Remuneration Committee	10/05/2024	3	3	100.00

9	Nomination and Remuneration Committee	15/07/2024	3	3	100.00
10	Nomination and Remuneration Committee	19/07/2024	3	3	100.00
11	Nomination and Remuneration Committee	18/10/2024	3	3	100.00
12	Nomination and Remuneration Committee	21/01/2025	3	3	100.00
13	Corporate Social Responsibility Committee	10/05/2024	3	3	100.00
14	Corporate Social Responsibility Committee	19/07/2024	3	3	100.00
15	Corporate Social Responsibility Committee	18/10/2024	3	3	100.00
16	Corporate Social Responsibility Committee	21/01/2025	3	3	100.00

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 03/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	LALIT JAIN	7	7	100.00	16	16	100.00	Yes
2	ANANT PATIL	7	6	85.71	0	0	0.00	Yes
3	SIDDHESH PRADEEP PRADHAN	5	5	100.00	0	0	0.00	Yes
4	VIKAS BHOJA SHETTY	2	1	50.00	0	0	0.00	Yes
5	SHWETA PRADEEP VYAS	7	6	85.71	16	15	93.75	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Anant Patil	Managing director	6011739	0	0	0	6011739.00
	Total		6011739.00	0.00	0.00	0.00	6011739.00

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Ruchika Jain	CFO	2261980	0	0	0	2261980.00
2	Revati Nair	Company Secretary	0	0	0	0	0.00
3	Anand Charatkar	CFO	2998137	0	0	0	2998137.00
	Total		5260117.00	0.00	0.00	0.00	5260117.00

C *Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Swapnil Kothari	Director	0	0	0	140000	140000.00
2	Shweta Vyas	Director	0	0	0	120000	120000.00
	Total		0.00	0.00	0.00	260000.00	260000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

Nil

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

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

7

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

MGT_8 Offbeat_Final_2025.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

OFFBEAT DEVELOPERS PRIVATE LIMITED

 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY)

31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

ANISH GUPTA

Date (DD/MM/YYYY)

17/11/2025

Place

MUMBAI

Whether associate or fellow:

Associate Fellow

Certificate of practice number

4*9*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

52893

*(b) Name of the Designated Person

MANISH SHYAMLAL SHARMA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*

(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*7*5*4*

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

5*8*3

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB9069955

eForm filing date (DD/MM/YYYY)

17/11/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



VKMG

& Associates LLP
Company Secretaries

Form No. MGT- 8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Offbeat Developers Private Limited**, having its Registered Office presently situated at C/o Market city Resources Pvt Ltd, R R Hosiery Bldg Gr Floor, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai, Maharashtra, India, 400011 (herein after referred as "the Company") as required to be maintained under the Companies Act, 2013 (herein after referred as "the Act") and the rules made there under for the financial year ended on **31st March, 2025**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I hereby certify that:

A	The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B	During the aforesaid financial year, the Company has generally complied with provisions of the Act & Rules made there under, the details of compliances in respect of following points are as under:
1	The Company has maintained its status as Private Company under the Act. The Company is a subsidiary of the Public Listed Company;
2	The Company has maintained requisite Statutory Registers/Records & made entries therein within the time prescribed there for;
3	The Company has filed requisite forms and returns, as the case may be, with the Registrar of Companies concerned, within the time prescribed under the Act and the rules made hereunder. The Company does not require to file any forms and returns with the Regional Director, the Central Government, the Tribunal, the Court or other authorities, during the year under review;
4	The Company has called, conveyed and hold meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of such meetings, proper notices were given (except in cases where Meetings were convened at a shorter notice and provision of the Act has been complied in respect of convening meeting at shorter notice) and the proceedings have been properly recorded in the minute book/registers maintained for the purpose and the same have been signed including circular resolution; There were no resolution through postal ballot passed during the financial year.
5	The Company, being a private limited company, has not closed its Register of Members.
6	There were no transactions relating to the advances/ loans to its directors and/or persons or firms or companies as referred in section 185 of the Companies Act, 2013, as per the explanation provided by the Officer of the Company.



