*Preliminary Placement Document*
*Subject to Completion*
*Not for circulation*
*Private and confidential*
*Serial No. [●]*

This Preliminary Placement Document relates to an issue made to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations on a private placement basis and no offer is being made through this Preliminary Placement Document to the public or any other categories of investors. This Preliminary Placement Document is not an offer to sell securities and is not soliciting an offer to buy securities in any jurisdiction where such offer or sale or subscription is not permitted. The information in this Preliminary Placement Document is not complete and may be changed.

**THIS PRELIMINARY PLACEMENT DOCUMENT IS NOT AN ADVERTISEMENT UNDER THE REAL ESTATE (REGULATION AND DEVELOPMENT) ACT, 2016 AND IS NOT INTENDED FOR INFORMING PERSONS ABOUT OUR REAL ESTATE DEVELOPMENTS OR TO INVITE ANY PERSON TO MAKE ADVANCES OR DEPOSITS IN RELATION TO ANY OF OUR REAL ESTATE DEVELOPMENTS.**

MARATHON

# MARATHON NEXTGEN REALTY LIMITED

Marathon Nextgen Realty Limited ("**Company**") was originally incorporated as 'Mahadevi Investment Company Limited' as a limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated January 13, 1978, issued by the Registrar of Companies, Maharashtra at Bombay and received the certificate for commencement of business on February 9, 1978. Erstwhile Piramal Spinning and Weaving Mills Limited was amalgamated with Mahadevi Investment Company Limited, pursuant to an order of High Court of Bombay dated June 21, 1979 approving the scheme of amalgamation which was approved by the board of directors and shareholders through their resolutions dated December 11, 1978, and February 2, 1979, respectively, and a fresh certificate of incorporation dated November 9, 1979 was issued by the Registrar of Companies, Maharashtra at Bombay for change in name of our company from 'Mahadevi Investment Company Limited' to 'Piramal Spinning and Weaving Mills Limited'. Further, pursuant to an order dated March 17, 1992, passed by the Appellate Authority for Industrial and Financial Reconstruction, New Delhi, Niranjan Mills Limited was merged with Piramal Spinning and Weaving Mills Limited. Subsequently, pursuant to the approval by our board of directors and shareholders through their resolutions dated March 31, 2003 and July 8, 2003, respectively, the name of 'Piramal Spinning and Weaving Mills Limited' was changed to 'Marathon Nextgen Realty and Textiles Limited' and a fresh certificate of incorporation dated July 31, 2003 was issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). Further, pursuant to a board and shareholders' resolution dated June 29, 2007 and August 27, 2007 and a certificate of incorporation dated September 7, 2007, issued by the RoC, the name of our Company was changed from 'Marathon Nextgen Realty and Textiles Limited' to 'Marathon Nextgen Realty Limited'. Thereafter, pursuant to an order of the High Court of Bombay dated October 6, 2016, through a scheme of amalgamation approved by our board of directors and shareholders pursuant to their resolutions dated November 3, 2015, and April 7, 2016, respectively, our erstwhile wholly owned subsidiary, Parmeka Private Limited, was amalgamated with our Company. Additionally, pursuant to an order of the National Company Law Tribunal, Mumbai, dated July 14, 2023, and National Company Law Appellate Tribunal, New Delhi dated May 29, 2024, through a scheme of arrangement approved by our board of directors and shareholders pursuant to their resolutions dated November 14, 2019, and March 23, 2020, respectively, our erstwhile wholly owned subsidiary, Marathon Nextgen Township Private Limited, was merged with our Company. For further details regarding changes in the name and registered office of our Company, see "***General Information***" on page 489.

**Registered Office**: Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India
**Corporate Office**: 702, Marathon Max, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400 080, Maharashtra, India
**Contact Person**: Yogesh Ashok Patole, Company Secretary and Compliance Officer | **Email**: cs@marathonrealty.com
**Tel No.**: +91-22-6772 8484 | **Website:** www.marathon.in/nextgen/
**Corporate Identity Number**: L65990MH1978PLC020080

Issue of up to [●] equity shares of face value of ₹ 5 each ("**Equity Shares**") at a price of ₹ [●] per Equity Share ("**Issue Price**"), including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] lakhs ("**Issue**"). For further details, see "***Summary of the Issue***" on page 32.

**THE ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS"), SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED ("COMPANIES ACT, 2013"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED ("PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED.**

The Equity Shares of our Company are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**" and together with NSE, the "**Stock Exchanges**"). The closing prices of the Equity Shares on NSE and BSE as on June 20, 2025 were ₹ 590.55 and ₹ 587.85 per Equity Share, respectively. Our Company has received in-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") for listing of the Equity Shares to be issued pursuant to this Issue, from each of BSE and NSE on June 23, 2025. Our Company shall make applications to the Stock Exchanges for obtaining final listing and trading approvals for the Equity Shares to be issued pursuant to this Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed, or reports contained herein. Admission of the Equity Shares to be issued pursuant to this Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or the Equity Shares.

**OUR COMPANY HAS PREPARED THIS PRELIMINARY PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PRELIMINARY PLACEMENT DOCUMENT TO ELIGIBLE QIBs (AS DEFINED BELOW) IS BEING MADE IN RELIANCE UPON CHAPTER VI OF THE SEBI ICDR REGULATIONS, SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE PAS RULES AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER. THIS PRELIMINARY PLACEMENT DOCUMENT SHALL BE CIRCULATED TO ONLY SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY, PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES. THIS PRELIMINARY PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR AND DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR ANY OTHER PERSON OR CLASS OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN TO ELIGIBLE QIBs. YOU ARE NOT AUTHORIZED TO AND MAY NOT (1) DELIVER THIS PRELIMINARY PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PRELIMINARY PLACEMENT DOCUMENT, IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILIZE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PRELIMINARY PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE SEBI ICDR REGULATIONS, THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.**

**INVESTMENT IN EQUITY SHARES INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ "*RISK FACTORS*" ON PAGE 39 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONDUCT ITS OWN DUE DILIGENCE ON US AND THE EQUITY SHARES AND CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES BEING ISSUED PURSUANT TO THIS PRELIMINARY PLACEMENT DOCUMENT AND THE PLACEMENT DOCUMENT. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THIS PRELIMINARY PLACEMENT DOCUMENT AND/OR THE PLACEMENT DOCUMENT, YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISOR AND/OR LEGAL ADVISOR.**

A copy of this Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4) (*as defined hereinafter*) has been delivered to the Stock Exchanges and a copy of the Placement Document (which will include disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchanges. Our Company shall also make the requisite filings with the RoC, within the stipulated period as required under the Companies Act, 2013 and PAS Rules (*as defined hereinafter*). This Preliminary Placement Document has not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India (the "**RBI**"), the Stock Exchanges, the RoC or any other listing or regulatory authority and is intended only for use by Eligible QIBs (*as defined herein*). This Preliminary Placement Document has not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction. The placement of Equity Shares proposed to be made pursuant to this Preliminary Placement Document is meant solely for Eligible QIBs on a private placement basis and is not an offer to the public or to any other class of investors.

Invitations, offers and sales of the Equity Shares to be issued pursuant to this Issue shall only be made pursuant to this Preliminary Placement Document together with the Application Form, the Placement Document and the Confirmation of Allocation Note (*each as defined hereinafter*). For further details, please see "***Issue Procedure***" on page 257. The distribution of this Preliminary Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs to whom this Preliminary Placement Document is specifically addressed, and persons retained by such Eligible QIBs to advise them with respect to their purchase of Equity Shares is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and make no copies of this Preliminary Placement Document or any documents referred to in this Preliminary Placement Document.

The information on the websites of our Company, Subsidiaries and Joint Ventures, as applicable, or any other website directly or indirectly linked to such websites, or the website of the Lead Manager (*as defined hereinafter*) or its affiliates, does not constitute nor form part of this Preliminary Placement Document and prospective investors should not rely on such information contained in, or available through, any such website for investment in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**U.S. Securities Act**") or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. The Equity Shares are transferable only in accordance with the restrictions described under the sections "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 273 and 281, respectively.

This Preliminary Placement Document is dated June 23, 2025.

| LEAD MANAGER |
| --- |
| JM FINANCIAL<br>**JM Financial Limited** |

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## NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all of the information contained in this Preliminary Placement Document and confirms that to the best of our knowledge and belief, having made all reasonable enquiries, this Preliminary Placement Document contains all information with respect to us and the Equity Shares which our Company considers material in the context of the Issue. The statements contained in this Preliminary Placement Document relating to us and the Equity Shares are, in every material respect, true and accurate and not misleading. The opinions and intentions expressed in this Preliminary Placement Document with regard to us and the Equity Shares to be issued pursuant to the Issue are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to us. There are no other facts in relation to us and the Equity Shares to be issued pursuant to the Issue, the omission of which would, in the context of the Issue, make any statement in this Preliminary Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. The information contained in this Preliminary Placement Document has been provided by our Company and other sources identified herein.

This Preliminary Placement Document is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider subscribing for the particular securities described herein. Distribution of this Preliminary Placement Document to any person other than the Eligible QIBs specified by the Lead Manager or its representatives, and those persons, if any, retained to advise such investor with respect thereto, is unauthorized, and any disclosure of its contents, without prior written consent of our Company, is prohibited. Any reproduction or distribution of this Preliminary Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and make no copies of this Preliminary Placement Document or any offering material in connection with the Equity Shares.

The Lead Manager has not separately verified all the information contained in this Preliminary Placement Document (financial, legal or otherwise). Accordingly, neither the Lead Manager nor any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates makes any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the Lead Manager or by any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in this Preliminary Placement Document or any other information supplied in connection with us or this Issue or distribution of this Preliminary Placement Document. Each person receiving this Preliminary Placement Document acknowledges that such person has not relied on either the Lead Manager or on any of its respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company, our Subsidiaries and Joint Venture and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorized to give any information or to make any representation not contained in this Preliminary Placement Document and any information or representation not so contained must not be relied upon as having been authorized by or on behalf of our Company or the Lead Manager. The delivery of this Preliminary Placement Document at any time does not imply that the information contained in it is correct as on any time subsequent to its date.

**The Equity Shares offered in the Issue have not been approved, disapproved or recommended by offered in the Issue regulatory authority in any jurisdiction, including SEBI, the United States Securities and Exchange Commission, any other federal or state authorities in the United States, the securities authorities of any non-United States jurisdiction or any other United States or non-United States regulatory authority. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Preliminary Placement Document. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in certain jurisdictions.**

**The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers**

**and sales occur. For further details, see "*Selling Restrictions*" and "*Transfer Restrictions and Purchaser Representations*" on pages 273 and 281, respectively.**

Subscribers and purchasers of the Equity Shares offered in this Issue will be deemed to have made the representations, warranties, acknowledgments and agreements set forth in the sections "***Representations by Investors***" and "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 4, 273 and 281, respectively, of this Preliminary Placement Document.

The distribution of this Preliminary Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs, whose names are recorded by our Company prior to the invitation to subscribe to the Issue, in consultation with the Lead Manager, or its representatives, and those retained by Eligible QIBs to advise them with respect to their purchase of the Equity Shares, is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and not further distribute or make any copies of this Preliminary Placement Document or any documents referred to in this Preliminary Placement Document. Any reproduction or distribution of this Preliminary Placement Document and the Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited.

The distribution of this Preliminary Placement Document and the issue of the Equity Shares may be restricted by applicable laws in certain countries or jurisdictions. As such, this Preliminary Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized, or to any person to whom it is unlawful to make such offer or solicitation. In particular, no action has been taken by our Company and the Lead Manager which would permit an offering of the Equity Shares or distribution of this Preliminary Placement Document in any country or jurisdiction, other than India, where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Preliminary Placement Document nor any offering material in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. For further details, see "***Selling Restrictions***" on page 273.

In making an investment decision, prospective investors must rely on their own examination of our Company, Subsidiaries and Joint Ventures and the terms of the Issue, including the merits and risks involved. Prospective investors should not construe the contents of this Preliminary Placement Document or the Placement Document as legal, tax, accounting or investment advice and should consult their own counsels and advisors as to business, legal, tax, accounting and related matters concerning the Issue. In addition, neither our Company nor the Lead Manager are making any representation to any investor, subscriber, offeree or purchaser of the Equity Shares regarding the legality or suitability of an investment in the Equity Shares by such investor, subscriber, offeree or purchaser under applicable laws or regulations. Prospective investors should conduct their own due diligence on the Equity Shares and our Company. If you do not understand the contents of this Preliminary Placement Document, you should consult an authorized financial advisor and/or legal advisor.

Each prospective investor, subscriber or purchaser of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and it is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013, and is not prohibited by SEBI or any other statutory, regulatory or judicial authority from buying, selling or dealing in securities, including the Equity Shares or otherwise accessing the capital markets in India. Each subscriber of the Equity Shares in the Issue also acknowledges that it has been afforded an opportunity to request from our Company and review information relating to our Company and the Equity Shares.

This Preliminary Placement Document does not purport to contain all the information that any Eligible QIB may require. Further, this Preliminary Placement Document has been prepared for information purposes to this Issue only and upon the express understanding that it will be used for the purposes set forth herein.

Neither the Company nor the Lead Manager undertake to update the Placement Document to reflect subsequent events after the date of the Placement Document and thus it should not be relied upon with respect to such subsequent events without first confirming the accuracy or completeness with the Company. Neither the delivery of this Preliminary Placement Document nor any issue of Equity Shares made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Company since the date hereof.

Our Company and the Lead Manager are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of the Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not ultimately result in triggering a tender offer under the SEBI Takeover Regulations and the Eligible QIB shall be solely responsible for compliance with the provisions of the SEBI Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

The information available on or through our Company's website (www.marathon.in/nextgen/), or any website directly or indirectly linked to the website of our Company, Subsidiaries and Joint Ventures or the respective websites of the Lead Manager, or its respective affiliates, does not constitute or forms part of this Preliminary Placement Document and prospective investors should not rely on the information contained in or available through any such websites. This Preliminary Placement Document contains summaries of certain terms of certain documents, which are qualified in their entirety by the terms and conditions of such documents.

Our Company agrees to comply with any undertakings given by it from time to time in connection with the Equity Shares to the Stock Exchanges and without prejudice to the generality of foregoing, shall furnish to the Stock Exchanges all such information as the rules of the Stock Exchanges may require in connection with the listing of the Equity Shares on the Stock Exchanges.

## NOTICE TO INVESTORS IN CERTAIN OTHER JURISDICTIONS

This Preliminary Placement Document is not an offer to sell securities and is not soliciting an offer to subscribe to or buy securities in any jurisdiction where such offer, solicitation, sale or subscription is not permitted. For information relating to investors in certain other jurisdictions, see the sections "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 273 and 281, respectively.

## REPRESENTATIONS BY INVESTORS

All references to "you" and "your" in this section are to the prospective Bidders in the Issue. By Bidding and/ or subscribing to any Equity Shares under this Issue, you are deemed to have made the representations, warranties, acknowledgements and agreements set forth in the sections "***Notice to Investors***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 1, 273, and 281, respectively, and to have represented, warranted and acknowledged to and agreed with our Company and the Lead Manager as follows:

1. Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made based on any information relating to our Company, Subsidiaries or Joint Ventures which is not set forth in this Preliminary Placement Document;

2. You are a "**Qualified Institutional Buyer**" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (hereinafter defined) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013 and all other applicable laws; and (ii) comply with the SEBI Regulations, the Companies Act and all other applicable laws in this relation, including any reporting obligations, making necessary filings, if any, in connection with the Issue or otherwise accessing capital markets;

3. You are eligible to invest in India under applicable laws, including the FEMA Rules (as defined hereinafter), and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI, or any other regulatory authority, statutory authority or otherwise, from buying, selling or dealing in securities or otherwise accessing capital markets in India;

4. If you are not a resident of India, but a QIB, you are an Eligible FPI (and are not an individual, corporate body or a family office) having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and are eligible to invest in India under applicable laws, including the FEMA Rules, and have not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets. You confirm that you are not an FVCI. You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws, in connection with the Issue;

5. You acknowledge that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis;

6. You agree that our Company shall make necessary filings with the RoC (which shall include certain details such as your name, address and number of Equity Shares Allotted), in terms of Section 42 of the Companies Act and Rule 14 of the PAS Rules, or other provisions of the Companies Act, and you consent to such disclosure being made by us. You will provide the information as required under the Companies Act, 2013 and the PAS Rules and other applicable regulations for record keeping by our Company, including your name, complete address, phone number, e-mail address, permanent account number and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue;

7. If you are Allotted Equity Shares, you shall not, for a period of one year from the date of Allotment, sell the Equity Shares so acquired, except on the Stock Exchanges, in accordance with any other resale restrictions applicable to you. For more information, please see the sections "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 273 and 281, respectively;

8. You are outside the United States and are subscribing for the Equity Shares in an "offshore transaction" as defined in and in reliance on Regulation S of the U.S. Securities Act and in compliance with laws of all jurisdictions applicable to you;

9. You are not acquiring or subscribing for the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S) and you understand and agree that offers and sales are being made only outside

the United States in "offshore transactions" as defined in and in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales are made;

10. You understand and agree that the Equity Shares are transferrable only in accordance with the restrictions described under the sections "***Selling Restrictions***" on page 273 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "***Transfer Restrictions and Purchaser Representations***" on page 281 and you warrant that you will comply with such representations, warranties, acknowledgments and undertakings;

11. You understand that the Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and unless so registered, may not be offered, sold or delivered within the United States, except in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws;

12. You are aware that the Equity Shares have not been and will not be registered through a prospectus under the Companies Act, the SEBI Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. This Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4) has not been reviewed or affirmed by the RBI, SEBI, the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs and that this Preliminary Placement Document or the Placement Document will not be filed as a prospectus with the RoC under the Companies Act;

13. This Preliminary Placement Document has been filed, and the Placement Document will be filed, with the Stock Exchanges and this Preliminary Placement Document and the Placement Document, for record purposes only, will be displayed on the websites of our Company and the Stock Exchanges;

14. You are permitted to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions applicable to you and that you have fully observed such laws and you have all necessary capacity and have obtained all necessary consents, approvals and authorizations, governmental and otherwise, as may be required and complied and shall comply with all necessary formalities to enable you to participate in the Issue and to perform your obligations in relation thereto (including without any limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorizations to agree to the terms set out or referred to in this Preliminary Placement Document), and will honor such obligations;

15. You understand that the Equity Shares issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid and will rank pari passu in all respects with the existing Equity Shares including the right to receive dividend, voting and other distributions declared;

16. Our Company, the Lead Manager or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates are not making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Issue and your participation in the Issue is on the basis that you are not, and will not, up to the Allotment, be a client of the Lead Manager. The Lead Manager or any of its shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates do not have any duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not in any way acting in any fiduciary capacity;

17. All statements other than statements of historical fact included in this Preliminary Placement Document, including, without limitation, those regarding our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our Company's business), are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our Company's present and future business strategies and environment in which our Company will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as at the date of this Preliminary Placement Document. Neither our Company nor the Lead Manager or any of its respective shareholders, directors, officers, employees, counsels, representatives,

agents, associates or affiliates assume any responsibility to update any of the forward-looking statements contained in this Preliminary Placement Document;

18. You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public, or any other category other than Eligible QIBs, and the Allotment of the same shall be at the discretion of our Company, in consultation with the Lead Manager;

19. You have been provided a serially numbered copy of this Preliminary Placement Document, and have read it in its entirety, including in particular the "***Risk Factors***" on page 39;

20. In making your investment decision, you have (i) relied on your own examination of our Company, our Subsidiaries and Joint Ventures and the Equity Shares and the terms of the Issue, including the merits and risks involved, (ii) made your own assessment of our Company our Subsidiaries and Joint Ventures and the Equity Shares and the terms of the Issue based solely on and in reliance of the information contained in this Preliminary Placement Document and no other disclosure or representation by our Company or any other party, (iii) consulted your own independent counsel and advisors (including tax advisors) or otherwise have satisfied yourself concerning, without limitation, the effects of local laws (including tax laws) and taxation matters, (iv) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company, our Subsidiaries and Joint Ventures and the Equity Shares, and (v) relied upon your own investigation and resources in deciding to invest in the Issue;

21. Neither our Company nor the Lead Manager or any of its respective shareholders, investors, directors, officers, employees, counsels, representatives, agents or affiliates, has provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including the Issue and the use of proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the Company, the Lead Manager or any of its respective shareholders, investors, directors, officers, employees, counsels, representatives, agents or affiliates, when evaluating the tax consequences in relation to the Equity Shares (including, in relation to the Issue and the use of proceeds from the Equity Shares). You waive, and agree not to assert any claim against us, either of the Lead Manager or any of its respective shareholders, investors, directors, officers, employees, counsels, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

22. You are a sophisticated investor and have such knowledge, sophistication and experience in financial, business and investment matters as to be capable of evaluating the merits and risks of an investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in a similar nature of business, similar stage of development and in similar jurisdictions. You and any accounts for which you are subscribing for the Equity Shares (i) are each able to bear the economic risk of your investment in the Equity Shares, (ii) will not look to our Company and/or the Lead Manager or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents, associates or affiliates for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its respective obligations or any breach of any representations and warranties by our Company, whether to you or otherwise, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares; and (vi) are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute. You are aware that investment in Equity Shares involves a high degree of risk and that the Equity Shares are, therefore a speculative investment;

23. If you are acquiring the Equity Shares for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire such Equity Shares for each managed account and hereby make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to "you" to include such accounts;

24. You are not a 'promoter' (as defined under the Companies Act and the SEBI Regulations) of our Company and are not a person related to any of our Promoters, either directly or indirectly and your Bid does not directly or indirectly represent our 'Promoters', or 'Promoter Group' (as defined under the SEBI Regulations) of our Company or persons related to any of our Promoters;

25. You have no rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board of Directors of our Company, other than the rights, if any, acquired in the capacity of a lender not holding any Equity Shares (a QIB who does not hold any Equity Shares and who has acquired the said rights in the capacity of a lender shall not be deemed to be a person related to our Promoters);

26. You will have no right to withdraw your Bid or revise your Bid downwards after the Issue Closing Date (as defined hereinafter);

27. You acknowledge that this Preliminary Placement Document does not, and the Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

28. You will make the payment for subscription to the Equity Shares pursuant to the Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the Application Form;

29. You are eligible to Bid for and hold the Equity Shares so Allotted, together with any Equity Shares held by you prior to the Issue. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the Lead Manager. Further, you confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable regulation;

30. The Bid made by you would not result in triggering a tender offer under the Takeover Regulations and you shall be solely responsible for compliance with all other applicable provisions of the Takeover Regulations;

31. The number of Equity Shares Allotted to you under the Issue, together with other Allottees that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50.00% of the Issue. For the purposes of this representation:

    (i) Eligible QIBs 'belonging to the same group' shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, among an Eligible QIB, its subsidiary or holding company and any other Eligible QIB; and

    (ii) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) under the SEBI Takeover Regulations.

32. You are aware that (i) applications for in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing and admission of the Equity Shares and for trading on the Stock Exchanges, were made and an in-principle approval has been received by our Company from each of the Stock Exchanges, and (ii) the application for the final listing and trading approval will be made only after Allotment. There can be no assurance that the final listing and trading approvals for listing of the Equity Shares will be obtained in time or at all. Neither our Company nor the Lead Manager nor any of its shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising from such delay or non-receipt;

33. You shall not undertake any trade in the Equity Shares credited to your beneficiary account with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

34. You are aware that in terms of the requirements of the Companies Act, 2013, upon Allocation, the Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document. However, disclosure of such details in relation to the proposed Allottees in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Lead Manager;

35. You are aware that the pre-Issue and post-Issue shareholding pattern of our Company, as required by the SEBI Listing Regulations, will be filed by our Company with the Stock Exchanges;

36. You are aware that if you together with any other Eligible QIBs belonging to the same group or under common control are Allotted more than 5% of the Equity Shares in the Issue, our Company shall be required to disclose your name and the number of the Equity Shares Allotted to you to the Stock Exchanges and the Stock Exchanges will make the same available on their website and you consent to such disclosures;

37. You are aware and understand that the Lead Manager has entered into a Placement Agreement with our Company, whereby the Lead Manager has, subject to the satisfaction of certain conditions set out therein, undertaken to use their reasonable efforts to seek to procure subscription for the Equity Shares on the terms and conditions set out therein;

38. The contents of this Preliminary Placement Document are exclusively the responsibility of our Company, and that neither the Lead Manager nor any person acting on its behalf, nor any of their shareholders, directors, officers, employees, representatives, agents, associates or affiliates or any of the counsels or advisors to the Issue has or shall have any liability for any information, representation or statement contained in this Preliminary Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in this Preliminary Placement Document or otherwise. By participating in the Issue, you agree and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Preliminary Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, you have neither received nor relied on any other information, representations, warranties or statements made by or on behalf of the Lead Manager or our Company or any other person, including any view, statement, opinion or representation expressed in any research published or distributed by them, and the Lead Manager and their respective directors, officers, employees, counsels, advisors, representatives, agents, associates and affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

39. You understand that the Lead Manager or any of their respective affiliates do not have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including the non-performance by our Company or any of our obligations or any breach of any representations or warranties by us, whether to you or otherwise;

40. You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act;

41. You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Mumbai, India shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Preliminary Placement Document and the Placement Document;

42. You are aware that in terms of the SEBI FPI Regulations and the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to our Company (i.e. up to 100% under the automatic route. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company,

holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis; and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations;

43. You confirm you are eligible to invest and hold Equity shares of our Company and that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (where in each case, investment can only be through the Government approval route), and that your investment is in accordance with Consolidated FDI Policy, read along with the Press Note no. 3 (2020 series), dated April 17, 2020 issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and Rule 6 of the FEMA Rules;

44. You are aware that no offer or invitation of any securities can be made to a body corporate incorporated in, or a national of, a country which shares a land border with India, unless such body corporate or the national, as the case may be, has obtained Government approval under the FEMA Rules and attached the same with the Application Form;

45. You confirm that, either (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents ("**Company Presentations**") with regard to our Company or this Issue; or (ii) if you have participated in or attended any Company Presentations; (a) you understand and acknowledge that the Lead Manager may not have the knowledge of the statements that our Company or its agents may have made at such Company Presentations and are therefore unable to determine whether the information provided to you at such meetings or Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the Lead Manager has advised you not to rely in any way on any such information that was provided to you at such meetings or Company Presentations, and (b) you confirm that, to the best of your knowledge, you have not been provided any material or price sensitive information relating to our Company that was not publicly available;

46. Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and commencement of trading of the Equity Shares in the Issue. You agree to indemnify and hold our Company and the Lead Manager and its respective affiliates and their respective directors, officers, employees and controlling persons harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach or alleged breach of the foregoing representations, warranties, acknowledgements, agreements and undertakings made by you in this Preliminary Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;

47. It is agreed that if any such representations, warranties, acknowledgements, agreements and undertakings are no longer accurate, you will promptly notify our Company and the Lead Manager;

48. Our Company, the Lead Manager, its respective affiliates, directors, officers, employees and controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, which are given to the Lead Manager on its own behalf and on behalf of our Company and are irrevocable. You agree that the terms and provisions of the foregoing representations, warranties, acknowledgements and undertakings, shall inure to the benefit of and any document incorporating such acknowledgements, representations and agreements shall be enforceable by the Lead Manager and our Company, its respective permitted assigns, and the terms and provisions hereof shall be binding on our permitted assigns and permitted transferees; and

49. You agree that in terms of Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules, we shall file the list of Eligible QIBs (to whom this Preliminary Placement Document will be circulated) along with other particulars including your name, complete address, phone number, e-mail address, permanent account number and bank account details, including such other details as may be prescribed or otherwise required even after the closure of the Issue with the RoC and SEBI within 30 days of circulation of this Preliminary Placement Document and other filings required under the Companies Act, 2013.

## OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, Eligible FPIs (including affiliates of the Lead Manager) who are registered as a Category I FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as "**P-Notes**") and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such P-Notes provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned Category I FPIs may receive compensation from the purchasers of such instruments. In terms of Regulation 21 of SEBI FPI Regulations, such P-Notes may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to compliance with such other conditions as may be specified by SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been, and are not being offered, or sold pursuant to this Preliminary Placement Document. This Preliminary Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue Equity Share capital on a fully diluted basis. SEBI has, *vide* a circular dated November 5, 2019, issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors ("**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the above-mentioned restrictions shall also apply to subscribers of P-Notes and two or more subscribers of P-Notes having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the P-Notes. Further, in the event a prospective investor has investments as an FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Note investments held in the underlying Indian company.

Further, in accordance with the Consolidated FDI Policy, read along with the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, and the related amendments to the FEMA Rules, investments made by an entity of a country, which shares land border with India, or investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of P-Notes.

Affiliates of the Lead Manager which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the Lead Manager do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the Lead Manager and does not constitute any obligations of or claims on the Lead Manager.

**Prospective investors interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures from the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations. Please also see the "*Selling***

***Restrictions*" and "*Transfer Restrictions and Purchaser Representations*" beginning on the pages 273 and 281, respectively.**

## DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of this Preliminary Placement Document has been submitted to each of the Stock Exchanges.

The Stock Exchanges do not in any manner:

1. warrant, certify or endorse the correctness or completeness of the contents of this Preliminary Placement Document; or

2. warrant that the Equity Shares to be issued pursuant to this Issue will be listed or will continue to be listed on the Stock Exchanges; or

3. take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company.

It should not for any reason be deemed or construed to mean that this Preliminary Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquires any Equity Shares of our Company may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription/ acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

## PRESENTATION OF FINANCIAL INFORMATION AND OTHER CONVENTIONS

### Certain Conventions

In this Preliminary Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to 'you,' 'your', 'offeree', 'purchaser,' 'subscriber,' 'recipient,' 'investors,' 'prospective investors' and 'potential investor' are to the Eligible QIBs who are the prospective investors in the Issue, references to the 'Company', 'our Company', the 'Issuer' are to Marathon Nextgen Realty Limited, on a standalone basis, and references to 'we', 'our' or 'us' are to Marathon Nextgen Realty Limited, together with its Subsidiaries and Joint Ventures on a consolidated basis.

In this Preliminary Placement Document, all references to:

- "Rupee(s)", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India; and
- "USD" or "U.S. Dollars" or "$" are to United States Dollars, the official currency of the United States of America.

Further, all references herein to the 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to "India" are to the Republic of India and its territories and possessions and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Our Company has presented certain numerical information in this Preliminary Placement Document in "lakh" units. In this Preliminary Placement Document, references to "Lakhs" represents "100,000", "million" represents "10 lakh" or "1,000,000", "Crore" represents "10,000,000" or "10 million" or "100 lakhs", and "billion" represents "1,000,000,000" or "1,000 million" or "100 Crore".

Our financial statements for Fiscal 2025, Fiscal 2024 and Fiscal 2023 are prepared in lakhs and have been presented in this Preliminary Placement Document in lakhs. Certain figures contained in this Preliminary Placement Document, including financial information, have been subject to rounding adjustments. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies between the totals and the sum of the amounts listed are due to rounding off adjustments. All figures in decimals have been rounded off to the second decimal. Our Company reports its financial statements in Indian Rupees.

Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

### Page Numbers

Unless otherwise stated, all references to page numbers in this Preliminary Placement Document are to page numbers of this Preliminary Placement Document.

### Financial Data and Other Information

The fiscal year of our Company commences on April 1 of each calendar year and ends on March 31 of the succeeding calendar year, so, unless otherwise specified or if the context requires otherwise, all references to a particular 'Financial Year', 'Fiscal Year' or 'Fiscal' or 'FY' are to the twelve months period ended on March 31 of that year.

Our Company has published its Audited Consolidated Financial Statements, in compliance with the SEBI Listing Regulations and the Companies Act, as applicable.

As required under the applicable regulations, and for the convenience of prospective investors, our Company has included the following in this Preliminary Placement Document:

(i) Audited consolidated financial statements of our Company together with its subsidiaries and joint ventures, as at and for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, prepared in accordance with the Indian Accounting Standards ("**Ind AS**") notified under Section 133 of the Companies Act read with

Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Companies Act (collectively, the "**Audited Consolidated Financial Statements**"). The Audited Consolidated Financial Statements of our Company for Fiscals 2025, 2024 and 2023 have been audited by our Statutory Auditor, namely Rajendra & Co., Chartered Accountants.

The Audited Consolidated Financial Statements should be read along with the audit reports, respectively, issued thereon. For further information, see "***Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 305 and 107, respectively.

The Audited Consolidated Financial Statements of our Company together with its subsidiaries and joint ventures, as at and for each of the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, which comprises each of the consolidated balance sheet, the consolidated statement of profit and loss, including other comprehensive income, the consolidated statement of cash flows and the statement of changes in equity, and notes to the consolidated financial statements, including a summary of significant / material accounting policies and other explanatory information, are prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

In this Preliminary Placement Document, unless the context requires otherwise or unless stated otherwise, all financial information has been derived from the following financials respectively:

(i) financial information as at and for the year ended March 31, 2025 is derived from the Fiscal 2025 Audited Consolidated Financial Statements;

(ii) financial information as at and for the year ended March 31, 2024 is derived from the Fiscal 2024 Audited Consolidated Financial Statements; and

(iii) financial information as at and for the year ended March 31, 2023 is derived from the comparatives presented in Fiscal 2024 Audited Consolidated Financial Statements to reflect the regrouping of line items in the Fiscal 2024 Audited Consolidated Financial Statements.

In addition, Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including generally accepted accounting principles followed in the U.S. ("**U.S. GAAP**") or International Financial Reporting Standards ("**IFRS**"). Our Company does not attempt to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Preliminary Placement Document, nor does our Company provide a reconciliation of its Audited Consolidated Financial Statements to IFRS or U.S. GAAP. Accordingly, the degree to which the Audited Consolidated Financial Statements, as included in this Preliminary Placement Document, prepared in accordance with Ind AS, will provide meaningful information is entirely dependent on the reader's familiarity with the respective Indian accounting policies and practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Preliminary Placement Document should accordingly be limited. Also see "***Risk Factors - Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS and U.S. GAAP, with which investors may be more familiar***" on page 75.

For further details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 107.

All numerical and financial information as set out and presented in this Preliminary Placement Document, except for the information in the section "***Industry Overview***", for the sake of consistency and convenience have been rounded off or expressed in two decimal place. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them and the sum or percentage change of such numbers may not conform exactly to the total figure given.

**Non-GAAP financial measures**

Certain non-GAAP Measures and certain other statistical information relating to our operations and financial performance including Net Debt, Adjusted EBITDA, Adjusted EBITDA Margin, Net Worth, interest coverage ratio and PAT Margin ("**Non-GAAP**"), have been included in this Preliminary Placement Document. These Non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. We compute and disclose such Non-GAAP financial measures relating to our financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. The presentation of these Non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the financial statements included in this Preliminary Placement Document. Prospective investors should read this information in conjunction with the financial statements included in "***Financial Information***" starting on page 305.

Also see "***Risk Factors - This Preliminary Placement Document includes certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the real estate industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies***" on page 75.

## INDUSTRY AND MARKET DATA

Information regarding market position, growth rates, other industry data and certain industry forecasts pertaining to our business contained in this Preliminary Placement Document consists of estimates based on data reports compiled by government bodies, professional organizations, industry publications, data from other external sources and knowledge of the markets in which we compete.

Unless stated otherwise, statistical information, industry and market data used throughout this Preliminary Placement Document has been obtained from the report titled "*Industry Research Report for Marathon Nextgen Realty*" issued in June 2025 prepared by Liases Foras ("**Liases Foras Report**") which is a report exclusively commissioned and paid for by our Company and prepared and issued by Liases Foras pursuant to an engagement letter dated June 21, 2025, in connection with the Issue. Liases Foras is not related in any manner to our Company, our Promoters, our Directors, Key Managerial Personnel or Senior Management, our Subsidiaries or the Lead Manager.

Further, information regarding market position, growth rates, other industry data and certain industry forecasts pertaining to our business contained in this Preliminary Placement Document consists of estimates based on data reports compiled by government bodies, data from other external sources and knowledge of the markets in which we compete. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, neither the accuracy nor completeness of information contained in the Liases Foras Report is guaranteed. The opinions expressed are not recommendation to buy, sell or hold an instrument. This data is subject to change and cannot be verified with complete certainty due to limitations on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so we have relied on internally developed estimates.

References to various segments in the Liases Foras Report and information derived therefrom are references to industry segments as per the presentation, analysis, and categorization used in the Liases Foras Report. Our Company operates in the real estate sector, and its operations do not qualify for reporting as separate business segments in accordance with the criteria set out in Indian Accounting Standard 108 (Ind AS 108) on "Operating Segments." Further, the Company operates only within India, and there is no reportable geographic segment. Accordingly, the segment classifications in the Liases Foras Report are independent of and do not reflect our Company's operating segment reporting under Ind AS 108.

The extent to which the market and industry data used in this Preliminary Placement Document is meaningful depends solely on the reader's familiarity with and understanding of the methodologies used in compiling such data. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors –Industry information included in this Preliminary Placement Document has been derived from an industry report prepared by Liases Foras exclusively commissioned and paid for by us for such purpose.***" on page 69. Further, neither our Company nor the Lead Manager has independently verified this data and make any representation regarding the correctness, accuracy and completeness of such data. Accordingly, must rely on their independent examination of, and should not place undue reliance on, or base their investment decisions solely on such information.

**Disclaimer of the Liases Foras Report**

The Liases Foras Report is subject to the following disclaimer:

"*This report is prepared exclusively for the benefit and internal use of Marathon Nextgen Realty and does not carry any right of publication or disclosure to any other party. Neither this report nor any of its contents may be used for any other purpose other than mentioned in the mail of engagement dated June 21, 2025 without the prior written consent of Liases Foras.*

*The information in this report reflects prevailing conditions and our view as of this date, all of which are, accordingly, subject to change. In preparation of this report, we have relied upon and assumed, without independent verification, the accuracy and completeness of all information related to ownership, project size and configuration, invested amount and investment structure available from the recipient and public sources.*

*By receiving this report, the Recipient agrees to keep confidential the information contained herein or made available in connection with any further evaluation of any proposals from Liases Foras. This report has been prepared upon the express understanding that it will be used only for the purposes set out in the Letter of Engagement. This report may not be photocopied, reproduced or distributed to parties other than those related to Marathon Nextgen Realty and its affiliates at any time without the prior consent of Liases Foras. Upon request, the Recipient will promptly return all material received from Liases Foras without retaining any copies thereof. Liases Foras is under no obligation to provide the Recipient with access to any additional information with respect to this report.*

*This report should not be deemed an indication of the state of affairs of the real estate financing industry nor shall it constitute an indication that there has been no change in the business or state of affairs of the industry since the date of publication of this document. Any clarifications/ queries on this report as well as any future communication regarding the proposal should be addressed to Liases Foras.*

*Liases Foras collects data on the real estate projects through primary surveys and secondary sources. As a result of the methodology, sources of information are not always under control of Liases Foras. The information and analytics also undergo estimates and compilations derived from statistical procedures. The user understands and acknowledges that the products & data result from research and there shall sometimes be approximation in data.*

*Liases Foras does not by any means guarantee the accuracy of the information provided under terms of engagement. However, Liases Foras undertakes due care and statistical checks in the collection of the data and its research. Under no circumstances shall Liases Foras or any of its successors, parents, subsidiaries, affiliates, officers, directors, shareholders, employees, agents, representatives, attorneys and their respective heirs, successors and assigns be liable for any damages, including loss of money, goodwill or reputation, direct, incidental, punitive, special, consequential or exemplary damages that directly or indirectly result from the use of, or the inability to use, of the information and service provided by Liases Foras.*"

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this Preliminary Placement Document that are not statements of historical fact constitute 'forward-looking statements'. Prospective investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'could', 'can', 'estimate', 'expect', 'intend', 'likely', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'seek', 'shall', 'should', 'will', 'would', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Preliminary Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Preliminary Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, planned projects, revenue and profitability (including, without limitation any financial or operating projections or forecasts), new business and other matters discussed in this Preliminary Placement Document that are not historical facts. These forward-looking statements in this Preliminary Placement Document (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Important risk factors that could cause actual results to differ materially from any of the forward-looking statements include, among others:

- All our real estate development activities are geographically concentrated in and around the Mumbai Metropolitan Region ("**MMR**"). Consequently, we are exposed to risks from economic, regulatory and other changes as well as natural disasters in the MMR, which in turn may have an adverse effect on our business, results of operations, cash flows and financial condition.

- We derived a substantial portion of our revenue from operations from our residential projects. Additionally, a significant portion of our residential projects are concentrated in the mid-segment residential category. Any adverse development in the demand for our residential projects may adversely impact our results of operations, cash flows and financial condition.

- There is no assurance that the Scheme of Arrangement will be approved by our Shareholders and other regulatory authorities or completed in a timely manner or at all. Disapproval of Scheme of Arrangement may lead to financial, operational, regulatory and reputational consequences which may further impact the business of the Company.

- We may face significant challenges in identifying and securing appropriate land in the MMR, Pune and Bangalore due to scarcity of land and intense competition, which could impact our business and growth opportunities. Further, we may not be able to identify risks and liabilities associated with the land which we may acquire in the future, which may adversely impact our business prospects and financial performance.

- We have 15 Ongoing Projects and 6 Upcoming Projects as of March 31, 2025. Certain Ongoing or Upcoming Projects may not be completed by their expected completion date or could face delays in completion. Such setbacks could have a negative impact on our business, operational results, and financial condition.

- We have significant amount of debt, which may impact our ability to secure future financing, either on favorable terms or potentially at all, and could hinder our ability to pursue our growth strategy.

- We derive a substantial portion of our revenue from operations from our commercial projects. Further, our revenues, business, results of operations, cash flows and financial condition will suffer if we are unable to attract quality tenants for our commercial projects, renew our commercial leases or if the renewal of these leases is not on favorable terms.

- We are dependent on a limited number of our suppliers for adequate and timely supply of key raw materials at competitive rates and have not entered into any long-term supply contracts with our suppliers. Further, increased raw material costs may adversely affect our business, results of operations, cash flows and financial condition.

- Certain unsecured loans have been availed by us from our Promoters, Chetan Ramniklal Shah, Mayur Ramniklal Shah and MRPL which may be recalled at any time.

- Our operations are also conducted through our Subsidiaries and Joint Ventures. Therefore, our ability to generate equity and investment returns inter-alia depends on the success of business operations of our Subsidiaries and Joint Ventures.

Additional factors that could cause actual results, performance or achievements to differ materially include but are not limited to, those discussed under "***Risk Factors***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", "***Industry Overview***" and " ***Our Business***" on pages 39, 107, 136 and 213, respectively.

The forward-looking statements contained in this Preliminary Placement Document are based on the beliefs of, as well as the assumptions made by, and information currently available to, our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations, cash flows or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

In any event, these statements speak only as of the date of this Preliminary Placement Document or the respective dates indicated in this Preliminary Placement Document. Our Company and the Lead Manager expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward-looking statements or otherwise in our Company's expectations with regard thereto.

## ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a limited liability company incorporated under the laws of India. All of our Directors, Key Managerial Personnel and Senior Management named herein are residents of India. A significant portion of our assets are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce judgments obtained against such parties outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments and execution of a foreign judgment is provided for under Sections 13 and 44A respectively, of the Code of Civil Procedure, 1908, as amended ("**Civil Procedure Code**").

Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud, or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. A foreign judgment which is conclusive under Section 13 of the Civil Procedure Code may be enforced either by a fresh suit upon the judgment or by proceedings in execution.

Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction.

Each of the United Kingdom of Great Britain and Northern Ireland, Republic of Singapore, Hong Kong and United Arab Emirates, amongst others, has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a new suit upon the foreign judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India, and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award denominated in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, pursuant to the execution of such foreign judgment, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable and additionally any such amount may be subject to income tax in accordance with applicable laws. Our Company and the Lead Manager cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

## EXCHANGE RATES

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth, for the periods indicated, information with respect to the exchange rates between the Rupee and the U.S. Dollar (in ₹ per US$) based on the reference rates released by the RBI and Financial Benchmark India Private Limited ("**FBIL**"), which are available on the website of the RBI and FBIL. No representation is made that the Indian Rupee amounts actually represent such amounts in U.S. dollar or could have been or could be converted into USD at the rates indicated, any other rates, or at all.

**U.S.$**

*(₹ per US$)*

| Period | Period End(1) | Average(2) | High(3) | Low(4) |
|---|---|---|---|---|
| ***Fiscal***(5) | | | | |
| 2025 | 85.58 | 84.57 | 87.59 | 83.07 |
| 2024 | 83.37 | 82.79 | 83.40 | 81.65 |
| 2023 | 82.22 | 80.39 | 83.20 | 75.39 |
| ***Month Ended***(5) | | | | |
| May 31, 2025 | 85.48 | 85.19 | 85.69 | 83.86 |
| April 30, 2025 | 85.05 | 85.56 | 86.62 | 85.05 |
| March 31, 2025 | 85.58 | 86.64 | 87.38 | 85.58 |
| February 28, 2025 | 87.40 | 87.05 | 87.59 | 86.65 |
| January 31, 2025 | 86.64 | 86.27 | 86.64 | 85.71 |
| December 31, 2024 | 85.62 | 84.99 | 85.62 | 84.66 |

*Source: www.rbi.org.in,www.fbil.org.in*

*Notes:*

1. *The price for the period end refers to the price as on the last trading day of the respective Fiscal or monthly period*
2. *Average of the official rate for each working day of the relevant period*
3. *Maximum of the official rate for each working day of the relevant period*
4. *Minimum of the official rate for each working day of the relevant period*
5. *If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed. The RBI reference rates are rounded off to two decimal places*

## DEFINITIONS AND ABBREVIATIONS

Our Company has prepared this Preliminary Placement Document using certain definitions and abbreviations set forth below which you should consider while reading the information contained herein.

The following list of certain capitalized terms used in this Preliminary Placement Document is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

Unless the context otherwise indicates, all references to "**the Company**", and "**our Company**", are references to Marathon Nextgen Realty Limited. Furthermore, unless the context otherwise indicates, all references to the terms "**we**", "**us**" and "**our**" are to our Company and our Subsidiaries and Joint Ventures (*as defined below*) on a consolidated basis.

The terms defined in this Preliminary Placement Document shall have the meaning set out herein, unless specified otherwise in the context thereof, and references to any statute or regulations or policies shall include amendments, rules, guidelines, circulars, clarifications, and notifications issued thereto, from time to time.

The words and expressions used in this Preliminary Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in the sections "***Industry Overview***", "***Taxation***", "***Legal Proceedings***" and "***Financial Information***" on pages 136, 291, 297 and 305, respectively, shall have the meaning given to such terms in such sections.