7	As per the explanation provided by the Officer of the Company, the Company has complied with the provisions of the Section 188 of the Act, in respect of the contracts and/or arrangements and/or transactions with related parties, wherever applicable.
8	During the year under review, there is no instance such as issuance or Allotment, transferor/transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates;
9	The Company does not keep in abeyance the rights to dividends, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10	The Company has not declared any dividend to its shareholders and was not required to transfer any amount to Investor Education and Protection Fund, since there was no amount , lying with the Company, on account of unpaid dividend account and other amount as stipulated in section 125 of the Act;
11	The Company has duly signed its Audited Financial Statement as per the provisions of section 134 of Act and the Report of Directors as per sub-section (3), (4) and (5) thereof;
12	<p>The Board of Directors of the Company, being a Private Limited Company, has duly been constituted and complied with the provisions of Act in respect of disclosure of Directors Interest and the remuneration paid to them. During the year under review, the following changes occurred in the Board of Directors:</p> <p>(a) Mr. Vikas Bhoja Shetty (DIN:10703461) was appointed as an additional director w.e.f. 18th October, 2024.</p> <p>(b) Mr. Bhavesh Manilal Gada (DIN:10600544) who was appointed as an additional director w.e.f. July 15, 2024 and his appointment was regularized in the Annual General meeting held on September 06, 2024. Further, he resigned from his position as Director w.e.f. October 16, 2024.</p> <p>(c) Mr. Siddhesh Pradeep Pradhan (DIN: 09506094) who was appointed as an additional director w.e.f. 15th July, 2024 and his appointment was regularized in the Annual General Meeting held on September 06, 2024.</p> <p>(d) Mr. Swapnil Kothari (DIN: 05235636) resigned from his position as Independent Director w.e.f. March 26, 2025.</p> <p>(e) Ms. Ruchika Jain resigned as Chief Financial Officer & KMP w.e.f. October 16, 2024.</p> <p>(f) Mr. Anand Charatkar was appointed as Chief Financial Officer & KMP w.e.f. 21st January 2025.</p>
13	The Company has duly appointed its Statutory Auditor as per the provisions of section 139 of the Act in its Annual General Meeting held on November 30, 2021, for the period of 5 years. There is no instance such appointment or re-appointment or filling up casual vacancies of Statutory Auditors, during the period under review.



14	The Company does not require any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15	As per the explanations provided by the officers of the Company, the Company has not accepted any deposits within the meaning of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, hence there is no details to disclose as required under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.
16	The borrowings from Bank, Public financial institutions, directors and others are well within the limits set by the Shareholders of the Company at its Extra Ordinary General Meeting held on March 09, 2020. During the year under review, the Company was not required to file any forms related to the creation, modification, or satisfaction of charges.
17	<p>The Company has not given any loan, provided any guarantee, or offered any security to any other corporate bodies or person falling under the provisions of Section 186 of the Companies Act, 2013 during the period under review.</p> <p>However, an investment made by the Company prior to the commencement of Section 186 continues to remain within the prescribed limits and is in compliance with the applicable provisions of the Act. Further, the Company has invested in Optionally Convertible Debenture of Astrea Real Estate Developers Private Limited, for an amount not exceeding Rs. 105 crores in one or more tranches vide Board Resolution dated December 16, 2024.</p>
18	The Company has not altered any provisions of the Memorandum or Articles of Association of the Company, during the period under review.

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300
PRN: 5424/2024



Anish Gupta
Partner
FCS 5733 * CP 4092



Date: 10-11-2025
Place: Mumbai
UDIN: F005733G001813473

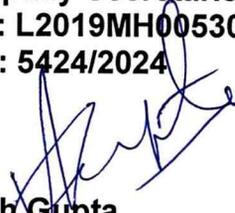
Note: This Certificate is to be read with my letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

THIS IS ANNEXURE-A OF CERTIFICATE ISSUED IN MGT-8 TO OFFBEAT DEVELOPERS PRIVATE LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. This Certificate 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
PRN: 5424/2024**


**Anish Gupta
Partner
FCS 5733 * CP 4092**



**Date: 10-11-2025
Place: Mumbai
UDIN: F005733G001813473**