### Company Related Terms

| Term | Description |
|---|---|
| Articles / Articles of Association | Articles of Association of our Company, as amended |
| Audit Committee | The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 242 |
| Audited Consolidated Financial Statements | Collectively, Fiscal 2025 Audited Consolidated Financial Statements, Fiscal 2024 Audited Consolidated Financial Statements and Fiscal 2023 Audited Consolidated Financial Statements |
| Auditors/Statutory Auditors | Rajendra & Co., Chartered Accountants |
| Board/Board of Directors | Board of Directors of our Company or a duly constituted committee thereof |
| Chief Financial Officer | The Chief Financial Officer of our Company, namely, Suyash N. Bhise |
| Company Secretary and Compliance Officer | The Company Secretary and Compliance Officer of our Company, namely, Yogesh Ashok Patole |
| Corporate Office | 702, Marathon Max, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400 080, Maharashtra, India |
| Corporate Social Responsibility Committee/CSR Committee | The corporate social responsibility committee of our Board of Directors. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 242 |
| Director(s) | The director(s) on the Board of our Company, as may be appointed from time to time |
| ESOP 2020 | Employees' Stock Options Plan 2020 |
| Equity Shares | Equity shares of our Company of face value of ₹ 5 each |
| Executive Directors | Executive directors of our Company, unless otherwise specified as disclosed in the section titled "***Board of Directors and Senior Management - Board of Directors***" on page 236 |
| Fiscal 2025 Audited Consolidated Financial Statements | Our audited consolidated financial statements of our Company together with its subsidiaries and joint ventures, for Fiscal 2025 comprising the consolidated balance sheet as at March 31, 2025, the consolidated statement of profit and loss, the consolidated statement of cash flows and the consolidated statement of changes in equity for the year ended March 31, 2025 read along with the notes thereto, including a summary of material accounting policies and other explanatory information prepared in accordance with Ind AS |
| Fiscal 2024 Audited Consolidated Financial Statements | Our audited consolidated financial statements of our Company together with its subsidiaries and joint ventures, for Fiscal 2024 comprising the consolidated balance sheet as at March 31, 2024, the consolidated statement of profit and loss, the consolidated statement of cash flows and the consolidated statement of changes in equity for the year ended March 31, 2024 read along with the notes thereto, including a summary of material accounting policies and other explanatory information prepared in accordance with Ind AS |

| Term | Description |
|---|---|
| Fiscal 2023 Audited Consolidated Financial Statements | Our audited consolidated financial statements of our Company together with its subsidiaries and joint ventures, for Fiscal 2023 comprising the consolidated balance sheet as at March 31, 2023, the consolidated statement of profit and loss, the consolidated statement of cash flows and the consolidated statement of changes in equity for the year ended March 31, 2023 read along with the notes thereto, including a summary of significant accounting policies and other explanatory information prepared in accordance with Ind AS |
| Independent Director(s) | Independent director(s) on our Board. For details, see "***Board of Directors and Senior Management***" on page 236 |
| Joint Ventures | Joint Ventures of our Company as on the date of this Preliminary Placement Document, namely:<br><br>1. Columbia Chrome (India) Private Limited; and<br>2. Swayam Realtors and Traders LLP |
| Key Managerial Personnel | Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations. For details, see "***Board of Directors and Senior Management***" on page 236 |
| Chairman and Managing Director | The Chairman and Managing Director of our Company, namely, Chetan Ramniklal Shah |
| Materiality Policy | A policy approved by the Operations Committee in accordance with the resolution passed by the Operations Committee on June 23, 2025, for identification of material litigation(s) for the purpose of disclosure of the same in this Preliminary Placement Document |
| Memorandum/Memorandum of Association/MoA | Memorandum of association of our Company, as amended from time to time |
| Nomination and Remuneration Committee | The nomination and remuneration committee of our Board of Directors. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 242 |
| Non-Executive Director | A Director not being a Whole-time Director or Managing Director of our Company |
| Operations Committee | The operations committee of our Board constituted to manage the operations in business development proposals and fund raising process, comprising Mayur Ramniklal Shah, Kaivalya Chetan Shah and Deepak Rameshchandra Shah |
| Promoter Group | The persons and entities constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations |
| Promoters | The promoters of our Company in terms of SEBI ICDR Regulations and the Companies Act, 2013, namely, Marathon Realty Private Limited, Chetan Ramniklal Shah, Mayur Ramniklal Shah and Shailaja Chetan Shah |
| Registered Office | Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India |
| Registrar of Companies/ RoC | Registrar of Companies, Maharashtra at Mumbai |
| Risk Management Committee | The risk management committee of our Board of Directors. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 242 |
| Senior Management | Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see "***Board of Directors and Senior Management***" on page 236 |
| Shareholders | The holders of the Equity Shares, from time to time |
| Stakeholders' Relationship Committee | The stakeholders' relationship committee of our Board. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 242 |
| Subsidiaries | The subsidiaries of our Company as on the date of this Preliminary Placement Document, namely,<br>(i) Sanvo Resorts Private Limited;<br>(ii) Terrapolis Assets Private Limited;<br>(iii) Nexzone Fiscal Services Private Limited;<br>(iv) Marathon Energy Private Limited;<br>(v) Marathon Nexzone Land Private Limited;<br>(vi) Nexzone IT Infrastructure Private Limited;<br>(vii) Nexzone Water Management Private Limited; and<br>(viii) Kanchi Rehab Private Limited<br><br>For the purpose of the financial information, Audited Consolidated Financial Statements, subsidiaries would be subsidiaries as at and during the relevant fiscal or period |
| Whole-time Director | A whole-time director of our Company |

**Issue Related Terms**

| Term | Description |
|---|---|
| Allocated/ Allocation | Allocation of Equity Shares in connection with the Issue, in consultation with the Lead Manager, following the determination of the Issue Price to Eligible QIBs on the basis of |

| Term | Description |
|---|---|
| | Application Forms and Application Amount submitted by them, in compliance with Chapter VI of the SEBI ICDR Regulations |
| Allot/ Allotment/ Allotted | Allotment and issue of Equity Shares pursuant to the Issue |
| Allottees | Eligible QIBs to whom Equity Shares are issued pursuant to the Issue |
| Application Amount | With respect to a Bidder shall mean the aggregate amount paid by such Bidder at the time of submitting a Bid in the Issue |
| Application Form | Form (including any revisions thereof) which will be submitted by the Eligible QIBs for registering a Bid in the Issue |
| Bid(s) | Indication of an Eligible QIB's interest, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for the Equity Shares pursuant to the Issue. The term "Bidding" shall be construed accordingly |
| Bidder | Any prospective investor, being an Eligible QIB, who makes a Bid pursuant to the terms of this Preliminary Placement Document and the Application Form |
| CAN/ Confirmation of Allocation Note | Note, advice or intimation confirming Allocation of Equity Shares to such Successful Bidders after determination of the Issue Price |
| Closing Date | The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e., on or about [●], 2025 |
| Designated Date | The date of credit of Equity Shares pursuant to the Issue to the Allottees' demat accounts, as applicable to the relevant Allottees |
| Eligible FPIs | FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices |
| Eligible QIBs | QIBs as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations which are eligible to participate in this Issue and which are (i) not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations or (b) restricted from participating in the Issue under the applicable laws. However, FVCIs are not permitted to participate in the Issue<br><br>In addition, QIBs outside the United States subscribing for the Equity Shares in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act are also considered Eligible QIBs |
| Escrow Account | Non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, opened in the name and style "MARATHON NEXTGEN REALTY LTD – QIP ESCROW A/C" with the Escrow Bank, subject to the terms of the Escrow Agreement into which the Application Amount payable by the Bidders in connection with the subscription to the Equity Shares pursuant to the Issue shall be deposited and from which refunds, if any, shall be remitted, as set out in the Application Form |
| Escrow Agreement | Agreement dated June 23, 2025, entered into by and amongst our Company, the Escrow Bank and the Lead Manager for collection of the Application Amounts and remitting refunds, if any, of the amounts collected, to the Bidders |
| Escrow Bank | HDFC Bank Limited |
| Floor Price | Floor price of ₹ 584.34 for each Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company may offer a discount of not more than 5% on the Floor Price in accordance with the approval of the Shareholders accorded through a special resolution passed through a postal ballot dated December 14, 2024 and in terms of Regulation 176(1) of the SEBI ICDR Regulations |
| Gross Proceeds | The gross proceeds of the Issue that will be available to our Company |
| Issue | The offer, issue and Allotment of up to [●] Equity Shares each at a price of ₹ [●] per Equity Share, including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] lakhs to Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and the rules made thereunder |
| Issue Closing Date | [●], 2025, the date after which our Company (or the Lead Manager on behalf of our Company) shall cease acceptance of Application Forms and the Application Amount |
| Issue Opening Date | June 23, 2025, the date on which our Company (or the Lead Manage on behalf of our Company) shall commence acceptance of the Application Forms and the Application Amount |
| Issue Period | Period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which Eligible QIBs can submit their Bids along with the Application Amount |
| Issue Price | A price per Equity Share of ₹ [●], including a premium of ₹ [●] per Equity Share |
| Issue Size | The issue of up to [●] Equity Shares aggregating up to ₹ [●] lakhs |
| Lead Manager or LM | JM Financial Limited |
| Monitoring Agency | India Ratings and Research Private Limited |
| Monitoring Agency Agreement | The agreement dated June 23, 2025 entered into between our Company and the Monitoring Agency |
| Net Proceeds | The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue |

| Term | Description |
|---|---|
| Placement Agreement | Placement agreement dated June 23, 2025, by and among our Company and the Lead Manager |
| Placement Document | Placement document to be issued in accordance with Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 and the rules made thereunder |
| Preliminary Placement Document | This preliminary placement document cum application form, dated June 23, 2025 issued in accordance with Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 and the rules made thereunder |
| QIB/ Qualified Institutional Buyer | Qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations |
| QIP | Qualified institutions placement, being a private placement to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 read with the PAS Rules |
| Refund Amount | The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Application Amount submitted by such Bidder pursuant to the Issue |
| Refund Intimation | The letter from our Company to relevant Bidders intimating them of the Refund Amount, if any, to be refunded to their respective bank accounts |
| Relevant Date | June 23, 2025, which is the date of the meeting in which the Board or any authorised committee of our Board decided to open the Issue |
| Stock Exchanges | Together, NSE and BSE |
| Successful Bidders | The Bidders who have Bid at or above the Issue Price, duly paid the Application Amount along with the Application Form and who will be Allocated Equity Shares pursuant to the Issue |
| Working Day | Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India |

### Conventional and General Terms/ Abbreviations

| Term | Description |
|---|---|
| AGM/ Annual General Meeting | Annual general meeting |
| AIF(s) | Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations |
| BIFR | Board for Industrial and Financial Reconstruction |
| BSE | BSE Limited |
| CAGR | Compounded Annual Growth Rate |
| Category I FPI | FPIs who are registered with SEBI as “Category I foreign portfolio investors” under the SEBI FPI Regulations |
| Category II FPI | FPIs who are registered with SEBI as “Category II foreign portfolio investors” under the SEBI FPI Regulations |
| CDSL | Central Depository Services (India) Limited |
| CIN | Corporate identification number |
| Civil Procedure Code | The Code of Civil Procedure, 1908 |
| Companies Act, 1956 | The erstwhile Companies Act, 1956 and the rules made thereunder |
| Companies Act, 2013 | Companies Act, 2013 read with the rules, regulations, clarifications and modifications thereunder |
| Consolidated FDI Policy | The consolidated FDI policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time |
| COVID–19 | A public health emergency of international concern as declared by World Health Organization on January 30, 2020 and a pandemic on March 11, 2020 |
| CSR | Corporate social responsibility |
| Depositories Act | The Depositories Act, 1996 |
| Depository | A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 |
| Depository Participant | A depository participant as defined under the Depositories Act, 1996 |
| DIN | Director Identification Number |
| DPIIT | Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (*formerly Department of Industrial Policy and Promotion*), GoI |
| EGM | Extraordinary general meeting |
| ESG | Environment, Social and Governance |
| FBIL | Financial Benchmark India Private Limited |
| FDI | Foreign direct investment |
| FEMA | The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder |

| Term | Description |
|---|---|
| FEMA Rules | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| Financial Year/Fiscal | The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year |
| Form PAS-4 | Form PAS-4 as prescribed under the PAS Rules |
| FPIs | A foreign portfolio investor who has been registered under Chapter II of the SEBI FPI Regulations and shall be deemed to be an intermediary in terms of the provisions of the Securities and Exchange Board of India Act, 1992 |
| Fraudulent Borrower | An entity or person categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| FVCI | Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI |
| GAAP | Generally accepted accounting principles |
| GDP | Gross Domestic Product |
| GoI | The Government of India |
| GST | Goods and Services Tax |
| ICAI | Institute of Chartered Accountants of India |
| IFRS | International Financial Reporting Standards |
| Income Tax Act | Income-tax Act, 1961 |
| Ind AS | The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended |
| Ind As Rules | Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| INR or ₹ or Rs. or Indian Rupees | Indian Rupee, the official currency of the Republic of India |
| IT | Information Technology |
| MCA | The Ministry of Corporate Affairs, GoI |
| Mn | Million |
| MoU | Memorandum of understanding |
| Mutual Funds | Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| N.A. or NA | Not Applicable |
| NAV | Net Asset Value |
| NEAT | National Exchange for Automated Trading |
| NR/ Non-resident | A person resident outside India, as defined under the FEMA and includes an NRI |
| NRI | Non-Resident Indian |
| NSDL | National Securities Depository Limited |
| NSE | National Stock Exchange of India Limited |
| ODI | Offshore Derivative Instruments |
| p.a. | Per annum |
| PAN | Permanent account number |
| PAS Rules | The Companies (Prospectus and Allotment of Securities) Rules, 2014 |
| RBI | The Reserve Bank of India |
| Regulation S | Regulation S under the U.S. Securities Act |
| ROE | Return on Equity |
| ROCE | Return on Capital Employed |
| Rs/Rupees/Indian Rupees/₹ | The legal currency of India |
| SCRA | Securities Contract (Regulation) Act, 1956 |
| SCRR | The Securities Contracts (Regulation) Rules, 1957 |
| SDD | System Driven Disclosures |
| SEBI | The Securities and Exchange Board of India constituted under the SEBI Act |
| SEBI Act | The Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 |
| SEBI ICDR Regulations | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 |
| SEBI Insider Trading Regulations | Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |

| Term | Description |
|---|---|
| SEBI SBEB Regulations | Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| SEBI Takeover Regulations | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| STT | Securities Transaction Tax |
| U.S. GAAP | Generally Accepted Accounting Principles in the United States of America |
| U.S. Securities Act | The United States Securities Act of 1933, as amended |
| UPSI | Unpublished price sensitive information |
| US$/ USD/ US Dollar | United States Dollar, the official currency of the United States of America |
| USA/ U.S./ US | United States of America |
| VCF | Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be |
| Wilful Defaulter | An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations |

**Industry related definitions**

| Term | Description |
|---|---|
| Adjusted EBITDA | Adjusted EBITDA is calculated as EBITDA plus finance cost charged in cost of sales (including share of profit from Joint Ventures) |
| Adjusted EBITDA Margin | Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by total income |
| Area sold | Area sold refers to the total carpet area of properties sold during the financial year, measured in square feet. |
| Booking Value | Booking value is calculated as the total agreement value of residential/commercial units sold during the financial year |
| Carpet Area | Carpet Area is actual usable area of the property and excludes walls and common area |
| Collections | Collections for the year include amounts from areas sold during the year and advances received from customers, net of taxes. |
| Completed Projects | Completed projects refer to developments that have been fully constructed, finished, and handed over to buyers or occupants. These projects have obtained all necessary approvals, clearances, and occupancy certificates from relevant authorities. Completed Projects are ready for immediate use, whether for residential or commercial purposes |
| Developable Area | Total area which we develop in each project, and includes Carpet Area, common area, service and storage area, as well as other open areas, including car parking |
| EBITDA | EBITDA is calculated as profit before tax plus depreciation and amortization expenses plus finance cost |
| EBITDA Margin | EBITDA Margin is calculated as EBITDA divided by total income |
| Land Reserves | Land reserves refer to parcels of land that are set aside for future development, investment, or strategic purposes. |
| Launch | Date of RERA approval or the date on which units in a project are offered for sale to the customers |
| MCGM | Municipal Corporation of Greater Mumbai |
| MMR | Mumbai Metropolitan Region |
| Micro Market | A neighbourhood in a metropolitan city |
| Net Debt | Net debt is calculated as total borrowing (current plus non-current borrowings) less cash and cash equivalent |
| Net Worth | Net worth is calculated as owner equity which is share capital plus other equity plus share application money pending allotment and excluding non-controlling interest |
| Ongoing Projects | Such projects of our Company for which (i) construction or development activities have commenced; (ii) all approvals for commencing construction and development have been obtained; and (iii) where any right and/or interest in the land is held directly by our Company and/or its Subsidiaries in which our Company has a stake |
| PAT | Profit after tax |
| PAT Margin | Profit after tax margin for the year / period (%) is calculated by dividing profit after tax for the year by total income |
| Portfolio | Collectively, Completed Projects, Ongoing Projects and Upcoming Projects |
| Rental Income | Rental Income refers to income from rent from Completed Projects (commercial) |
| sq. ft. | Square feet |
| sq. m. | Square meter |
| Total Assets | Total assets is calculated as a sum total of all assets i.e. current assets and non-current assets |
| Unsold Inventory | Unsold inventory refers to completed or under-construction real estate units, such as residential apartments, commercial spaces that have been developed by a builder or |

| Term | Description |
| --- | --- |
| | developer but have not yet been sold to buyers. These units remain available in the market for purchase and are tracked to assess market demand and supply dynamics. |
| Upcoming Projects | Such projects for which (i) approvals for the conversion of the land (wherever applicable) have been obtained; (ii) all approvals for commencing construction and development have not been obtained as of the relevant date; and (iii) where any right and/or interest in the land is held directly by our Company and/or the Subsidiaries in which our Company has a stake |

## SUMMARY OF BUSINESS

### Overview

We are a listed real estate developer with a legacy of over four decades, primarily operating in the Mumbai Metropolitan Region ("**MMR**"), including Panvel, Thane, Dombivli, Mulund, Bhandup, Lower Parel and Byculla. We have a diversified portfolio, which includes commercial projects and residential projects with a focus on luxury, mid-size/township developments and affordable residential projects. As of March 31 2025, we have delivered over 15 projects covering approximately 26.65 lakhs sq. ft. of Carpet Area. We have firmly positioned ourselves as one of the prominent developers across some micro-markets *(Source: Liases Foras Report)*.

Our customer-centric approach, commitment to high-quality construction, and focus on timely project execution have helped us build a strong reputation in the MMR real estate markets. Awards such as the Ramkrishna Bajaj National Quality award in the service category and the award for MHQ Best Practices Competition are a testament to our commitment to high-quality. As on the date of this Preliminary Placement Document, we have a pipeline of 15 Ongoing and 6 Upcoming Projects, which covers a total Carpet Area of approximately 53.97 lakhs sq. ft.

Further, as of the date of this Preliminary Placement Document, MRPL and certain members of the Promoter Group, own approximately 418 acres of land, in the prime real estate micro markets in the MMR region. This includes 205 acres of land in Panvel, 130 acres of land in Bhandup, 83 acres of land in Dombivli. We believe that access to this large land bank through collaboration with MRPL and members of the Promoter Group, provides us an opportunity for future development of projects in prime and high-growth micro-markets

Our core strength is our execution skills which is supported by our in-house engineering, procurement, and construction ("**EPC**") capabilities, which helps us in ensuring the planning, scheduling and quality of the construction of our buildings. We employ advanced construction technologies such as Kumkang formwork (aluminum formwork technology which helps in faster completion of the construction works) and PERI formwork (a leading manufacturer and supplier of formwork and scaffolding systems) to ensure the structural integrity and longevity of the Grade-A certified buildings. We have on-site batching plants that produce high-grade concrete, ensuring quality project builds.

We believe that our focus on efficient project execution and timely delivery and quality construction, architecture and design have enabled us to establish a reputed brand which is reflected in the various awards, recognition and accolades received by us. Our projects have received industry recognitions, such as the "*Best Ultra Luxury Project of the Year*" at Zee Real Estate & Business Excellence Award in 2023 awarded to *Monte South*. We have also received awards for the "*Developer of the Year"* by Estrade Real Estate Awards in Singapore in 2021 and Ramkrishna Bajaj National Quality Award in 2017.

We believe that our ability to cater to diverse customer segments, i.e. luxury, mid-market and affordable segments, allows us to be diversified and offset any cyclicality and slowdown in any one particular segment. For instance, *Monte South*, our luxury project in Byculla comprising four high-rise towers was launched in 2013. As of March 2025, the project ranks third in the market in terms of total marketable supply, with 936 residential units. *(Source: Liases Foras Report)* Despite being launched over a decade ago, demand for *Monte South* remains strong, reflecting its lasting appeal and the quality of its offerings. *(Source: Liases Foras Report)* In fact, the project recorded the third highest sales with 80 units in the Byculla market in Fiscal 2025, highlighting its continued popularity among homebuyers. *(Source: Liases Foras Report)* Further, *Nexzone*, our residential township, located in Panvel offers 1, 2 and 2.5 BHK homes across 16 towers. We believe that *Nexzone* seeks to provide families with affordable and spacious living. Nexzone offers around 4,600 flats spread across 16 towers spanning 25.00 acres. As of March 2025, our project *Neovalley* ranks seventh in the Bhandup market in terms of total marketable supply, with 527 residential units. *(Source: Liases Foras Report)*. Our Completed Projects underscore our presence and our strength and capability in luxury, mid-range and affordable segments of the residential segment.

Marathon group has existed for the last four decades. Our Company has benefited from the leadership of Chetan Ramnikal Shah and Mayur Ramnikal Shah, who are educated from leading American universities and are qualified technocrats. As part of a strategic growth initiative in 2002, the Marathon group took over management control of the Bombay Stock Exchange ("**BSE**") listed Piramal Spinning and Weaving Mills Limited ("**PSWML**"), which was re-named as Marathon Nextgen Realty Limited on September 7, 2007, for the development of a real estate project on its land in South Mumbai's Lower Parel area. We settled PSWML's lenders and the 1,310 mill workers through the Board for Industrial and Financial Reconstruction ("**BIFR**") where we added 8 acres acquired from PSWML. In 2007, we acquired 12.20 acres of Khatau Mills, Byculla by leveraging our prior experience and by efficiently settling lenders and 6,020 mill workers through BIFR. Further, in 2015 we added the Lower Parel office development of *Futurex* to our portfolio and subsequently from 2017 onwards gradually acquired 5.85 acres of land in Bhandup. In 2019 we acquired Terrapolis Assets Private Limited and acquired Sanvo Resorts Private Limited. Further, in 2023 we acquired Nexzone Fiscal Services Limited.

On March 31, 2025, our Board, subject to Shareholders and statutory approvals, approved a draft scheme of amalgamation and arrangement ("**Scheme of Arrangement**") between our Company and Matrix Water Management Private Limited ("**MWMPL**"), Sanvo Resorts Private Limited ("**SRPL**"), Marathon Realty Private Limited ("**MRPL**"), Matrix Enclaves Projects Developments Private Limited ("**MEPDPL**"), Matrix Land Hub Private Limited ("**MLHPL**") and a wholly owned Subsidiary of our Company, Marathon Energy Private Limited ("**MEPL**") as amended pursuant to the resolution of our Board dated May 21, 2025. Pursuant to the Scheme of Arrangement:

a) amalgamation of MWMPL (land admeasuring about 33 acres in Panvel, Raigad) and SRPL (holding the project of Marathon Nexzone, on land admeasuring about 25 acres of land at Panvel, Raigad) are proposed to be amalgamated with our Company;

b) transfer of certain projects of MRPL including projects situated at Lower Parel, along with land admeasuring about 130 acres in Bhandup and 172 acres in Panvel, (Raigad) to our Company by way of a demerger;

c) transfer of project namely Marathon Nextown situated at Dombivli, Thane through the transfer of partnership interest of MRPL in Marathon Ener-gen LLP to Marathon Energy Private Limited ("**MEPL**"), a wholly-owned subsidiary of our Company, by way of a demerger;

d) transfer of project namely Marathon Nexworld owned by MEPDPL situated at Dombivli, Thane as well as land admeasuring about 49 acres in Dombivli to MEPL by way of a demerger; and

e) transfer of a project namely Marathon Nexworld owned by MLHPL situated at Dombivli, Thane as well as land admeasuring about 34 acres in Dombivli to MEPL by way of a demerger.

As a consideration of the Scheme of Arrangement, the Shareholders will receive equity shares and preference shares in accordance with the fair exchange ratio and fair share entitlement ratio. Further, the Scheme of Arrangement is intended to reduce the number of legal entities forming part of the Marathon group, simplify the structure of the Marathon group and reduce the managerial overlaps of administrative functions. While considering the valuation report issued by the registered valuer, our Board believed that fair value of each Equity Share should be revised upward to ₹575, against the value of ₹553 for each Equity Share, as determined by the registered valuer, with an intent to provide benefit to the public Shareholders of our Company.

## SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Preliminary Placement Document, including "***Risk Factors***", "***Use of Proceeds***", "***Issue Procedure***", "***Placement and Lock-up***" and "***Description of the Equity Shares***" on pages 39, 84, 257, 271 and 287, respectively.

| | |
|---|---|
| **Issuer** | Marathon Nextgen Realty Limited |
| **Face Value** | ₹ 5 per Equity Share |
| **Issue Size** | Aggregating up to ₹ [●] lakhs, comprising [●] Equity Shares of our Company* <br><br> A minimum of 10% of the Issue Size, i.e. at least [●] Equity Shares, shall be available for Allocation to Mutual Funds only, and the balance [●] Equity Shares shall be available for Allocation to all Eligible QIBs, including Mutual Funds. <br><br> In case of under-subscription in the portion available for Allocation only to Mutual Funds, such undersubscribed portion or part thereof may be Allotted to other Eligible QIBs. <br><br> **Subject to allotment of Equity Shares pursuant to the Issue* |
| **Floor Price** | ₹ 584.34 per Equity Share which has been calculated in accordance with Chapter VI of the SEBI ICDR Regulations <br><br> In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price. However, our Company may offer a discount of up to 5% on the Floor Price in accordance with the approval of the Shareholders accorded by way of a special resolution passed through a postal ballot dated December 14, 2024, and in terms of Regulation 176(1) of the SEBI ICDR Regulations |
| **Issue Price** | ₹ [●] per Equity Share of our Company (including a premium of ₹ [●] per Equity Share) |
| **Eligible Investors** | Eligible QIBs that are eligible to participate in the Issue and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations or restricted from participating in the Issue under the applicable laws including the SEBI ICDR Regulations. See "***Issue Procedure - Qualified Institutional Buyers***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages, 262, 273 and 281, respectively <br><br> The list of Eligible QIBs to whom this Preliminary Placement Document and Application Form is delivered will be determined by our Company in consultation with the Lead Manager, at their sole discretion |
| **Date of Board Resolution approving the Issue** | November 11, 2024 |
| **Date of Shareholders' Resolution (through postal ballot) approving the Issue** | December 14, 2024 |
| **Issue Procedure** | The Issue is being made only to Eligible QIBs in reliance of Section 42 of the Companies Act, read with Rule 14 of the PAS Rules, and other provisions of the Companies Act, 2013 and Chapter VI of the SEBI ICDR Regulations. For details, see "***Issue Procedure***" on page 257 |
| **Dividend** | Please see section "***Dividends***" and "***Description of the Equity Shares***" on pages 106 and 287, respectively |
| **Taxation** | Please see "***Taxation***" on page 291 |
| **Equity Shares issued, subscribed, fully paid up and outstanding prior to the Issue** | 5,12,08,140 Equity Shares of face value of ₹ 5 each |
| **Equity Shares issued, subscribed, fully paid up and outstanding immediately after the Issue** | [●] Equity Shares |
| **Listing** | Our Company has received in-principle approvals from BSE and NSE, each dated June 23, 2025, under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares to be issued pursuant to the Issue |
| **Trading** | The trading of the Equity Shares would be in dematerialized form and only in the cash segment of each of the Stock Exchanges <br><br> Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares, to be issued pursuant to this Issue, after |

| | |
|---|---|
| | Allotment and credit of Equity Shares to the beneficiary account with the Depository Participant, respectively |
| **Lock-up** | For details of the lock-up, see "***Placement and Lock-up***" on page 271 for a description of restrictions on our Company and Promoters in relation to Equity Shares |
| **Transferability Restrictions** | Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. Allotments made to VCFs, and AIFs in this Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. Also see, "***Issue Procedure***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 257, 273 and 281, respectively |
| **Use of Proceeds** | The gross proceeds of the Issue will aggregate to approximately ₹ [●] lakhs. The net proceeds of the Issue, after deducting fees, commissions and expenses of the Issue, is expected to be approximately ₹ [●] lakhs. See "***Use of Proceeds***" on page 84 for information regarding the use of Net Proceeds from the Issue |
| **Risk Factors** | See "***Risk Factors***" on page 39 for a discussion of risks you should consider before deciding whether to subscribe to Equity Shares pursuant to this Issue |
| **Closing Date** | Allotment of the Equity Shares offered pursuant to the Issue is expected to be made on or about [●], 2025 |
| **Status, Ranking and Dividend** | Equity Shares being issued pursuant to the Issue shall be subject to the provisions of our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including rights in respect of voting rights and dividends<br><br>Our Shareholders (who hold Equity Shares as on record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, 2013, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in Shareholders' meetings on the basis of one vote for every Equity Share held. See "***Dividends***" and "***Description of the Equity Shares***" on page 106 and page 287, respectively |
| **Security Codes for the Equity Shares** | **ISIN:** INE182D01020<br>**BSE Code:** 503101<br>**NSE Code:** MARATHON |

## SELECTED FINANCIAL INFORMATION

The following tables set forth our selected financial information and should be read together with the applicable financial statements included in the section titled "***Financial Information***" on page 305.

This selected financial information should be read in conjunction with the sections titled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Financial Information***", on pages 107 and 305, respectively.

*[The remainder of this page has intentionally been left blank]*

## SUMMARY OF THE AUDITED CONSOLIDATED BALANCE SHEET

(*₹ in lakhs*)

| | Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| 1 | **Non-current assets** | | | |
| | (a) Property, Plant and Equipment | 1,158.84 | 976.52 | 830.45 |
| | (b) Investment Property | 9,765.93 | 14,843.70 | 14,948.47 |
| | (c) Goodwill on consolidation | 12,820.46 | 12,799.61 | 12,522.52 |
| | (d) Investment in Joint Ventures | 10,091.34 | 7,284.81 | 3,779.29 |
| | (e) Financial Assets | | | |
| | (i) Investments | 869.70 | 776.55 | 693.38 |
| | (ii) Loans | 61,885.82 | 71,258.60 | 77,900.01 |
| | (iii) Other Financial Assets | 2,467.60 | 2,967.18 | 830.06 |
| | (f) Deferred Tax Assets (Net) | 249.84 | 295.48 | 6.68 |
| | (g) Current Tax Assets (Net) | 999.21 | 33.61 | 581.46 |
| | (h) Other Non-current Assets | 146.64 | 250.97 | 347.06 |
| | **Total Non - Current Assets** | **1,00,455.38** | **1,11,487.03** | **1,12,439.38** |
| 2 | **Current assets** | | | |
| | (a) Inventories | 65,547.49 | 62,039.69 | 51,786.30 |
| | (b) Financial Assets | | | |
| | (i) Investment | - | - | 413.55 |
| | (ii) Trade Receivables | 9,529.04 | 9,437.39 | 4,333.10 |
| | (iii) Cash and Cash Equivalents | 1,814.14 | 1,035.08 | 3,097.58 |
| | (iv) Bank balances other than (iii) above | 7,365.59 | 8,275.93 | 7,280.80 |
| | (v) Loans | 19,780.92 | 26,202.76 | 27,064.36 |
| | (vi) Other Financial Assets | 312.19 | 124.87 | 3,766.33 |
| | (c) Other Current Assets | 4,941.51 | 5,259.69 | 5,139.48 |
| | **Total Current Assets** | **1,09,290.88** | **1,12,375.41** | **1,02,881.50** |
| | **Total Assets (1+2)** | **2,09,746.26** | **2,23,862.44** | **2,15,320.88** |
| **EQUITY AND LIABILITIES** | | | | |
| 1 | **EQUITY** | | | |
| | (a) Equity Share Capital | 2,560.41 | 2,558.56 | 2,316.21 |
| | (b) Other Equity | | | |
| | (i) Equity Attributable to the owner of the company | 1,16,137.15 | 97,007.26 | 76,203.93 |
| | (c) Non Controlling Interest | 1,565.08 | 1,167.12 | 810.74 |
| | **Total Equity** | **1,20,262.64** | **1,00,732.94** | **79,330.88** |
| | **LIABILITIES** | | | |
| 2 | **Non-current liabilities** | | | |
| | **(a) Financial Liabilities** | | | |
| | (i) Borrowings | 37,791.25 | 58,262.92 | 77,915.97 |
| | (ii) Other Financial Liabilities | 417.84 | 467.53 | 391.35 |
| | (b) Provisions | 389.05 | 8,668.47 | 7,375.16 |
| | (c) Other Non Current Liabilities | 33.37 | 41.92 | 27.95 |
| | (d) Deferred Tax Liabilities (Net) | 29.25 | 47.63 | 64.69 |
| | **Total Non - Current Liabilities** | **38,660.76** | **67,488.47** | **85,775.12** |
| 3 | **Current liabilities** | | | |
| | **(a) Financial Liabilities** | | | |
| | (i) Borrowings | 18,235.07 | 17,829.93 | 8,967.94 |
| | (ii) Trade Payables | | | |
| | Total outstanding dues of micro and small enterprises | 1,529.86 | 1,399.00 | 1,622.11 |
| | Total outstanding dues of other than micro and small enterprises | 3,927.56 | 3,563.90 | 4,287.71 |
| | (iii) Other Financial Liabilities | 1,261.73 | 1,556.13 | 4,994.09 |
| | (b) Provisions | 6,797.03 | 3,837.18 | 2,559.04 |
| | (c) Current Tax liabilities (net) | 1,123.28 | 1,221.83 | 1,377.90 |
| | (d) Other Current Liabilities | 17,948.33 | 26,233.06 | 26,406.09 |
| | **Total Current Liabilities** | **50,822.86** | **55,641.03** | **50,214.88** |
| | **Total Equity and Liabilities (1+2+3)** | **2,09,746.26** | **2,23,862.44** | **2,15,320.88** |

## SUMMARY OF THE AUDITED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(*₹ in lakhs, unless stated otherwise*)

| | Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| I | Revenue from Operations | 58,013.53 | 70,461.50 | 71,653.43 |
| II | Other Income | 9,626.84 | 4,122.49 | 4,240.91 |
| **III** | **TOTAL INCOME (I+II)** | **67,640.37** | **74,583.99** | **75,894.34** |
| **IV** | **Expenses** | | | |
| | (a) Project Development Expenses | 39,084.14 | 37,988.77 | 39,796.58 |
| | (b) Changes in inventories of finished goods and construction work-in-progress | (3,432.24) | 3,939.37 | 2,918.26 |
| | (c) Employee Benefits Expense | 1,783.43 | 1,574.26 | 1,429.01 |
| | (d) Depreciation and Amortisation | 265.78 | 296.66 | 311.83 |
| | (e) Finance Costs | 5,876.91 | 9,094.91 | 12,252.81 |
| | (f) Other Expenses | 3,273.56 | 3,674.63 | 3,575.96 |
| | **TOTAL EXPENSES** | **46,851.58** | **56,568.60** | **60,284.45** |
| **V** | **PROFIT BEFORE TAX (III-IV)** | **20,788.79** | **18,015.39** | **15,609.89** |
| **VI** | **Tax Expense:** | | | |
| | (a) Current Tax | (4,470.00) | (4,975.00) | (3,873.00) |
| | (b) Deferred Tax | (31.88) | 336.87 | (460.88) |
| | (c) Excess provision of Tax related to earlier periods | (40.31) | (4.85) | (5.28) |
| | **TOTAL TAX EXPENSES** | **(4,542.19)** | **(4,642.98)** | **(4,328.60)** |
| **VII** | **PROFIT FOR THE YEAR** | **16,246.60** | **13,372.41** | **11,281.29** |
| **VIII** | Share of Profit / (Loss) in Joint Ventures | 2,806.53 | 3505.51 | 1,087.61 |
| **IX** | **Profit for the year (VII+VIII)** | **19,053.13** | **16,877.92** | **12,368.90** |
| **X** | **OTHER COMPREHENSIVE INCOME (OCI)** | | | |
| | **Items that will not be reclassified subsequently to Profit or Loss** | | | |
| | Net Gain / (Loss) on Fair Value of Equity Instruments | | | |
| | (i) Remeasurement of Defined Benefit Obligation | (19.55) | 0.79 | (24.58) |
| | (ii) Income Tax effect on above remeasurement | 4.63 | (0.20) | 5.41 |
| | **TOTAL OTHER COMPREHENSIVE INCOME/ (LOSS) [NET OF TAX]** | **(14.92)** | **0.59** | **(19.17)** |
| **XI** | **TOTAL COMPREHENSIVE INCOME FOR THE YEAR** | **19,038.21** | **16,878.51** | **12,349.73** |
| | **Profit for the year attributable to:** | | | |
| | (i) Owners of the Company | 18,655.02 | 16,647.35 | 12,098.74 |
| | (ii) Non-controlling interest | 398.11 | 230.57 | 270.19 |
| | | **19,053.13** | **16,877.92** | **12,368.93** |
| | **Other Comprehensive Income for the year attributable to:** | | | |
| | (i) Owners of the Company | (14.77) | 0.63 | (18.56) |
| | (ii) Non-controlling interest | (0.15) | (0.04) | (0.61) |
| | | **(14.92)** | **0.59** | **(19.17)** |
| | **Total Comprehensive Income for the year attributable to:** | | | |
| | (i) Owners of the Company | 18,640.25 | 16,647.98 | 12,080.15 |
| | (ii) Non-controlling interest | 397.96 | 230.53 | 269.58 |
| | | **19,038.21** | **16,878.51** | **12,349.73** |
| **XII** | **EARNING PER EQUITY SHARE (FACE VALUE OF ₹5) (IN ₹)** | | | |
| | (1) Basic | 37.21 | 34.43 | 26.12 |
| | (2) Diluted | 37.19 | 32.50 | 25.21 |

## SUMMARY OF THE AUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

(₹ *in lakhs*)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|
| **A CASH FLOW FROM OPERATING ACTIVITIES** | | | |
| **Net Profit before tax:** | 20,788.79 | 18,015.39 | 15,609.89 |
| Adjustment for: | | | |
| Depreciation/Amortisation | 364.39 | 281.36 | 317.35 |
| Finance Cost | 5,876.91 | 9,094.91 | 12,252.81 |
| Interest Income | (3,954.05) | (3,770.85) | (3,528.52) |
| Profit on sale of Properties, Plants and Equipment's | 5.38 | 0.72 | 0.13 |
| Fair value of investment through Profit and Loss Account | (93.15) | (82.58) | (13.79) |
| Share of Profit / (loss) of Joint Ventures | | - | 628.84 |
| Employee Stock Option Compensation | 53.87 | - | 47.63 |
| Gain on Redemption of mutual fund | (5,515.75) | (1.47) | - |
| **Operating profit before Working Capital changes** | **17,526.39** | **23,537.48** | **25,314.34** |
| Adjustments for changes in Working capital | | | |
| (Increase)/Decrease in Inventories | (3,507.80) | (10,253.39) | 2,918.26 |
| (Increase)/Decrease in Trade Receivables | (91.65) | (5,104.29) | (543.04) |
| (Increase)/Decrease in Other Financial Assets - Non current and current | 312.26 | 1,504.34 | (1,734.01) |
| Increase/(Decrease) in Other Non current and current Assets | 422.51 | (24.12) | 405.99 |
| Increase/(Decrease) in Trade Payables and other Payable | 494.52 | (946.92) | 1,371.84 |
| (Increase)/Decrease in Other Financial Liabilities - Non current and current | (336.69) | (3,361.78) | 3,184.08 |
| Increase/(Decrease) in Other Non current and current Liabilities | (8,293.28) | (159.06) | (1,113.28) |
| Increase/(Decrease) in Provisions - Non current and current | (5,334.49) | 2,571.45 | 4,755.05 |
| Increase/(Decrease) in other Bank Balances | 910.34 | (996.51) | (212.96) |
| **Cash generated from/ (used in) operations** | **2,102.11** | **6,767.20** | **34,346.27** |
| Income taxes (paid) (Net) | (4,633.50) | (4,557.06) | (2,888.69) |
| **Net Cash from / (used in) operating activities** | **(2,531.39)** | **2,210.14** | **31,457.58** |
| **B CASH FLOW FROM INVESTING ACTIVITIES** | | | |
| Proceeds from sale of property, plant & equipment | (333.93) | (146.10) | (30.98) |
| Redemption of Non-current investments | - | 415.02 | 22,800.00 |
| Proceed from Sale of Immovable Property | 10,375.36 | - | - |
| Interest Income | 3,954.05 | 3,770.85 | 3,528.52 |
| Loan and advances given (Net) | 15,794.61 | 7,503.01 | (23,623.73) |
| Addition on acquisition of subsidiary | (24.10) | (454.37) | - |
| Increase in share of Non controlling Interest | - | 125.85 | - |
| **Net Cash from/(used in) investing activities** | **29,765.99** | **11,214.25** | **2,673.81** |
| **C CASH FLOW FROM FINANCING ACTIVITIES** | | | |
| Proceed from Long term and short term borrowings | 22,378.05 | 26,164.38 | 13,263.68 |
| (Repayment) of Long term and short term borrowings | (42,444.58) | (37,647.04) | (35,924.77) |
| Finance cost | (5,876.91) | (8,403.30) | (11,406.28) |
| Proceeds from issue of Share warrant | - | 4,860.00 | 1,620.00 |
| Proceed on issue of Shares under options | 7.38 | 7.41 | 64.82 |
| Dividend Paid | (519.48) | (468.33) | (230.98) |
| **Net Cash from/(used in) financing activities** | **(26,455.54)** | **(15,486.89)** | **(32,613.55)** |
| **Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)** | **779.06** | **(2,062.49)** | **1,517.85** |
| Cash and Cash Equivalents (Opening balance) | 1,035.08 | 3,097.58 | 1,579.73 |
| Cash and Cash Equivalents (Closing balance) | 1,814.14 | 1,035.08 | 3,097.58 |
| **NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS** | **779.06** | **(2,062.50)** | **1,579.73** |

## RELATED PARTY TRANSACTIONS

For details of the related party transactions during: (i) Fiscal 2025; (ii) Fiscal 2024; and (iii) Fiscal 2023, as per the requirements in accordance with Indian Accounting Standard ("**Ind AS**") notified under the Ind AS Rules read with Section 133 of the Companies Act, 2013, see "***Financial Information***" on page 305.

## RISK FACTORS

*This Issue and an investment in Equity Shares involve a high degree of risk. You should carefully consider the risks described below as well as other information in this Preliminary Placement Document before making an investment decision in the Issue. If any one or a combination of the risks described below actually occurs, our business, prospects, financial condition, results of operations and cash flows could be seriously affected, the trading price of our Equity Shares could decline and you may lose all or part of your investment. Unless specified in the risk factors below, we are not in a position to quantify the financial implications of any of the risks mentioned below. We have described the risks and uncertainties that our management believes are material but the risks set out in this Preliminary Placement Document may not be exhaustive or complete, and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material, as the case may be, in the future. This section should be read together with the sections, "**Management's Discussion and Analysis of Financial Condition and Results of Operations**", "**Industry Overview**", "**Our Business**", and "**Financial Information**" beginning on pages 107, 136, 213 and 305 of this Preliminary Placement Document, respectively, and other financial information included elsewhere in this Preliminary Placement Document. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Prospective investors should consult their own tax, financial and legal advisors about the particular consequences to them of an investment in the Issue.*

*This Preliminary Placement Document contains forward-looking statements that involve risks and uncertainties. Prospective investors should carefully consider the following risk factors as well as other information included in this Preliminary Placement Document prior to making any decision as to whether or not to invest in our Issue. For further details, see, "**Forward Looking Statements**" on page 19 of this Preliminary Placement Document. Any potential investor in, and purchaser of our Equity Shares should pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries.*

*Unless otherwise stated, references in this section to "we", "us", or "our" (including in the context of any financial or operational information) are to Marathon Nextgen Realty Limited, our Subsidiaries and Joint Ventures, on a consolidated basis, and references to "the Issuer" or "Our Company" are to Marathon Nextgen Realty Limited.*

*Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscals 2025, 2024 and 2023 included herein is based on the Audited Consolidated Financial Statements, included in this Preliminary Placement Document. For further information, see "**Selected Financial Information**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" and "**Financial Information**" on pages 34, 107 and 305, respectively.*

*Unless otherwise indicated or the context otherwise requires, the financial information included in this Preliminary Placement Document for Fiscal 2025 and Fiscal 2024 have been derived from our Fiscal 2025 Audited Consolidated Financial Statements and Fiscal 2024 Audited Consolidated Financial Statements, respectively. The Fiscal 2023 numbers presented in this Preliminary Placement Document are derived from the comparatives in the Fiscal 2024 Audited Consolidated Financial Statements to reflect the regrouping of line items in the Fiscal 2024 Audited Consolidated Financial Statements.*

*Unless otherwise indicated, all industry and market data used in this section has been derived from the report "Industry Research Report for Marathon Nextgen Realty" issued in June 2025 ("**Liases Foras Report**") prepared and released by Liases Foras and commissioned by us, exclusively for the purpose of the Issue. Our Company commissioned and paid for the Liases Foras Report pursuant to the engagement letter dated June 21, 2025. Liases Foras does not have any direct or indirect interest or relationship with our Company, its Promoters, its Subsidiaries, Joint Venture, Directors, Key Managerial Personnel or members of Senior Management. For risks in relation to commissioned reports, see "**Risk Factors – Industry information included in this Preliminary Placement Document has been derived from an industry report prepared by Liases Foras exclusively commissioned and paid for by us for such purpose**" on page 69. This Preliminary Placement Document also contains forward-looking statements that involve risk and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below in "**Forward-Looking Statements**" on page 19, and elsewhere in this Preliminary Placement Document.*

### Internal Risk Factors

*Risks Relating to Our Business*

1. ***All our real estate development activities are geographically concentrated in and around the Mumbai Metropolitan Region ("MMR"). Consequently, we are exposed to risks from economic, regulatory and other changes as well as natural disasters in the MMR, which in turn may have an adverse effect on our business, results of operations, cash flows and financial condition.***

Our business is significantly dependent on the performance of the residential real estate market particularly in MMR, where all our Completed, Ongoing and Upcoming Projects are located.

The table below sets forth details of Completed, Ongoing and Upcoming Projects as of March 31, 2025, in MMR:

| Region | Completed Projects | | Ongoing Projects | | Upcoming Projects | |
|---|---|---|---|---|---|---|
| | Number of Projects | Carpet Area (lakhs sq. ft.) | Number of Projects | Carpet Area (lakhs sq. ft.) | Number of Projects | Carpet Area (lakhs sq. ft.) |
| MMR | 15 | 26.65 | 15 | 22.28 | 6 | 31.69 |

The real estate market in MMR may be affected by various factors outside our control, including prevailing socio-economic and market conditions, changes in supply of and demand for real estate developments comparable to developments undertaken by us, changes in applicable governmental regulations and related policies, availability of financing for real estate projects and applicable interest rates, change in demographic trends, employment and income levels, among other factors.

According to the Liases Foras Report, in the MMR real estate market, the growth in new housing supply is in pace with the growth in annual demand for residential units on a year-on-year basis. This balance between supply and demand has led to stable unsold inventory, with a small decline in year-on-year inventory form the last year. As of Fiscal 2025, stalled units sits at 4.1 lakh units a merely 5% less compared to the previous year indicating a very stable market. (*Source: Liases Foras Report*)

These factors may contribute to fluctuations in real estate prices, rate of sales and the availability of land in the MMR and could also adversely affect the demand for and valuation of our Ongoing and Upcoming Projects. Consequently, our business, results of operations, cash flows and financial condition have been and will continue to be heavily dependent on the performance of, and the prevailing conditions affecting, the real estate market in the MMR.

2. ***We derived a substantial portion of our revenue from operations from our residential projects. Additionally, a significant portion of our residential projects are concentrated in the mid-segment residential category. Any adverse development in the demand for our residential projects may adversely impact our results of operations, cash flows and financial condition.***

We depend significantly on our residential real estate development business. During the Fiscals 2025, 2024 and 2023, we derived 57.42%, 31.73% and 35.84% and, respectively of our revenue from operations from our residential projects.

The table below provides details of revenue from operations generated from our commercial projects and residential projects during the periods set out below:

| Category | Fiscal 2025 | | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|---|---|
| | Total Revenue (in ₹ lakhs) | % of Revenue from Operations | Total Revenue (in ₹ lakhs) | % of Revenue from Operations | Total Revenue (in ₹ lakhs) | % of Revenue from Operations |
| Commercial | 13,827.18 | 23.83 | 38,073.98 | 54.04 | 35,040.70 | 48.90 |
| Residential | 33,312.11 | 57.42 | 22,354.77 | 31.73 | 25,682.30 | 35.84 |
| Others* | 10,874.24 | 18.74 | 10,032.75 | 14.25 | 10,930.43 | 15.25 |

**Others include other operating income, revenue sharing, rental income, interest income from project advances and deffered rent income*

Further, among our residential projects, we derived a significant portion of our revenue from operations from our projects categorized within the 'mid-segment', including *Nexzone*, *Neo Square*, *Neo Valley* and *Neo Park* during the Fiscals 2025, 2024 and 2023. As on March 31, 2025, the mid-segment and affordable residential category constitutes 59.10% and 40.90% of the revenue from residential projects and therefore, our revenue from operations is significantly dependent on our mid-segment residential projects. Any adverse impact or slowdown in sales or revenue from these mid-segment residential projects could have an adverse effect on our overall financial performance and the results of our operations.

The table below provides a break-up of our various residential categories during the Fiscals 2025, 2024 and 2023:

| Category | Fiscal 2025 | | | Fiscal 2024 | | | Fiscal 2023 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in lakhs) | % of revenue from residential projects | % of revenue from operations | Amount (₹ in lakhs) | % of revenue from residential projects | % of revenue from operations | Amount (₹ in lakhs) | % of revenue from residential projects | % of revenue from operations |
| Luxury* | - | - | - | - | - | - | - | - | - |
| Mid-segment | 19,687.76 | 59.10 | 33.94 | 21,297.00 | 95.27 | 30.23 | 23,038.67 | 89.71 | 32.15 |
| Affordable | 13,624.35 | 40.90 | 23.48 | 1,057.77 | 4.73 | 1.50 | 2,643.63 | 10.29 | 3.69 |
| **Total** | 33,312.11 | 100.00 | 57.42 | 22,354.77 | 100.00 | 31.73 | 25,682.30 | 100.00 | 35.84 |

** Revenue of operation for Monte South is not consolidated in the revenue from operation of our Company, since the developer of the Monte South, Swayam Realtors and Traders LLP is a Joint Venture of our Company.*

*Notes:*

1. *Luxury constitutes real estate project where currently majority of the residential units are in the budget range between ₹ 151 lakhs to ₹ 1,000 lakhs.*
2. *Mid-segment constitutes real estate project where currently majority of the residential units are in the budget range between ₹ 51 lakhs to ₹ 150 lakhs.*
3. *Affordable constitutes real estate project where currently majority of the residential units are in the budget range between ₹ 20 lakhs to ₹ 50 lakhs.*

As of March 31, 2025, 91.09% of our Ongoing Projects and 72.39% of our Upcoming Projects comprise our residential projects. We rely on our ability to understand the preferences of our residential customers and to develop projects that suit their needs. Our inability to provide customers with their preferences and distinctive designs or functionalities and quality construction or our failure to continually anticipate and respond to customer needs may affect our business and prospects and could lead to some of our customers favouring our competitors, which could, in turn, materially and adversely affect our business prospects, financial condition and results of operations.

3. ***There is no assurance that the Scheme of Arrangement will be approved by our Shareholders and other regulatory authorities or completed in a timely manner or at all. Disapproval of Scheme of Arrangement may lead to financial, operational, regulatory and reputational consequences which may further impact the business of our Company.***

On March 31, 2025, our Board, subject to Shareholders and statutory approvals, approved a draft scheme of arrangement ("**Scheme of Arrangement**") between our Company and Matrix Water Management Private Limited ("**MWMPL**"), Sanvo Resorts Private Limited ("**SRPL**"), Marathon Realty Private Limited ("**MRPL**"), Matrix Enclaves Projects Developments Private Limited ("**MEPDPL**"), Matrix Land Hub Private Limited ("**MLHPL**") and a wholly owned Subsidiary of our Company, Marathon Energy Private Limited ("**MEPL**"), as amended pursuant to the resolution of our Board dated May 21, 2025. Pursuant to the Scheme of Arrangement:

a) amalgamation of MWMPL (land admeasuring about 33 acres in Panvel, Raigad) and SRPL (holding the project of Marathon Nexzone, on land admeasuring about 25 acres of land at Panvel, Raigad) are proposed to be amalgamated with our Company;

b) transfer of certain projects of MRPL including projects situated at Lower Parel, along with land admeasuring about 130 acres in Bhandup and 172 acres in Panvel, (Raigad) to our Company by way of a demerger;

c) transfer of project namely Marathon Nextown situated at Dombivli, Thane through the transfer of partnership interest of MRPL in Marathon Ener-gen LLP to Marathon Energy Private Limited ("**MEPL**"), a wholly-owned subsidiary of our Company, by way of a demerger;

d) transfer of project namely Marathon Nexworld owned by MEPDPL situated at Dombivli, Thane as well as land admeasuring about 49 acres in Dombivli to MEPL by way of a demerger; and

e) transfer of a project namely Marathon Nexworld owned by MLHPL situated at Dombivli, Thane as well as land admeasuring about 34 acres in Dombivli to MEPL by way of a demerger.

As a consideration of the Scheme of Arrangement, the Shareholders will receive equity shares and preference shares in accordance with the fair exchange ratio and fair share entitlement ratio. Further, the Scheme of Arrangement is intended to reduce the number of legal entities forming part of the Marathon group, simplify the structure of the Marathon group and reduce the managerial overlaps of administrative functions. While considering the valuation report issued by the registered valuer, our Board believed that fair value of each Equity Share should be revised upward to ₹575, against the value of ₹553 for each Equity Share, as determined by the registered valuer, with an intent to provide benefit to the public Shareholders of our Company. For further details, please refer to "***Our Business** - **Overview***" on page 214. As of the date of this Preliminary Placement Document, the Scheme of Arrangement is yet to be approved by our Shareholders and is subject to receipt of various regulatory approvals required such the National Company Law Tribunal, Mumbai bench ("**NCLT**"), BSE Limited, National Stock Exchange of India Limited, SEBI, approval from our lenders and other relevant government and regulatory filings.

In the event wherein our Shareholders do not approve the Scheme of Arrangement or any of consents, approvals, permissions, resolutions, agreements, sanctions or conditions enumerated in the Scheme of Arrangement are not obtained or complied with or for any other reason, the Scheme of Arrangement cannot be implemented, the proposed Scheme of Arrangement shall become null and void, which may adversely affect the business strategy to efficiently utilize the land currently owned by MRPL and other entities owned and controlled by our Promoters, forming part of the Scheme of Arrangement.

Further, implementation of the Scheme of Arrangement in its current or modified form, may result in the dilution of the shareholding of the existing shareholders of our Company. Further, as per the draft Scheme of Arrangement, in the event the shareholding of the promoter group gets diluted due to this Issue, the Board of Directors will then have flexibility to issue additional equity shares to the promoter group in lieu of reduction in number of preference shares up to the permissible limit of the minimum public shareholding at that particular point of time. There can be no assurance that such dilution will not adversely affect the trading price of the Equity Shares, or the returns expected by investors participating in this Issue.

4. ***We may face significant challenges in identifying and securing appropriate land in the MMR, Pune and Bangalore due to scarcity of land and intense competition, which could impact our business and growth opportunities. Further, we may not be able to identify risks and liabilities associated with the land which we may acquire in the future, which may adversely impact our business prospects and financial performance.***

Our operations are currently focused primarily within the MMR. The availability of land for development within the MMR, Pune and Bangalore is constrained by a limited supply and a shortage of developable land, making it both costly and highly competitive. In addition, the use and development of land is subject to regulations by various local authorities.

We have an internal assessment process for land selection and acquisition, which includes a due diligence exercise to assess the title of the land and its suitability for development and marketability. Our internal assessment process is based on information that is available or accessible to us. We cannot assure you that such information is accurate, complete or current, and any decision based on inaccurate, incomplete or outdated information may result in certain risks and liabilities associated with the acquisition of such land, which could adversely affect our business and growth prospects.

We acquire land parcels across various locations, with the goal of consolidating them into a unified land area for future development. While we have successfully acquired contiguous parcels in the past, there is no guarantee that we will be able to secure such parcels in the future or on terms that are favorable to us. This could impact our ability to merge land holdings into a cohesive contiguous development area. If we are unable to acquire the necessary land, it may delay or even force us to adjust or abandon certain projects, potentially preventing us from realizing a return on our initial investments and affecting our overall Land Reserves assessments. Additionally, land acquisitions can be complicated by disputes between local governments and residents, particularly regarding compensation or relocation. These issues could slow the land acquisition and development process, and we cannot guarantee that such disputes will be resolved efficiently or to our satisfaction. Furthermore, acquiring larger land parcels may require us to pay premium prices, which could affect the financial viability of our projects.

In addition, due to the increased demand for land in connection with the development of residential, commercial and retail properties, we may experience increased competition in our attempt to acquire land in the geographical areas in which we operate and the areas in which we anticipate operating in the future.

Moreover, due to scarcity of land and the high cost of acquisition of land in Mumbai, our future supply may be impacted and we may be required to acquire land and develop projects in peripheral areas outside MMR, Pune and Bangalore, which may not be suitable to our business strategy. According to the Laises Foras Report, in recent years, a noticeable decline in the volume of new supply in MCGM has been observed. This trend is not isolated to MCGM alone, but is also seen in other prominent areas of MMR, such as Navi Mumbai and Thane, which were once major drivers of new supply in the region. The decreasing new supply in these traditionally high-demand areas suggests a shift in the real estate development focus within MMR. Developers are increasingly turning to the peripheral and fringe areas of the region, where land availability is higher and costs are comparatively lower.

Further, as described in the "***Use of Proceeds***" beginning on page 84, we intend to use a portion of the proceeds from the Issue for payment towards acquisition of land or land development rights. The amount of Net Proceeds identified for acquisitions is based solely on our management's estimates. However, as of date of this Preliminary Placement Document, while we have entered into one memorandum of understanding and received certain letter of intent for the identified land, we have not entered into any definitive agreements and do not have any definite and specific commitments for acquisitions. We may not be able to conclude such agreements or commitments on terms anticipated by us, or at all. As a result, subject to compliance with requirements under the Companies Act and the SEBI ICDR Regulations, our planned use of the proceeds of the Issue may change in ways which may not align with your interests.

Moreover, the availability of land, as well as its use and development, is subject to regulation by various local authorities. For example, if a specific parcel of land has been deemed as agricultural land, depending on its location, no commercial or residential development may be permitted beyond certain specified timelines or without the prior approval of the local authorities, as applicable. Further, certain land parcels can be subject to reservations, including reservations for railway lines, dams, freight corridors and road widening. Further, certain areas may fall under eco-sensitive or buffer or green or forest zone, and due to such zoning, there may be restrictions on carrying out developmental activities in accordance with the applicable development regulations. We may also be required by applicable laws or court orders to incur expenditures and undertake activities in addition to real estate development on certain portions of our Land Reserves. Accordingly, our inability to acquire parcels of land or any restrictions on use of our land or development thereof may adversely affect our business and growth prospects.

5. ***We have 15 Ongoing Projects and 6 Upcoming Projects as of March 31, 2025. Certain Ongoing or Upcoming Projects may not be completed by their expected completion date or could face delays in completion. Such setbacks could have a negative impact on our business, operational results, and financial condition.***

We have 15 Ongoing Projects with a Carpet Area of 22.28 lakhs sq. ft. and 6 Upcoming Projects with an estimated Carpet Area of 31.69 lakhs sq. ft. as of March 31, 2025.

Set forth are the details of the units sold, units unsold and pending possession to customers for our Completed and Ongoing Projects as of March 31, 2025:

| Particulars | Ongoing Projects* | Completed Projects |
|---|---|---|
| Units sold | 2,792 | 2,855 |
| Units unsold | 1,034 | 407 |
| Possession pending | 2,792 | Nil |

* *The expected period for completion of our Ongoing Projects is between December 2025 to June 2028.*

Our Ongoing and Upcoming Projects may be subject to significant changes and modifications from our currently estimated management plans and timelines as a result of factors outside our control, including, among others:

- defects or challenges to our land titles, including failure or delay in obtaining consent of current occupants;
- expiration of agreements to develop land or leases, and our inability to renew them in time or at all;
- lack of availability of financing;
- legal proceedings initiated against us, landowners or development partners by third parties or regulatory authorities seeking to restrain development of our projects;
- failure or delay in securing necessary statutory or regulatory approvals and permits for us to develop some of our projects;
- natural disasters, weather conditions and geopolitical events such as the recent conflict between Russia and Ukraine;
- outbreak of pandemics such as COVID-19;
- supply chain disruptions leading to material shortages in requisite building materials and logistics problems resulting in delays in the transportation of materials; and
- the risk of decreased market demand subsequent to the launch of a project.

Such changes and modifications to our timelines may have a significant impact on our Ongoing and Upcoming Projects, and consequently, we may not develop these projects as contemplated, or at all, which may have an adverse effect on our business, results of operations and financial condition. Such delays will have an impact on the proposed quick monetization timelines of land parcels after acquisition of such land under the outright model. Further, if there are any revisions made to the existing plans, approvals, permits or licenses granted for our Ongoing Projects by relevant authorities, then we may, as a result of such revisions, be required to undertake unplanned rework, including demolition on such projects. Such an occurrence may result in time and cost overruns in our Ongoing Projects. For example, completion of one of the Completed Projects, namely, Marathon Nexzone, developed by our, Subsidiary, Sanvo Resorts Private Limited has been delayed in the past due to delay in receipt of regulatory approvals and construction delays due to COVID-19 as a result of which we were required to pay a compensation of ₹ 167.99 lakhs to the customers. Similar delays in other Ongoing Project, which require us to pay a compensation to our customers, may affect the overall profitability of the project and therefore adversely affect our business, results of operation and financial condition.

In addition, some of the sale agreements which we enter into with our residential and commercial customers contain penalty clauses wherein we are liable to pay interest payments to our customers due to completion delays. Some of our customers in our Completed and Ongoing Projects have experienced delays in the past. These delays, in many cases due to factors beyond our control, are generally less than six months but have in a few exceptional cases been up to 18 months. Further, a buyer of our residential unit may also terminate their arrangements with us if we fail to deliver the unit as per the timelines mentioned under the sale agreement, and we may be liable to refund the amount along with interest. The aggregate penalties we may be liable to pay in the event of delays may affect the overall profitability of the project and therefore adversely affect our business, results of operations and financial condition.

6. ***We have significant amount of debt, which may impact our ability to secure future financing, either on favorable terms or potentially at all, and could hinder our ability to pursue our growth strategy.***

As of March 31, 2025, our total borrowings amounted to ₹ 56,026.32 lakhs, which includes ₹ 18,235.07 lakhs of current borrowings (including current maturity of long-term debt) and ₹ 37,791.25 lakhs of non-current borrowings.

Set forth are the details of our borrowings as of March 31, 2025:

| Particulars | As of March 31, 2025 |
|---|---|
| Total outstanding borrowing[(1)] (amount ₹ in lakhs) | 56,026.32 |
| Cost of borrowing[(2)] (amount ₹ in lakhs) | 10,151.60 |
| Average cost of borrowing as a % of total borrowing[(3)] | 12.26 |
| Net debt[(4)] (amount ₹ in lakhs) | 54,212.18 |
| Interest coverage ratio[(5)] | 1.74 |
| Debt service coverage ratio[(6)] | 0.66 |
| Liquidity ratio[(7)] | 2.15 |

*Notes:*

1. *Total outstanding borrowing is computed as sum of borrowings disclosed in the Audited Consolidated Financial Statements under non – current liabilities and current liabilities.*
2. *Cost of borrowing include finance costs added to work in progress as well charged to profit and loss.*
3. *Average cost of borrowing as a % of total borrowing is computed weighted average cost of borrowing.*
4. *Net debt is computed as outstanding total borrowing less cash and cash equivalent disclosed in our Audited Consolidated Financial Statements.*
5. *Interest coverage ratio is computed as EBITDA/ finance costs.*
6. *Debt service coverage ratio is computed as EBITDA/ finance costs + debt repaid during the year.*
7. *Liquidity ratio is computed as current ratio i.e. current assets/ current liability.*

Real estate development involves significant expenses, a large part of which we fund through financing from banks and other financial institutions. We typically meet our requirements for funding the development of our projects from external debt availed from banks and financial institutions. Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows and our capacity to service debt in a rising interest rate environment. If we are unable to sell or lease our inventory of units, our working capital requirements are likely to increase significantly and may thereby adversely impact our operations. All these factors may result in increases in the amount of our receivables and short-term borrowings.

We will continue to incur indebtedness in the future. We cannot assure you that we will be able to refinance our borrowings as they mature, in which case we will need to repay our borrowings with cash generated from our operating activities or some other sources. We also cannot assure you that our business will generate sufficient cash flow from operations to repay our borrowings as they mature. Repaying borrowings with cash generated by operating activities will divert our financial resources from land acquisitions and development activities.

We may not be successful in obtaining additional funds in a timely manner, on favorable terms or at all. If we do not have access to funds required, we may be required to delay or abandon some or all of our Upcoming Projects or to reduce planned expenditure and advances to obtain land development rights and reduce the scale of our operations. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, which could have a material adverse effect on our business, cash flow, results of operations and financial condition. If we decide to raise additional funds through the issuance of equity, it would result in a dilution of the shareholding of existing shareholders.

Our financing documentation contain certain restrictive covenants that limit our ability to undertake certain types of actions, any of which could adversely affect our business and financial condition. Our Company is required to obtain prior approval from and provide prior information to our lenders for, among other things, change in control of our Company and change in capital structure. We have obtained the necessary consents required under the relevant financing documentation for undertaking the activities in relation to the Issue. Any failure in the future to satisfactorily comply with any condition or covenant under our financing agreements (including technical defaults) may lead to termination of one or more of our credit facilities, immediate repayments of our credit facilities or disclose our name as defaulters, any of which may adversely affect our business, financial condition and results of operations. Although we have not defaulted on our financial obligations and have been in compliance with covenants in the past, we cannot assure you that we will be able to comply with all such financial obligations and covenants in the future. Further, we have granted security interests over certain of our assets, including charge on our present and future current assets and on our present and future movable and immovable fixed assets, in order to secure our borrowings, and any failure to satisfy our obligations under such borrowings could lead to the forced sale and seizure of such assets, which may adversely affect our business, financial condition and results of operations.

Some of our loan facilities require us to secure them by way of irrevocable and continuing guarantees for due repayment of secured obligation. For instance, our Promoters, Marathon Realty Private Limited, Chetan Ramniklal Shah and Mayur Ramniklal Shah, have provided personal guarantees as security for certain loan facilities taken by our Company, in the ordinary course of business. For further details, please see "***Financial Information***" on page 305.

Further, any breach under our financing agreements could result in acceleration of our loan repayments or trigger a cross-default under our other financing agreements. In some of our financing agreements, the lender may, at its discretion, terminate or cancel the facility with immediate effect if we default under any other material agreements with any other financing institution, adversely affecting our business and financial condition.

7. ***We derive a substantial portion of our revenue from operations from our commercial projects. Further, our revenues, business, results of operations, cash flows and financial condition will suffer if we are unable to attract quality tenants for our commercial projects, renew our commercial leases or if the renewal of these leases is not on favorable terms.***

We depend significantly on our commercial real estate development business. During the Fiscals 2025, 2024 and 2023, we derived 23.83%, 54.04% and 48.90%, respectively of our revenue from operations from our commercial projects. For further details on revenue from operations generated from our commercial projects and residential projects, please see – "***We derived a substantial portion of our revenue from operations from our residential projects. Additionally, a significant portion of our residential projects are concentrated in the mid-segment residential category. Any adverse development in the demand for our residential projects may adversely impact our results of operations, cash flows and financial condition***" on page 40. The table below provides details of revenue from operations generated from our commercial projects during the periods set out below:

| Category | Fiscal 2025 | | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|---|---|
| | Total Revenue (in ₹ lakhs) | % of Revenue from Operations | Total Revenue (in ₹ lakhs) | % of Revenue from Operations | Total Revenue (in ₹ lakhs) | % of Revenue from Operations |
| Commercial | 13,827.18 | 23.83 | 38,073.98 | 54.04 | 35,040.70 | 48.90 |

Further, we receive rental income from the lease of our commercial project, Marathon Futurex. Set forth are the details of our revenue from lease rentals for Fiscals 2025, 2024 and 2023:

| Revenue | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|---|---|---|
| Lease rentals | 1,470.38 | 840.76 | 1,106.96 |

We compete for tenants with other commercial and retail projects on factors including location, maintenance, property management, occupancy rate, and rental prices. Any future increase in the supply of projects which compete with ours would increase the competition for tenants and, as a result, we may have to reduce rental rates or incur additional costs to make our properties more attractive. When the leases with our tenants expire, our tenants may not renew or may renew on terms less favorable to us than the terms of their original leases. We typically enter into lease agreements for five to ten years periods which are extendable for additional periods of five years or more, depending on the specific lease arrangement.

We are also dependent on timely payment of rentals by our lessees in order to meet our debt servicing obligations. Any delay or default in payment of lease rentals by our lessees may have an adverse impact on our cash flows.

Our ability to enter into such long-term arrangements with our tenants is largely dependent on our pricing policy. If a tenant vacates a property, we can expect to experience a vacancy for some period of time, as well as incur higher leasing costs, than if a tenant renews a property in a timely manner. We have in certain cases also entered into non-binding letters of intent to commit tenants to the lease of commercial space in certain of our projects prior to the completion of these developments. Our business, results of operations, cash flows and financial condition could be adversely affected if such prospective tenants fail to take up space and execute formal lease agreements. In addition, as online commerce continues to develop across India, our ability to attract and maintain quality tenants for our retail projects may be impacted by the change in retail customer's preference to purchase goods and services through online platforms, which, in turn, could affect our business, results of operations, cash flows and financial condition.

The demand for commercial properties, including office spaces, is closely tied to the economic health and performance of key end-user industries, such as information technology (“**IT**”), technology, and other sectors reliant on global supply chains. If these industries experience a slowdown due to external factors, such as the imposition of tariffs on imported goods or materials, the demand for office space and commercial leases could be adversely affected. Imposition of high tariffs could disrupt and adversely impact the revenues, profitability and growth of various key end-user industries, leading to reductions in hiring, downsizing, or even consolidation of office space. Such a slowdown may result in decreased demand for office space in our commercial properties, as companies may delay expansion plans, reduce their footprint, or transition to more cost-effective working arrangements such as remote work or hybrid models. We may experience high vacancies on account of such factors, which may adversely impact our revenues and business operations.

8. ***We are dependent on a limited number of our suppliers for adequate and timely supply of key raw materials at competitive rates and have not entered into any long-term supply contracts with our suppliers. Further, increased raw material costs may adversely affect our business, results of operations, cash flows and financial condition.***

Our principal raw materials include cement, sand, steel, brick, ready-mix concrete, wood and aluminum. In our business, timely procurement of these raw materials, the quality of the material and the price at which it is procured, plays an important role in the successful execution of any project. We typically execute purchase orders on a spot basis with our suppliers for each project and have not entered into any long-term supply contracts with our suppliers. Further, the prices and supply of these and other raw materials depend on factors not under our control, including general economic conditions, competition, production levels, transportation costs, taxes and duties. We cannot assure you that we would be able to continue to procure raw materials in a timely manner and at competitive prices or that we will not be affected in the event of any shortfall of supply since we do not have any definitive arrangements with our suppliers, which may adversely affect our business. If, for any reason, our primary suppliers of raw materials curtail or discontinue their delivery of such materials to us in the quantities we need and at prices that are competitive, our reputation and ability to meet our material requirements for our projects could be impaired, our construction schedules could be disrupted and our business, results of operations, cash flows and financial condition could suffer.

The table below sets forth details of our expenses for purchase of materials as a percentage of our revenue from operations during Fiscals 2025, 2024 and 2023:

| Particulars | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|---|---|---|
| Consumption of materials (A) (*in ₹ in lakhs*) | 8,624.38 | 6,233.76 | 6,362.20 |
| Revenue from operation (B) *(in ₹ in lakhs)* | 58,013.53 | 70,461.50 | 71,653.43 |
| Consumption of materials as a percentage of revenue from operation (%) (C) = (A) / (B) | 14.87 | 8.85 | 8.88 |

*Notes:*

1. *Consumption of material means procurement of goods and services for construction of the project.*
2. *Revenue from operations means revenue earned and recognized in the books of accounts as income from the business as per main objects of our Company.*

Further, during Fiscals 2025, 2024, and 2023, the contribution of our top 10 suppliers and our largest supplier to our total raw material costs is as follows:

| Particulars | Fiscal 2025 | | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|---|---|
| | Amount (₹ in lakhs) | Percentage of total purchases | Amount (₹ in lakhs) | Percentage of total purchases | Amount (₹ in lakhs) | Percentage of total purchases |
| Top 10 suppliers | 3,833.84 | 44.45 | 3,252.29 | 50.17 | 3,655.04 | 55.73 |
| Our largest supplier | 1,212.07 | 14.05 | 1,005.57 | 15.51 | 647.91 | 9.88 |

We have built strong relationships with suppliers which is essential for ensuring a smooth supply chain, quality materials, and timely delivery. These relationships are built on effective communication and mutual benefits. However, the loss of any of our key supplier could disrupt our operations, lead to delays, increase costs, or compromise the quality of materials, all of which could negatively impact our business performance, reputation, and financial stability.

9. ***Certain unsecured loans have been availed by us from our Promoters, Chetan Ramniklal Shah, Mayur Ramniklal Shah and MRPL which may be recalled at any time.***

As of March 31, 2025, the aggregate outstanding principal amount of unsecured loan amounted to ₹1,047.32 lakhs, which were in the form of loans from our Promoters, Chetan Ramniklal Shah, Mayur Ramniklal Shah and MRPL and which are recallable on demand. The table below sets out the details of such loans:

| Name of Lenders | Nature of Loan | Outstanding Amount as of March 31, 2025 (₹ in lakhs) | Rate of Interest and nature of the loan (in %) | Repayment Schedule | Restrictive Covenants | Purpose of Utilization |
|---|---|---|---|---|---|---|
| Chetan Ramniklal Shah | Loan | 373.24 | 12 | Repayable on demand | No restrictions | Construction of project |
| Chetan Ramniklal Shah | Redeemable Preference shares | 140.00 | 0 | Callable on demand | No restrictions | Construction of project |
| Mayur Ramniklal Shah | Loan | 325.79 | 12 | Repayable on demand | No restrictions | Construction of project |
| Mayur Ramniklal Shah | Redeemable Preference shares | 140.00 | 0 | Callable on demand | No restrictions | Construction of project |
| Marathon Realty Private Limited | Loan | 68.29 | 12 | Repayable on demand | No restrictions | Construction of project |

Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to the loan being recalled.

10. ***Our operations are also conducted through our Subsidiaries and Joint Ventures. Therefore, our ability to generate equity and investment returns inter-alia depends on the success of business operations of our Subsidiaries and Joint Ventures.***

We also conduct our business operations through our Subsidiaries and Joint Ventures. Our income is therefore largely dependent on investment income from our Subsidiaries and Joint Ventures. As on the date of this Preliminary Placement Document, our Company has eight Subsidiaries and two Joint Ventures:

*Subsidiaries*

1. Sanvo Resorts Private Limited;
2. Terrapolis Assets Private Limited;
3. Nexzone Fiscal Services Private Limited;
4. Marathon Energy Private Limited ;
5. Marathon Nexzone Land Private Limited;
6. Nexzone IT Infrastructure Private Limited;
7. Nexzone Water Management Private Limited; and
8. Kanchi Rehab Private Limited

*Joint Ventures*

1. Swayam Realtors and Traders LLP; and
2. Columbia Chrome (India) Private Limited

Our business operations include real estate (commercial and residential) and we are engaged in the real estate development business which is primarily conducted through our Subsidiaries and Joint Ventures. We may not be able to monetize our investments in the Subsidiaries and Joint Ventures and may not derive fair value from our investments. Therefore, eventually we may not be able to derive any investment income from the Subsidiaries and Joint Ventures. Further, we cannot assure that our Subsidiaries and Joint Ventures will generate sufficient profits and cash flows. In addition, our financial condition and results of operations could be adversely affected should our equity stake in our Subsidiaries and Joint Ventures be diluted or in the event that they cease to be our Subsidiaries and Joint Ventures, which could in turn adversely affect our business, financial condition results of operations and cash flows.

11. ***We do not own the "Marathon" trademark or related logos or brand name. Our inability to use "Marathon" trademark or related logos or brand name may adversely affect our business and financial condition and could have an adverse effect on our business and competitive position.***

As on the date of this Preliminary Placement Document, we have four trademark registrations of two different classes for names and logos of our projects and we have filed four applications before the Registrar of Trade Marks, Mumbai, for registration of our distinctive mark for four of our other projects. We do not own the "*Marathon*" trademark and logo or brand name. Further, the word mark 'Marathon' is registered by our Promoter, Marathon Realty Private Limited. Therefore, our Company does not currently enjoy the statutory protections accorded to a registered trademark. If we fail to successfully obtain or enforce our trademark, we may need to change our Company's logo. Any such change could adversely affect our reputation and business and could require us to incur additional costs.

Further, as a result of not holding any trademark protection, we cannot assure you that we will continue to have the uninterrupted use and enjoyment of the "*Marathon*" brand name or logo or restrict third parties from using the same or similar brand name, logo or trademark. Unauthorized use of our logo and brand name, including imitations or copies, by unrelated third parties may damage our reputation and brand. Our efforts to protect our brand name and logo may not be adequate and any third party claim on any of our unprotected brands may lead to erosion of our business value and our reputation, which could in turn adversely affect our business, financial condition, results of operations, cash flows and prospects.

12. ***Conflict of interest may arise out of common business objectives shared by our Promoter, MRPL and our Subsidiaries.***

Our Promoter, MRPL and certain of its subsidiaries, are engaged in the similar line of business as us and MRPL undertakes development of residential and commercial real estate projects primarily in the MMR. In the ordinary course of its activities, our Promoter, MRPL and certain of its subsidiaries, may engage in activities where the interests of certain of its business or its affiliates, may conflict with the interests of our shareholders. In particular, we may compete with MRPL on future commercial and residential projects, specifically launched in MMR, Pune and Bangalore. For example, our Promoter has launched Monte Carlo and New Hills, projects in the MMR region, which compete with our projects in such locations.

In the event that any such conflict of interest arise, our Promoter, MRPL and certain of its subsidiaries, may make decisions regarding our operations or commercial transactions that may not be in our shareholders' best interests. It may also enable a competitor to take advantage of a corporate opportunity at our expense. Such decisions could have a material adverse effect on our business, financial condition, results of operations and prospects. If we encounter similar conflicts in the future, there's a possibility they may not be resolved in our favor.

13. ***Unsold inventory in our projects if not sold in a timely manner adversely affects our business, results of operations and financial condition.***

As of March 31, 2025, we had Unsold Inventory in residential projects of approximately 8.70 lakhs sq. ft. including 1.77 lakhs sq. ft. of ready-to-move Unsold Inventory (where occupation certificate is received) of residential and commercial projects. For further details, see "***Our Business***" on page 213.

If our inability to sell our inventory including completed units, under-construction, ready-to-move in stock units within anticipated timelines could result in increased working capital requirements, higher finance costs due to longer holding periods and reduced returns on capital employed. Prolonged Unsold Inventory may also lead to the need for additional discounts or promotional schemes, which can negatively impact our margins and overall financial performance.

Furthermore, the carrying cost of Unsold Inventory, including maintenance, security, property taxes and interest on borrowed funds, could significantly impact our cash flows. Any delays in liquidating such inventory could also affect our ability to invest in new projects or meet our existing financial obligations. Additionally, market conditions, regulatory developments, customer preferences, and competition can further impact the pace of inventory liquidation.

Set forth are the details of the Unsold Inventory for our Completed and Ongoing Projects as of March 31, 2025:

| Project type | Completed Projects | Ongoing Projects |
|---|---|---|
| ***Residential*** | | |
| *- Number of unsold units* | 397 | 917 |
| *- Area (in sq. ft.)* | 1,76,794 | 6,93,421 |
| ***Commercial*** | | |
| *- Number of unsold units* | 10 | 117 |
| *- Area (in sq. ft.)* | 59,317 | 55,007 |

Accordingly, an inability to sell our inventory in a timely and cost-effective manner could have a material adverse effect on our business, financial condition, cash flows, and results of operations.

14. ***We intend to utilize a portion of the Net Proceeds for acquisition of land or land development rights for certain of our projects for which we have not executed any definitive agreements.***

We intend to utilize a portion of the Net Proceeds for acquisition of land, interest in land and/or land development rights directly by our Company or indirectly through our Subsidiaries and Joint Ventures. For details, see "***Use of Proceeds***" on page 84.

We have currently not entered into any definitive agreements and do not have any specific commitments for undertaking such acquisitions. Additionally, we have not yet identified all the potential land/properties for acquisition/development/ redevelopment for which we intend to utilize the Net Proceeds and we may be subjected to risks in relation to acquisition of unidentified properties. These future developments are subject to development risks, including (a) the identification of, conducting diligence on and ascertaining title rights associated with suitable properties and the acquisition of such properties on favourable terms, (b) maintaining good and marketable title in our properties, free and clear of any unauthorized or illegal encumbrance, (c) availability, terms and conditions associated with the transaction including commercial aspect and timely receipt of other regulatory approvals, (d) onerous conditions requiring us to alter the design or operational parameters of the developments, (e) our dependency on our partners and the third parties whom we contract to construct our projects. We may not be able to conclude such agreements or commitments on terms anticipated by us, or at all. As a result, subject to compliance with requirements under the Companies Act and the SEBI ICDR Regulations, our planned use of the proceeds of the Issue may change in ways which may not align with your interests. Consequently, there can be no assurance that we will be able to utilize the Net Proceeds in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our business, results of operations, financial condition, cash flows and future prospects.

15. ***Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution and our management will have broad discretion over the use of the Net Proceeds.***

We intend to utilize portions of the Net Proceeds for the purposes as described in the section titled *"**Use of Proceeds**"* on page 84. As on the date of this Preliminary Placement Document, our funding requirements are based on management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. Our management, in accordance with the policies established by our Board of Directors from time to time, will have flexibility in deploying the Net Proceeds of the Issue. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. We may have to revise our funding requirement on account of various factors, such as financial and market conditions, delay in procuring and operationalizing assets or necessary licenses and approvals, competition, price fluctuations, interest rate fluctuations and other external factors, which may not be within the control of our management. This may also entail rescheduling of the proposed deployment of the Net

Proceeds at the discretion of our management, subject to compliance with applicable laws. Further, in the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Issue due to any reason, including (i) market conditions outside the control of our Company; and (ii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods in such manner as may be determined by our Company, in accordance with applicable laws. Our management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws, and may have an adverse impact on our business, financial condition, results of operations and cash flows. Accordingly, investors in the Equity Shares will be relying on the judgment of our management regarding the application of the Net Proceeds.

16. ***Significant increases in prices of, or shortages of, or delay or disruption in supply of labour and key building raw materials could affect our estimated construction cost and timelines resulting in cost overruns or less profit.***

We procure raw building materials for our projects, such as steel, cement, ready mix concrete, flooring products, hardware, bitumen, sand and aggregates, doors and windows, and other interior fittings, from third-party suppliers. The prices and supply of basic building materials and other raw materials depend on factors outside our control, including cost of raw materials, general economic conditions and geopolitical events (such as the conflicts concerning Russia, Ukraine, and Israel), commodity prices, competition, production costs and levels, transportation costs, indirect taxes and duties. Our ability to develop and construct projects profitably is dependent on our ability to obtain adequate and timely supply of building materials within our estimated budget. As we source our building materials from third parties, our supply chain may be interrupted by circumstances beyond our control. Poor quality roads and other transportation-related infrastructure problems, inclement weather and road accidents may also disrupt the transportation of supplies. Prices of certain building materials and, in particular, cement and steel prices, are susceptible to rapid increases. For instance, the prices of certain materials that we use for construction at our projects, such as steel and aluminium, had increased significantly on account of geopolitical events including at the beginning of the Russia-Ukraine conflict in February 2022. Further, we operate in a labour-intensive industry and if we or our contractors are unable to negotiate with the labour or their sub-contractors, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. In addition, it may be difficult to procure the required labour for ongoing or Upcoming Projects. For further details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 107.

We have experienced such disruptions in a limited manner in the past. For example, we faced shortages of, or disruptions in the supply of, (i) steel due to COVID-19 pandemic and as well as adverse impacts of the conflict between Russia and Ukraine; and (ii) labour in 2020 including due to migration of labour as a result of the COVID-19 pandemic. These disruptions impacted several projects being executed by us in the respective years. During periods of shortages in the supply of building materials or labour, we may not be able to complete projects according to our previously determined time frames, at our previously estimated project costs, or at all, which may adversely affect our results of operations and reputation. In addition, during periods where the prices of building materials or labour significantly increase, we may not be able to pass these price increases on to our customers, which could reduce or eliminate the profits we intend to gain from our projects. These factors could adversely affect our business, results of operations and cash flows.

Further, the imposition of tariffs on imported materials and goods may materially affect our operations and financial performance. Specifically, the introduction or escalation of tariffs on key construction materials, such as steel, lumber, and other essential inputs, could significantly increase project costs, potentially eroding profit margins on both existing and future developments. These cost increases may also result in delays in construction timelines, which could further disrupt the timely delivery of properties to market. Moreover, tariffs may create supply chain disruptions, limiting the availability or increasing the costs of critical materials, thereby delaying project completions or leading to unexpected capital expenditures. Such disruptions could impact our ability to meet development schedules, affecting our revenue recognition and the realization of projected returns from real estate sales or leases. Additionally, the potential for higher construction costs as a result of tariffs may necessitate higher sale prices or rental rates, which could reduce the demand for our properties. The resulting decline in affordability could reduce the attractiveness of our developments to potential buyers or tenants, negatively affecting future revenue streams.

17. ***Our residential business is subject to the Real Estate Regulatory Authority ("RERA") and any non-compliance of the provisions of RERA or the applicable state specific legislations may have an adverse effect on our business, results of operations and financial condition.***

The Central Government had notified the RERA in the official gazette on March 26, 2016. The RERA was introduced to regulate the real estate industry and to ensure, amongst others, imposition of certain responsibilities on real estate developers and accountability towards customers and protection of their interest. We might be exposed to penalties under the RERA. The RERA has imposed certain obligations on real estate developers, including us, such as mandatory registration of residential real estate projects, not issuing any advertisements or accepting advances unless real estate projects are registered under RERA, maintenance of a separate escrow account for amounts realized from each real estate project and restrictions on withdrawal of amounts from such escrow accounts and taking customer approval for major changes in sanction plan. Further, state-specific RERA rules and regulations may imposes various obligations on us. Any non-compliance of the provisions of RERA or the applicable state specific legislations may result in punishments (including penalties and/or imprisonment), blacklisting of promoters and revocation of registration of our Ongoing Projects which may have an adverse effect on our business, results of operations and financial condition. For details, see "***Legal Proceedings***" on page 297.

18. ***As a listed company in India, our Company is subject to certain obligations and reporting requirements under the Companies Act, the SEBI Listing Regulations, and we must comply with other SEBI regulations as may be applicable to us. If there are any non-compliances or delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.***

The Equity Shares of our Company are listed on the BSE and NSE. We are, therefore, subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations, and we must comply with other SEBI regulations as may be applicable to us. While our Company strives to meet all such obligations and reporting requirements, we cannot assure you that there will be no non-compliance in the future, and we cannot assure you that no penalties will be levied against our Company. Non-compliance under the SEBI regulations is usually subject to penalties, warnings, and show-cause notices by SEBI and the Stock Exchanges. Any regulatory action or development that is initiated against us could affect our business reputation, divert management attention and result in a material adverse effect on our business prospects and financial performance, and the trading price of the Equity Shares.

For instance, our Company delayed in filing the details of consolidated related party transaction for the half-year ended March 31, 2023, beyond period prescribed under SEBI LODR Regulations, non-submission of disclosure of security cover in connection with listed NCDs for the quarter ended June 30, 2023, and September 30, 2023, delay in approval and filing of e-form CRA 4 in connection with cost audit report for Fiscal 2023, which was approved and filed in June 2024 after receipt of show cause notice under Companies Act, 2013 in Fiscal 2025. In a similar instance, our Company had, in the past, inadvertently submitted an incorrect shareholding pattern to the stock exchanges. Further, SEBI vide its order dated June 4, 2013 had prohibited the Promoters of our Company from buying, selling or otherwise dealing in securities of our Company, due to non-compliance with the minimum public shareholding requirements, which was subsequently revoked by SEBI vide its order dated September 4, 2013 on fulfilment of such minimum public shareholding requirements by our Company. While the discrepancies have since been rectified and appropriate revised disclosures have been made, any such past non-compliance may be viewed unfavorably by stock exchanges and could impact our Company's reputation or lead to regulatory scrutiny.

Additionally, the current authorized share capital of our Company is not correctly reflected on the website of the MCA. While we have filed a change request form, we may be liable for any penalties that may be imposed on us, and we cannot assure you that authorized share capital of our Company will be rectified appropriately on the website of the MCA.

In the event that our Company and/or any insiders are found to have violated the SEBI Insider Trading Regulations, our Company and/or any of our insiders could be subject to penalties and disciplinary actions, including, but not limited to, fines, imprisonment, disgorgement of profits and prohibition from accessing the market, which could adversely and materially affect our reputation, business, results of operations and financial condition.

19. ***Our Company, our Promoters and certain of our directors, and our Subsidiaries and Joint Ventures are involved in legal proceedings, which if determined against such parties may have an adverse effect on our reputation, business and results of operations***

Our Company and certain of our Subsidiaries and Joint Ventures are involved in certain legal proceedings from time to time, mostly arising in the ordinary course of business, which are primarily in the nature of actions initiated by regulatory authorities, civil suits, title and land disputes, criminal complaints, tax disputes and other legal proceedings. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. The summary of outstanding litigation in relation to our Company, Subsidiaries, Joint Ventures, Promoters and Directors as on the date of this Preliminary Placement Document have been provided below in accordance with the materiality policy adopted by our Board:

| Category of individuals/ entities | Criminal proceedings | Statutory or regulatory actions | Material tax proceedings | Material civil litigation | Aggregate amount involved* *(in ₹ lakhs)* |
|---|---|---|---|---|---|
| **Company** | | | | | |
| By our Company | - | - | - | - | - |
| Against our Company | - | - | - | 1 | 5,000.00 |
| **Subsidiaries** | | | | | |
| By our Subsidiaries | - | - | - | - | - |
| Against our Subsidiaries | - | - | - | - | - |
| **Joint Ventures** | | | | | |
| By our Joint Ventures | 1 | - | - | - | - |
| Against our Joint Ventures | 1 | - | 1 | - | 4,798.48 |
| **Promoters** | | | | | |
| By our Promoters | 2 | - | - | - | - |
| Against our Promoters | 1 | - | - | 1 | 6,095.00**^ |
| **Directors** | | | | | |
| By our Directors | 2 | - | - | - | - |
| Against our Directors | 1 | - | - | - | 1,095.00 |

* *To the extent quantifiable.*

** *This includes an aggregate amount of ₹ 5,000.00 lakhs involved in the matter disclosed under against our Company.*

^ *This includes an aggregate amount of ₹ 1,095.00 lakhs involved in the matter disclosed under against our Directors.*

We have disclosed details of the outstanding material litigation pending against our Company, our Subsidiaries and Joint Ventures in "***Legal Proceedings***" on page 297. In relation to such outstanding material litigation involving our Company our Subsidiaries and Joint Ventures while the amounts and interests levied thereon to the extent ascertainable and involved in these matters have been mentioned therein, the amounts and interests involved in many pending litigations are not ascertainable or quantifiable and are hence not disclosed. Further, our Company does not consider the entire amount involved or unquantifiable amount in respect of outstanding material litigations to be a present or a potential liability and hence contingency for the entire amount has not been provided for in the books of accounts.

Such proceedings could divert management time and attention and consume financial resources in their defense or prosecution. Should any new developments arise, such as any rulings against us by appellate courts or tribunals, we may be required to make payments to third parties or make provisions in our financial statements that could increase expenses and current liabilities. Further, an adverse outcome in any of these proceedings may affect our reputation, standing and future business, and could have an adverse effect on our business, prospects, financial condition and results of operations. We cannot assure you that any of these proceedings will be decided in favour of our Company or our Subsidiaries or Joint Ventures, or that no further liability will arise out of these proceedings. We may also be subject to inspections, investigations and fines in the future, which may affect our business and operations.

20. ***We recognize revenue from real estate activities on a construction progress basis. As a result, our revenues and development costs may fluctuate significantly from period to period.***

Our income may fluctuate significantly from period to period due to a variety of factors including the size of our projects and general market conditions.

We recognize our revenues as per Ind AS 115, Revenue from Contracts with Customers, from real estate activities at the point in time (1) when the control of the asset is transferred to the customer, which generally coincides with either (a) transfer of legal title of the residential or commercial unit to the customer; or (b) transfer of physical possession of the residential or commercial unit to the customer; and (2) when the performance obligation in relation to the real estate development is satisfied upon completion of project work.

The revenues from sale of properties are dependent on various factors such as the size of our developments, the price at which such developments are sold, the point of time they qualify for recognition under our revenue recognition policies, rights of lessors or third parties that could impair our ability to sell properties and general market conditions. Our costs may also fluctuate from period to period due to a combination of other factors beyond our control, including volatility in expenses such as costs to acquire land or development rights and construction costs. As a result, our revenue, costs and financial results may fluctuate significantly from period to period.

Therefore, we believe that our financial position for a particular period may not accurately reflect our level of activity in that period or may not be indicative of our future performance. Such fluctuations in our revenues and costs could also cause our share price to fluctuate significantly. For further information, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Accounting Policies - Revenue Recognition***".

21. ***Our Company was incorporated in 1978 and certain of our corporate records are not traceable.***

Corporate records and regulatory filings made by us in relation to certain allotment of Equity Shares had inadvertent errors and some of the records could not be traced as the relevant information was not available in the records maintained by our Company and at the MCA portal maintained by the Ministry of Corporate Affairs, despite conducting internal searches and engaging an independent practicing company secretary to conduct the search. These corporate records include: (i) board and shareholders' resolutions for allotment of equity shares made by our Company from January 13, 1978, to August 22, 2003, including their challans and register of members; (ii) certain forms, list of allottees and register of allotments filed in relation to allotment of equity shares made by our Company since our incorporation; and (iii) inadvertent error made in the filing of form 2 during an allotment of equity shares pursuant to an order dated May 14, 2003, passed by the BIFR in relation to the scheme of demerger wherein the reference of reduced number of equity share capital was inadvertently mentioned along with the number of shares which were allotted. Accordingly, we have relied on other corporate records, including minutes of meetings of our Board and annual reports available with our Company for certain allotments made between January 13, 1978 to August 22, 2003, as applicable, and a certificate dated June 21, 2025 issued by AUS & Co., Company Secretaries, practicing company secretary, for such matters. While certain information in relation to the allotments has been included in the section "***Capital Structure***" beginning on page 102, we may not be able to furnish any other information other that what is already disclosed in these sections or assure that such corporate records will be available in the future. Further, while no legal proceedings or regulatory action has been initiated against our Company in relation to untraceable corporate records as mentioned above, as of the date of this Preliminary Placement Document, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future.

22. ***Certain information contained in this Preliminary Placement Document including that in relation to our Ongoing Projects and Upcoming Projects are based on management estimates and may be subject to change.***

Certain statements contained in this Preliminary Placement Document with respect to our Completed Projects, Ongoing Projects and Upcoming Projects, such as the amount of land owned by us, the location and type of development, the Carpet Area, internal floor area and efficiency ratio, estimated construction commencement and completion dates, estimated construction costs and our funding requirements, are based solely on assumptions, management estimates and our business plan, and have not been verified by any bank or financial institution.

The total area of property that is ultimately developed and the actual total Carpet Area may differ from the descriptions of the property presented herein and a particular project may not be completely booked, sold, leased or developed until a date subsequent to the expected completion date. In certain instances, there may be a discrepancy between the areas mentioned in the revenue records, the area mentioned in the title deeds or the actual physical area of some of our Land Reserves, thereby affecting the management estimates in terms of our Land Reserves. Further, as of the date of this Preliminary Placement Document, MRPL and certain members of the Promoter Group, own approximately 418 acres of land, in the prime real estate micro markets in the MMR region. This includes 205 acres of land in Panvel (of which 1 acre has estimated developable area of about 69,697 sq.ft), 130 acres of land in Bhandup (of which 1 acre has estimated developable area of about 137,465 sq.ft), 83 acres of land in Dombivli (of which 1 acre has estimated developable area of about 152,989 sq.ft). This working is based upon latest Development Control and Promotion Regulation, 2034, or Unified Development Control and Promotion Regulations or developmental control rules of that specific geography applicable to the location of the land in MMR including Navi Mumbai Airport Influence Notified Area. The values are indicative of the total potential available, at that particular location and based on the knowledge and experience of Geetesh Varte and Associates, Chartered Architects. While this does not guarantee any of the potential availability of these individual locations, the final potential will always be available based on the approved layout as and when applied. Further, we are yet to obtain requisite approvals in relation to the part construction of certain of our projects as the development thereof is planned to be carried out in a phased manner. We have calculated the Carpet Area based on certain assumptions including the current approvals that we have obtained for other land parcels on which we have Completed Projects, Ongoing Projects or Upcoming Projects that are or may be contiguous with our Land Reserves. However, we cannot assure you that we will be able to acquire all or part of the contiguous land or obtain approvals in a form similar or better in terms to our existing approvals in respect of our Completed Projects, Ongoing Projects and Upcoming Projects for such Land Reserves in time for its development or at all. Failure to obtain requisite approvals for any reason including changes in law or development policy of the relevant authorities may adversely affect our calculations such as that of Carpet Area in relation to our Land Reserves. As a result, we may have to revise our funding estimates, development plans (including the type of proposed development) and the estimated construction commencement and completion dates of our projects depending on future contingencies and events, including:

- changes in laws and regulations;
- court orders restricting or impairing constructions;
- competition;
- receipt of statutory and regulatory approvals and permits in time, or at all;
- irregularities or claims with respect to title to land or agreements related to the acquisition of land;
- the ability of third parties to complete their services on schedule and within estimated budgets;
- delays, cost overruns or modifications to our Ongoing and Upcoming Projects;
- natural disasters and force majeure events;
- outbreak of pandemics such as COVID-19;
- commencement of new projects and new initiatives; and
- changes in our business plans due to prevailing economic and market conditions.

Further, certain of the land within our Completed Projects, Ongoing Projects and Upcoming Projects may face disputes in relation to the title to such land in future. If such disputes are not settled in our favour, or if we are unable to obtain clear title to such land in time, or at all, we may not be able to deliver all or some of the estimated Carpet Area calculated by us in respect of such projects. For further details, see "***Legal Proceedings***" on page 297.

We have created mortgages over several properties forming part of our Ongoing Projects (extending to both underlying land and unsold units). If we are unable to satisfactorily clear these charges, the mortgages will be foreclosed against the security (which is the underlying land and unsold units) and we will lose our title over such properties and may not be able to recover the full value in respect of such properties.

In addition, historical profitability of our projects may not be indicative of any future profitability of our Ongoing and Upcoming Projects. The profitability of our projects could fluctuate significantly over time based in part on the timing of the project cycle. In addition, we may not develop all of our land parcels, and we may lease a portion of our land parcel to other development companies. Accordingly, our future revenue may not correspond to the remaining Land Reserves.

23. ***Failure to successfully implement our business strategies and our development plans may materially and adversely affect our business prospects, financial conditions and results of operations.***

As we look to expand our operations and take on more projects, we may face difficulties in efficiently managing our business, leading to delays, higher costs, and potential impacts on the quality of our projects, which could harm our reputation. This expansion also presents challenges in strengthening our internal administrative infrastructure, especially in areas like finance, operations, communication, internal controls, and other systems. Additionally, recruiting, training, and retaining management, technical, and marketing staff becomes more complex. Our inability to effectively manage this growth could negatively affect our business prospects, operations, and financial health.

New project initiatives carry risks including low acceptance by customers, ineffective marketing strategies, and failure to reach the targeted consumer base or generate desired consumption. Further, we may incur costs exceeding our estimates as a result of the continued development and launch of the new projects; and we may experience a decrease in sales of certain of our existing projects as a result of the introduction of new projects nearby; and any delays or other difficulties impacting our ability to develop and construct projects in a timely manner in connection with launch of new project initiatives. In the event we fail to successfully implement our business strategies and our development plans for any of the foregoing reasons, our business and financial condition could be adversely affected. We cannot assure you that new project initiatives will not face the aforesaid challenges. We intend to enhance our capabilities as a developer of real estate projects including residential and commercial projects. The successful development of these projects involves several risks, such as delays in construction, changes in regulations or zoning laws, difficulties in securing necessary permits or approvals, challenges in finding suitable tenants or buyers, competition from other developers, and potential economic downturns. We cannot assure you that we will be able to successfully complete these projects or that we will be able to recover the value of our investment. Any delay or failure in the development of these projects, or increase in its costs of development, may adversely affect our business, financial condition and results of operations.

24. ***Sale of our projects may be adversely affected by the inability of our prospective customers to obtain financing or changes in taxation laws for purchase of property.***

The recent growth of the real estate market in India has been supported by low interest rates on housing loans and favorable tax treatment. However, an increase in interest rates could discourage consumers from taking out loans to purchase real estate, potentially weakening the market. Additionally, regulations and guidelines imposed by the RBI on housing loans from banks and housing finance companies may decrease the appeal of real estate investments. The RBI or the GoI may also take further measures to limit the credit available to the real estate sector, which could negatively impact the availability of housing loans at attractive rates.

Any changes in the home loans market, making property loans less attractive to our customers may adversely affect our business, results of operations and financial condition. An economic slowdown can lead to decreased demand for properties as potential buyers may delay purchases due to uncertainty. Increased interest rates on loans can make borrowing more expensive, reducing the affordability of homes/ offices for many buyers. Frequent changes in real estate regulations can create uncertainty for developers and buyers. Policies like the Real Estate (Regulation and Development) Act, 2016 (RERA) have increased transparency but also with mandatory compliances developers have to set-up additional processes for the same. The use of home loans for residential properties has also become attractive due to income tax benefits. In the event of a change in fiscal, monetary or other policy and a consequent withdrawal of such income tax benefits use of home loans may be reduced, which could adversely affect our business, results of operations and financial condition. These factors can negatively affect the demand for and valuation of our ongoing and upcoming projects. Our business, financial condition and results of operations could be adversely affected if real estate market conditions deteriorate. Further, we are subject to the property tax in the region we operate. We are also subject to stamp duty for the agreement entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of property taxes and stamp duties may be introduced which will increase our overall costs. If these property taxes and stamp duties increase, the cost of buying, selling and owning properties may rise. Additionally, if stamp duties were to be levied on instruments evidencing transactions that we believe are currently not subject to such duties, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties could have an adverse effect on our business, results of operations and financial condition.

25. ***While acquiring land parcels or other properties, we may not be aware of legal uncertainties and defects, which may have an adverse impact on our ability to develop and market projects on such lands.***

We may purchase land or property directly, or acquire a company that owns land or property which will subsequently be followed by sale or enter into lease or such other arrangements with government authorities as permissible under applicable law. While making such purchases or acquisitions, we may be unable to identify various legal defects and irregularities to the title of the land or properties that we purchase. Property records in India have not been fully computerized and are generally maintained and updated manually through physical records of all land-related documents. This process may take a significant amount of time and result in inaccuracies or errors. For example, there could be discrepancies in the land area in revenue records, the area in title deeds or the actual physical area of some of our land. In certain cases, our name may not have been updated in the land records (including revenue records, mutation extracts and 7/12 extracts) as owners or lessees or developers of the land.

In addition, we may not be aware of all the risks associated with acquisitions of land or property. It is often difficult for us to conduct a substantial independent due diligence review of non-public information about the target company or property. We may not have good and marketable title to some of our land as a result of non-execution, non- registration or inadequate stamping of conveyance deeds and other acquisition documents, or not having obtained requisite approvals from courts or concerned governmental authorities for acquisition of land or property, or may be subject to, or affected by, encumbrances of which we may not be aware. We may not therefore be able to assess or identify disputes, unregistered encumbrances or adverse possession rights over title to real property in which we have invested or may invest. Further, there may be premium which may be pending to be paid by us to the governmental authorities with respect to acquisition of certain land or property, and we may also be exposed to risk of litigation on account of acquisition of land or property without requisite approvals, which could affect our title to such land or property. Legal disputes in respect of land title can take several years and considerable expense to resolve if they become the subject of court proceedings and their outcome can be uncertain. Court records in India have not been completely digitised, and we cannot assure you that searches of court records will reveal all relevant proceedings. Interested parties could be excluded from litigation and online court records may not provide details of the relevant property that may be in dispute in a particular legal proceeding. If either we or the owner of the land which is the subject of our development agreements are unable to resolve such disputes with these claimants, we may lose our interest in the land. Further, if we are unable to comply with the terms and conditions of the development agreements, we may be exposed to risk of litigation as well as termination, and we may lose our interest in the land or property. Currently, we are involved in certain litigations, which are title related matters. Failure to obtain, or to prove that we hold, good title to a particular plot of land may materially prejudice the success of a development for which that plot is a critical part, may require us to write off expenditures in respect of that development and may adversely affect our property valuations and prospects.

Following the completion of a purchase or acquisition, we may have to incur significant expenditure to maintain the assets we have acquired and to comply with regulatory requirements. The costs and liabilities actually incurred in connection with such acquisitions may exceed than those anticipated.

Subsequent to such acquisition, we may incur liabilities in form of legal disputes, which include cases which may involve disputes related to the ownership, transfer, encumbrances, or other rights concerning the land parcels comprising the Project Land of the Relevant Parties, as well as any claims over the Land Reserves held by the Relevant Parties. Such disputes may arise from conflicting title claims, regulatory challenges, prior encumbrances, or other third-party interests impacting the legal status or intended use of these properties

As of the date of this Preliminary Placement Document, we had certain ongoing litigations in relation to the land parcels on which the Completed and Ongoing Projects of our Company, its Subsidiaries and its Joint Ventures are situated/proposed to be situated.

| **Name of the entity** | **Nature of relationship with our Company** | **Number of cases** | **Amount involved *(in lakhs)**** |
|---|---|---|---|
| Marathon Nextgen Realty Limited | Company | 3 | 52.30 |
| Sanvo Resorts Private Limited | Subsidiary | Nil | Nil |
| Terrapolis Assets Private Limited | Subsidiary | Nil | Nil |
| Nexzone Fiscal Services Private Limited | Subsidiary | 1 | Nil |
| Marathon Energy Private Limited | Subsidiary | Nil | Nil |
| Marathon Nexzone Land Private Limited | Subsidiary | Nil | Nil |

| Name of the entity | Nature of relationship with our Company | Number of cases | Amount involved *(in lakhs)** |
|---|---|---|---|
| Nexzone IT Infrastructure Private Limited | Subsidiary | Nil | Nil |
| Nexzone Water Management Private Limited | Subsidiary | Nil | Nil |
| Kanchi Rehab Private Limited | Subsidiary | Nil | Nil |
| Swayam realtors and traders LLP | Joint Venture | 1 | Nil |
| Columbia Chrome (India) Private Limited | Joint Venture | Nil | Nil |
| **Total** | | 5 | 52.30 |

* *To the extent quantifiable, including interest and penalty thereon and are approximate*

For further details of outstanding litigation in relation to the title of our land parcels, see "***Legal Proceedings***" on page 297.

***26. We may not be successful in expanding our business into new geographical areas and markets in which we do not have significant experience, which may adversely affect our growth, prospects, business, results of operations, cash flows and financial condition.***

We seek to diversify our geographical footprint, to reduce our exposure to the MMR market and fluctuations to the demand in this micro-market and to access a more diversified customer base across geographies. We intend to strengthen and expand our residential and commercial portfolio to newer geographies across India. We plan to leverage our successful expansion of developing a robust pipeline of projects in MMR, Pune and Bangalore for further expansion into other regions. See "***Our Business - Our Strategies***" on page 297. However, we cannot assure you that we will be able to successfully grow our business in these markets. We face risks with projects in geographic areas in which we do not possess the same level of familiarity with the development, ownership and management of properties, including adjusting our construction methods to different geographies. Inability to access infrastructure, certain logistical challenges in these regions may prevent us from expanding our presence in these regions. We also face other risks when entering a new market, including. among others, risks relating to the following: establishing good relations with the local landowners and joint venture partners; obtaining the necessary construction and raw materials and labor in sufficient amounts and on acceptable terms; obtaining necessary governmental approvals and the building permits under unfamiliar regulatory regimes; understanding the requirements of the local laws and market practice; attracting potential customers in a market in which we do not have significant experience; hiring new employees and acquiring infrastructure at reasonable cost; and competing with established local players familiar with these geographies. In particular areas, demand for property may reduce, which may impact our strategy and ability to successfully execute projects in such areas. Further, we may be unable to compete effectively with our competitors who are already established in these regions. Demand for our properties and services may not grow as anticipated in certain newer markets. We cannot assure you that we are able to grow our business in such markets effectively, and if we are not able to successfully manage the risks of such expansion, this could have a material adverse effect on our business, results of operations, cash flows and financial condition.

***27. We do not own our Registered Office and if our rights over this property is revoked, our business activities may be temporarily disrupted.***

Our Registered Office is located at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India. The property on which our Registered Office is rented from one of our Promoters, MRPL, pursuant to a rent agreement dated April 1, 2017, commencing from April 1, 2017, till March 31, 2027. The following table sets forth the details of our Registered Office, as of March 31, 2025:

| Particulars | Address | Rented from Promoters/ Promoter Group/ group company/ Third Party |
|---|---|---|
| Registered Office | Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India | MRPL |

***28. We do not have and may not obtain title insurance guaranteeing title or joint land development rights.***

Title guarantee insurance is not available in India at a commercially viable cost to guarantee title in respect of land. As a result, we may not obtain title guarantee insurance or obtain inadequate coverage for the title guarantee insurance. This, coupled with difficulties in verifying title to land, may increase our exposure to third parties claiming title to the property. Consequently, we may be required to sell the property or lose our title to the property, which could adversely affect our business, results of operations and financial condition.

***29. Changing laws, rules and regulations and legal uncertainties, including the withdrawal of certain benefits or adverse application of tax laws, may adversely affect our business, prospects and results of operations.***

In India, our business is governed by various laws and regulations including, the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013, as amended, the RERA and the rules made thereunder, including state specific rules, the Maharashtra Tenancy and Agricultural Lands Act, 1948, as amended, the Maharashtra Land Revenue Code, 1966, as amended, and rules made thereunder, the Indian Stamp Act, 1899, as amended, the Maharashtra Regional and Town Planning Act, 1966, as amended, the Development and Promotion Control Regulations – 2034 and the Unified Development Control and Promotion Regulations, 2020, the Maharashtra Stamp Act, 1958, as amended, the Indian Registration Act, 1908, as amended, the Maharashtra Ownership of Flats (Regulation of the Promotion, Construction, Sale, Management and Transfer) Act, 1963, as amended, the Environment (Protection) Act, 1986 and the Consumer Protection Act, 2019, as amended. Our business could be adversely affected by any change in laws, municipal plans or interpretation of existing laws, or promulgation of new laws, rules and regulations applicable to us.

For example:

- The Government has also introduced several incentives to promote the construction and development of affordable housing. A large portion of our affordable housing portfolio qualifies for tax benefits such as lower corporate tax rate under section 115BAA of the Income Tax Act, 1961, deduction in respect of inter-corporate dividends under section 80M of the Income Tax Act, 1961 and deduction in respect of additional employee costs under section 80JJA of the Income Tax Act, 1961. For further details, see "***Taxation***" on page 291. If the Government amends the criteria for affordable housing or reduces or withdraws tax benefits and other incentives we presently enjoy, our business and results of operations may be adversely affected. There are also various tax benefits under the IT Act which are available to us and the purchasers of residential premises who incur loans from banks or other financial institutions. We, or our customers, may not be able to realize these benefits if there is a change in law or in interpretation of law resulting in the discontinuation or withdrawal of these tax benefits. This could adversely affect the ability or willingness of our customers to purchase residential apartments. Some of these benefits and incentives which we currently enjoy could also be limited to specific periods, and we cannot assure you that we can continue to avail of these benefits and incentives beyond the relevant expiration periods.

- The Government of India has enacted the Finance Act, 2025 ("**Finance Act**"), which has introduced various amendments to the Income Tax Act. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

***30. It is difficult to compare our performance between periods, as our revenues and expenses may vary significantly between fiscal periods.***

Our income may fluctuate significantly due to a variety of factors including size of our developments and general market conditions. We derive income from the sale of residential/commercial units and the sale or lease of commercial spaces we have developed. Rental income arising is accounted for on a straight-line basis over the lease terms and may be relatively predictable, revenues from sales of units are dependent on various factors such as the size of our developments, competition and general market conditions. A combination of these and other factors may result in significant variations in our revenues and profits, and our financial position in a particular period may not accurately reflect our level of activity in that period. Contingent rents are recognised as revenue in the period in which they are earned. Therefore, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indicative of our future performance.

The following table sets forth certain of our financial and operational performances as of and for the years/ period indicated:

| Particulars | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|---|---|---|
| Booking Value[(1)] (₹ *in lakhs*) | 60,502.70 | 81,687.00 | 60,148.00 |
| Area sold[(2)] (*in square feet*) | 2,65,376 | 3,50,922 | 2,82,984 |
| Collections[(3)] (₹ *in lakhs*) | 52,363.87 | 69,475.85 | 54,826.45 |
| Revenue from Operations (₹ *in lakhs*) | 58,013.53 | 70,461.50 | 71,653.43 |
| Total income (₹ *in lakhs*) | 67,640.37 | 74,583.99 | 75,894.34 |
| Profit/ (loss) before tax (₹ *in lakhs*) | 20,788.79 | 18,015.39 | 15,609.89 |
| Profit/ (loss) after Tax for the Year / Period (₹ *in lakhs*) | 19,053.13 | 16,877.92 | 12,368.90 |
| PAT Margin[(4)] (%) | 28.17 | 22.63 | 16.30 |
| EBITDA[(5)] | 26,931.48 | 27,406.96 | 28,174.53 |
| EBITDA Margin (%)[(6)] | 39.82 | 36.75 | 37.12 |
| Adjusted EBITDA[(7)] (₹ *in lakhs*) | 31,939.51 | 31,984.10 | 31,115.78 |
| Adjusted EBITDA Margin[(8)] (%) | 47.22 | 42.88 | 41.00 |
| Total Equity (₹ *in lakhs*) | 1,20,262.64 | 1,00,732.94 | 79,330.88 |
| Net Debt[(9)] (₹ *in lakhs*) | 54,212.18 | 75,057.77 | 83,786.33 |
| Net Debt to equity ratio[(10)] *(Number of times)* | 0.46 | 0.75 | 1.07 |
| Net Worth[(11)] (₹ *in lakhs*) | 1,18,697.56 | 99,565.82 | 78,520.14 |
| Total assets[(12)] (₹ *in lakhs*) | 2,09,746.26 | 2,23,862.44 | 2,15,320.88 |

*Notes:*

1. *Booking value is calculated as the total agreement value of residential/commercial units sold during the financial year.*
2. *Area sold refers to the total carpet area of properties sold during the financial year, measured in square feet.*
3. *Collections for the year include amounts from areas sold during the year and advances received from customers, net of taxes.*
4. *PAT Margin is calculated by dividing profit after tax for the year by total income.*
5. *EBITDA is calculated as profit before tax plus depreciation and amortization expenses plus finance cost.*
6. *EBITDA Margin is calculated as EBITDA divided by total income.*
7. *Adjusted EBITDA is calculated as EBITDA plus finance cost charged in cost of sales (including share of profit from Joint Ventures).*
8. *Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by total income.*
9. *Net debt is calculated as total borrowing (current plus non-current borrowings) less cash and cash equivalent.*
10. *Net debt to equity ratio is calculated as Net Debt divided by Total Equity.*
11. *Net Worth is calculated as owner equity which is share capital plus other equity plus share application money pending allotment and excluding non-controlling interest.*
12. *Total assets is calculated as a sum total of all assets i.e. current assets and non-current assets.*

31. ***We have certain contingent liabilities, which if they materialize, may adversely affect our business, financial condition, cash flows and results of operations.***

As of March 31, 2025, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets were as follows:

*(in ₹ lakhs)*

| Particulars | As at March 31, 2025 |
|---|---|
| Salex Tax | - |
| Central Excise, GST and Service Tax | 823.44 |
| Provident Fund | 38.83 |
| Bank Guarantees | 302.31 |
| RERA cases | 376.68 |
| Others | 5,049.71 |

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, cash flows, financial condition, cash flows and results of operations.

32. ***Our business and results of operations could be adversely affected by the incidence and rate of property taxes and stamp duties.***

As a property owning and development company, we are subject to the property tax regime in the geographies that we operate in. We are also subject to stamp duty for the agreements entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of property taxes, stamp duties may be introduced which would increase our overall costs. If these property taxes and stamp duties increase, the cost of buying and selling properties may rise. Additionally, if stamp duties or higher stamp duties were to be levied on instruments evidencing transactions which we believe are currently subject to nil or lesser duties, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties could have an adverse effect on our business and results of operations.

33. ***Compliance with, and changes in, environmental, health and safety and labour laws and regulations could adversely affect the development of our projects and our financial condition.***

We are subject to environmental, health and safety regulations in the ordinary course of our business. If we face any environmental concerns during the development of a project or if the government introduces more stringent regulations, we may incur delays in our estimated timelines and may need to incur additional expenses. We are subject to various national and local laws and regulations relating to the protection of the environment that may require a current or previous owner of a property to investigate and clean-up hazardous or toxic substances at a property. Under these laws, owners and operators of property may be liable for the costs of removal or remediation of certain hazardous substances or other regulated materials on or in such property. Such laws often impose such liability without regard to whether the owner or operator knew of, or was responsible for, any environmental damage or pollution and the presence of such substances or materials. The cost of investigation, remediation or removal of these substances may be substantial. Environmental laws including regulations pertaining to coastal regulation zone activities may also impose compliance obligations on owners and operators of real property with respect to the management of hazardous materials and other regulated substances. Failure to comply with these laws can result in penalties or other sanctions.

Environmental reports that we may request a third party to prepare with respect to any of our properties may not reveal (i) all environmental liabilities, (ii) that any prior owner or operator of our properties did not create or comply any material environmental condition not known to us or (iii) that a material environmental condition does not otherwise exist as to any one or more of our properties. There also exists the risk that material environmental conditions, liabilities or compliance concerns may have arisen after the review was completed or may arise in the future. Finally, future laws, ordinances or regulations and future interpretations of existing laws, ordinances or regulations may impose additional material environmental liability. We may be subject to liabilities or penalties relating to environmental matters, which could adversely affect the development of our projects and our financial condition.

34. ***Failure to adopt emerging technological trends could pose a significant risk to our business.***

Our design capabilities are driven by an in-house team of architects and designers who utilize tools such as Revit, 3DS Max, and Lumion. We employ advanced technologies such as Kumkang formwork (aluminum formwork technology which helps in faster completion of the construction works) and PERI formwork (a leading manufacturer and supplier of formwork and scaffolding systems) to ensure the structural integrity and longevity of the Grade-A certified buildings which we believe provide durable, high-quality structures, including super-tall buildings.

If we are unable to continue investments of improvements in technology or failure to adopt emerging technological trends could pose a significant risk to our business. The absence of efficient, cutting-edge tools may lead to operational inefficiencies, hinder innovation, and reduce our competitiveness in the market. Additionally, not integrating technology in areas such as project management, construction, and customer service could result in delays, increased costs, and an inability to meet customer expectations, ultimately affecting our profitability, growth prospects, and market position.

35. ***Some of our projects are in the preliminary stages of planning and require us to obtain approvals or permits, and we are required to fulfil certain conditions precedent in respect of some of them. We also do not currently have all requisite approvals to develop our Land Reserves. Any failure to obtain the necessary approvals in time or at all may result in material delays in our Ongoing and Upcoming Projects, or prejudice our ability to develop our Land Reserves, which may prejudice our growth strategy and could have an adverse impact on our results of operation and prospects.***

As of March 31, 2025, we had 15 Ongoing and 6 Upcoming Projects. Our building plans in relation to some of the Upcoming Projects are yet to be finalized and approved. Further, we may need some additional approvals to complete our Ongoing Projects. To successfully execute each of these projects, we are required to obtain statutory and regulatory approvals and permits and applications need to be made at appropriate stages of the projects with various government authorities. For example, we are required to obtain the approval of building plans and layout plans, no-objection certificates for construction of high-rise projects, environmental consents and fire safety clearances. In addition, we are required to obtain a certificate of change of land use in respect of lands designated for purposes other than real estate development. Further, we are required to obtain certain labour-related approvals and registrations. For instance, we do not currently have the professions, trades, callings and employments license for our Company. In addition, while we have applied for registration of establishment employing migrant workmen in respect to our Subsidiary, Nexzone Fiscal Services Private Limited's project i.e., Neo Valley - Narmada, we have not received an approval copy as on date. Further, we may be required to renew certain of our existing approvals. We cannot assure you that the relevant authorities will issue any such approvals or renewals in the anticipated time frames or at all. Consequently, we cannot assure you that we will be able to monetize land which we acquire in a timely manner, or at all. Any delay or failure to obtain the required approvals or renewals in accordance with our plans may adversely affect our ability to implement our Ongoing and Upcoming Projects, or to exploit the development potential of such land parcels to the fullest and adversely affect our business and prospects.

Set forth is the details of our Completed and Ongoing Projects, developments and status of the applicable approvals, as of March 31, 2025:

**Completed Projects:**

| Entity developing the project | Particulars of Project | | Building | Floor details | Construction Status | OC Date |
|---|---|---|---|---|---|---|
| Sanvo Resorts Private Limited | Nexzone Phase 1 | **S1** | WING-A _zodiac | 1st to 24th Floor | Complete OC Received | March 26, 2018 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | | 25th to 32nd Floor | Complete OC Received | September 17, 2019 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | WING-B_ zenith | 1st to 24th Floor | Complete OC Received | March 26, 2018 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | | 25th to 32nd Floor | Complete OC Received | September 17, 2019 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | WING-C_ Altis | 1st to 24th Floor | Complete OC Received | April 26, 2019 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | | 25th to 32nd Floor | OC Received 31st Floor | September 8, 2022 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | WING-D_ avior | 1st to 24th Floor | Complete OC Received | April 26, 2019 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | | 25th to 31st Floor | OC Received 30th Floor | September 8, 2022 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | WING-E_acrux | 1st to 24th Floor | Complete OC Received | September 17, 2019 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | | 25th to 31st Floor | OC Received 30th Floor | September 8, 2022 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Sanvo Resorts Private Limited | Nexzone Phase 1 | **S2** | WING-A_Atria* | 1st to 26th Floor | Complete OC Received | June 6, 2024 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | WING-B_atlas | 1st to 20th Floor | Complete OC Received | June 9, 2020 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | | 21st to 30th Floor | OC Received 29th Floor | September 8, 2022 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | WING-C_aura | 1st to 20th Floor | Complete OC Received | June 9, 2020 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | | 21st to 30th Floor | OC Received 29th Floor | September 8, 2022 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | **S3** | WING-A Triton* | 1st to 27th Floor | OC Received 27th Floor | November 12, 2024 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | WING-C Vega | 1st to 16th Floor | Complete OC Received | September 8, 2022 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | | 17th to 31st Floor | OC Received 30th Floor | September 8, 2022 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | WING-D_ion | 1st to 24th Floor | Complete OC Received | September 8, 2022 |
| Sanvo Resorts Private Limited | Nexzone Phase 1 | | | 25th to 31st Floor | OC Received 30th Floor | September 8, 2022 |
| Swayam Realtors Traders LLP | Monte South | | | | 3 Basement + Lower Ground +Gr + 7 Podium + Stilt + 9th to 64th Floors | August 13, 2024 |
| Terrapolis Assets Pvt Ltd | Millennium Phase 1 | | | | Ground + 20th floors | November 10, 2023 |
| Marathon Nextgen Realty Limited | Marathon Futurex | | | | .Marathon Futurex_Part OC 36 to 38(pt) | June 1, 2023 |
| Marathon Nextgen Realty Limited | Marathon Era | | | | Stilt + Podium + 28 Floors | May 25, 2010 |
| Marathon Nextgen Realty Limited | Marathon Innova | | | | Ground + 10th Floors | February 1, 2010 |

* *Ongoing Projects*

**Ongoing Projects:**

| Project name | Location | As a % of ownership | Total Carpet Area (in sq. ft.) | As a % of completion | Area sold in sq. ft. (registered units) | Sale value of registered units (in lakhs ₹) | Collection from sold area | Estimated month/ Year of completion |
|---|---|---|---|---|---|---|---|---|
| | | | | ***Residential*** | | | | |
| Monte South (Tower B) | Byculla | 40.00 | 4,17,667 | 65.43% | 2,54,138 | 82,967.98 | 56,920.79 | December 31, 2027 |
| Monte South (Tower C) | Byculla | 40.00 | 3,15,555 | 16.00% | 66,960 | 23,045.85 | 9,819.44 | June 30, 2026 |
| Nexzone Antilia | Panvel | 91.00 | 1,72,881 | 73.79% | 1,42,196 | 13,941.55 | 12,286.18 | December 30, 2026 |
| Nexzone Triton | Panvel | 91.00 | 1,62,793 | 97.75% | 1,37,797 | 13,769.95 | 13,522.71 | December 30, 2025 |
| Nexzone Atria | Panvel | 91.00 | 1,49,509 | 97.45% | 1,37,380 | 13,521.40 | 13,098.23 | June 30, 2025 |
| Nexzone Aster | Panvel | 91.00 | 1,04,414 | 49.50% | 69,360 | 7,011.28 | 5,732.03 | June 30, 2028 |
| Nexzone Bodhi | Panvel | 91.00 | 1,26,350 | 63.60% | 1,10,996 | 11,683.62 | 8,436.78 | December 31, 2026 |
| Nexzone Daffodil | Panvel | 91.00 | 94,307 | 71.60% | 85,176 | 8,309.55 | 6,588.67 | June 30, 2026 |
| Nexzone Cedar | Panvel | 91.00 | 89,459 | 68.95% | 85,490 | 8,466.16 | 7,776.93 | December 30, 2026 |
| Marathon NeoSquare | Bhandup | 100.00 | 61,188 | 99.14% | 34,362 | 4,827.61 | 3,249.87 | December 29, 2025 |
| Marathon NeoPark | Bhandup | 100.00 | 1,06,865 | 64.96% | 73,653 | 11,701.44 | 7,370.97 | December 31, 2025 |
| Neo Valley - Kaveri | Bhandup | 90.00 | 1,10,734 | 66.79% | 1,05,225 | 16,903.89 | 6,948.27 | June 30, 2026 |
| Neo Valley - Narmada | Bhandup | 90.00 | 1,18,063 | 33.21% | 52,742 | 8,688.90 | 2,426.93 | December 31, 2027 |
| | | | | ***Commercial*** | | | | |
| Marathon Millennium | Mulund | 100.00 | 1,79,440 | 88.43 | 1,24,433 | 26,522.39 | 23,651.67 | June 30, 2026 |
| Nexzone Plaza | Panvel | 91.00 | 19,110 | 41.76 | - | - | - | December 31, 2026 |
| **Total** | | | **22,28,335** | | **14,79,908** | **2,51,361.57** | **1,77,829.47** | |

*Notes:*
*[(1)] The title of the property vests with Government of Maharashtra and has been leased to Mahakaleshwar Co-operating Housing Society by an agreement dated August 9, 2004. Our Company has entered into a development agreement with Mahakaleshwar SRA Co-operative Housing Society dated December 10, 2015 which has given us the right to redevelop the land.*

When we set out to actually develop such Land Reserves, we will need to seek approvals and permissions from granting authorities at the relevant time, which may not be obtained in time or at all. Any failure to obtain requisite approvals and permissions in time or at all, may result in our failure to develop our Land Reserves in accordance with our future long-term plans and exploit the estimated development potential on such land parcels, which may prejudice our growth strategy and could have an adverse effect on our business and prospects.

In addition, certain land parcels partly fall under strategic development zone, for which we are required to obtain special permission to develop the said property, apart from the non-agriculture land order. We cannot assure you that such permissions will be obtained in a timely manner or at all.

36. ***Increase in competition in the Indian real estate sector from various national and regional real estate developers, especially in the MMR real estate market, may adversely affect our profitability.***

Our business faces competition from both national and local property developers with respect to factors such as location, facilities and supporting infrastructure, services and pricing. Intensified competition between property developers may result in increased land prices, oversupply of properties, lower real estate prices, and lower sales at our properties, all of which may adversely affect our business. This may in turn lead to increased competition for location, services and customers, resulting in lower real estate prices and lower sales of our properties. Moreover, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that increased competition will not have an adverse effect on our profitability. For details in relation to our competition, see "***Our Business – Competition***" on page 235.

37. ***We may suffer uninsured losses or experience losses exceeding our insurance limits. Consequently, we may have to make payments to cover our uninsured losses, which could have an adverse effect on our financial condition.***

We typically insure all our projects to the extent of their respective full cost of construction. For further details, see "***Our Business - Insurance***" on page 234. Our real estate projects could suffer physical damage from fire or other causes, resulting in losses, which may not be fully compensated by insurance. In addition, there are certain types of losses, such as those due to earthquakes, floods, other natural disasters, terrorism or acts of war, which may be uninsurable or are not insurable at a reasonable premium. We may also be subject to claims resulting from defects. The proceeds of any insurance claim with respect to insurance that either we or our contractors have taken may be insufficient to cover any expenses faced by us including higher rebuilding costs as a result of inflation, changes in building regulations, environmental issues and other factors. Should an uninsured loss or a loss in excess of insured limits occur, we may lose the capital invested in and the anticipated revenue from the affected property. We could also remain liable for any debt or other financial obligation related to that property. We cannot assure you that losses in excess of insurance proceeds will not occur in the future.

Seth forth are the details of aggregate coverage of insurance policies as a percentage of total assets during Fiscals 2025, 2024 and 2023:

| **Particulars** | **Fiscal 2025** | | **Fiscal 2024** | | **Fiscal 2023** | |
|---|---|---|---|---|---|---|
| | **Amounts (in ₹ lakhs)** | **Percentage (%) of total assets** | **Amounts (in ₹ lakhs)** | **Percentage (%) of total assets** | **Amounts (in ₹ lakhs)** | **Percentag e (%) of total assets** |
| Property, Plant and Equipment | 1,158.84 | 0.55 | 976.52 | 0.44 | 830.45 | 0.39 |
| Inventories | 65,547.49 | 31.25 | 62,039.69 | 27.71 | 51,786.30 | 24.05 |
| Total | 66,706.33 | 31.80 | 63,016.21 | 28.15 | 52,616.75 | 24.44 |
| Insurance coverage | | 68.91 | | 64.56 | | 67.12 |

In addition, any payments we may make to cover any uninsured loss may have an adverse effect on our business, financial condition and results of operations. If we suffer any losses, damages and liabilities in the course of our operations and real estate development, we may not have sufficient insurance or funds to cover any such losses. In addition, any payment we may make to cover any uninsured losses, damages or liabilities could have an adverse effect on our business, financial condition and results of operations. Further, we may not carry insurance coverage for all our projects. We may have to bear the costs associated with any damage suffered by us in respect of these uninsured projects or uninsured events.

38. ***Our success depends in large part upon our qualified personnel, including our Senior Management, Directors and Key Managerial Personnel and our ability to attract and retain them when necessary.***

Our operations are dependent on our ability to attract and retain qualified personnel. While we believe that we currently have adequate qualified personnel, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. The loss of the services of our qualified personnel may adversely affect our business, results of operations and financial condition. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the qualified employees that our business requires.

Further, our senior management team is integral to the success of our business. However, we cannot assure you that we will be able to retain any or all of our management team or successfully find and recruit qualified personnel to replace any members of our senior management team who may leave our Company in the future. Any loss of our senior management or key personnel or our inability to recruit further senior managers or other key personnel could impede our growth by impairing our day-to-day operations and hindering our development of Ongoing and Upcoming Projects and our ability to develop, maintain and expand customer relationships. Additionally, any leadership transition that results from the departure of any members of our senior management team and the integration of new personnel may be difficult to manage and may cause operational and administrative inefficiencies, decreased productivity amongst our employees and loss of personnel with deep institutional knowledge, which could result in significant disruptions to our operations. We will be required to successfully integrate new personnel with our existing teams in order to achieve our operating objectives and changes in our senior management team may affect our results of operations as new personnel become familiar with our business.

39. ***Our business is capital intensive and is significantly dependent on the availability of real estate financing in India. Difficult conditions in the global capital markets and the global economy generally may adversely affect our business and results of operations and may cause us to experience limited availability of funds. We cannot assure you that we will be able to raise sufficient financing on acceptable terms, or at all.***

Our business is capital intensive, requiring substantial capital to develop and market our Ongoing and Upcoming Projects. The actual amount and timing of our future capital requirements may also differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing our projects, changes in business plans due to prevailing economic conditions, unanticipated expenses, regulatory changes, and engineering design changes. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. Additional debt financing, if available, could increase our interest cost and require us to comply with additional restrictive covenants in our financing agreements. In addition, the Indian regulations on foreign investment in housing, built-up infrastructure and construction and development projects impose significant restrictions on us, including the types of financing activities we may engage in.

Our ability to obtain additional financing on favourable commercial terms, if at all, will depend on a number of factors, including:

- our results of operations and cash flows;
- the amount and terms of our existing indebtedness;
- general market conditions in the markets where we operate
- interest rates in India and globally; and
- general condition of the debt and equity markets in India.

In addition, changes in the global and Indian credit and financial markets may affect the availability of credit to our customers and decrease in demand for our development. Our inability to obtain funding on reasonable terms, or at all, could affect our ability to develop our Ongoing and Upcoming Projects and would have an adverse effect on our business and results of operations.

40. ***Several of our financing agreements provide for borrowings at floating or variable rates. An increase in interest rates could increase our borrowing costs under such facilities and adversely affect our business, results of operations and financial condition.***

We have incurred borrowings which bear interest at floating or variable rates linked to the prime lending rates of our lenders, as determined from time to time. As of March 31, 2025, our total outstanding borrowings of ₹ 31,137.19 lakhs had floating or variable interest rates. Upward fluctuations in interest rates could therefore increase the cost of both existing (for floating or variable interest rate borrowings) and new debt, which may have an adverse effect on our business, results of operations and financial condition. For further details, see

"*Management's Discussion and Analysis of Financial Condition and Results of Operations - Indebtedness*" on page 107.

41. ***A significant portion of our working capital needs are funded by presales. Any cancellation of sales or change in the laws or regulations governing the use of presales may affect our working capital and financial position.***

We typically focus on selling sizeable percentage of units prior to the receipt of the occupation certificate. Our presales, meaning sales done during launch and construction of a project, have allowed us to benefit from instalment payments from our customers, which we are able to use as working capital and thereby allowing us to maintain healthy levels of working capital and to reduce our debt servicing costs. However, we cannot assure you that we will be able to achieve sizeable percentage of presales in future. Any decrease in our presales may cause our working capital needs to increase.

While we aim to sell over our entire project during the construction phase, we cannot assure you that we will be able to meet such target with respect to all our projects. In addition, our ability to use such presales to meet our working capital needs may be affected by laws or regulations, or changes in the Government's interpretation or implementation thereof. We may be unable to timely find alternative sources of working capital, which could have adverse effect on our financial position.

42. ***We will continue to be controlled by our Promoters and Promoter Group after the completion of the Issue.***

As of the date of this Preliminary Placement Document, our Promoters and Promoter Group hold 73.63% of the issued, subscribed and paid-up equity share capital of our Company. After this Issue, our Promoters will continue to exercise significant control or exert significant influence over us which will allow them to vote together in capacity as shareholders of our Company on certain matters in general meetings of our Company. Accordingly, the interests of our Promoters and certain members of the Promoter Group in capacity as shareholders of our Company may conflict with your interests and the interests of other shareholders of our Company.

43. ***We enter into certain related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not have an adverse effect on our results of operation and financial condition.***

We have entered into transactions with related parties in the past and are likely to do so in the future. We cannot assure you that we could not achieve more favourable terms if such transactions were not entered into with related parties. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our results of operations and financial condition.

From time to time, our Company also guarantees certain debt of its Joint Ventures and affiliates. Such advances and borrowings could be unsecured or without a fixed maturity date.

Our Company's ability to pay its obligations may depend on our Joint Ventures and affiliates repaying the loans and advances it has made to them on demand. Our Company's Joint Ventures and affiliates' ability to make repayments to it will depend on their operating results and will be subject to applicable laws and contractual restrictions. Further, the ability of our Company to pay its obligations may be adversely affected by the performance of these Joint Ventures and affiliates. Our Company has given total unsecured loans and guarantees of ₹ 81,559.55 lakhs and ₹ 47,774.86 lakhs, respectively, to related parties as of March 31, 2025. Some of our Joint Ventures and affiliates to whom we have given such loans or for whose benefit we have provided guarantees are incurring losses which affects their ability to repay loans.

Set forth below are the details of the loans and guarantees given by our Company:

| Name of the party | Relationship | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|---|---|---|---|
| ***Loan given*** | | | | |
| Marathon Realty Private Limited | Promoter | 60,588.87 | 71,369.16 | 77,539.16 |
| Swayam Realtors and Traders LLP | Joint Venture | 428.60 | 380.48 | 343.06 |
| Columbia Chrome (India) Private Limited | Joint Venture | 379.63 | 338.77 | 208.28 |

| | | | | |
|---|---|---|---|---|
| Matrix Enclaves Projects Developments Private Limited | Significant influence | 19,324.27 | 19,324.27 | 19,324.27 |
| Vinotak Investment Private Limited | Significant influence | 820.69 | 5,816.01 | 5,354.28 |
| United Enterprises | Significant influence | 17.49 | 15.90 | 13.39 |
| United Builder | Significant influence | - | 134.27 | - |
| ***Corporate Guarantee given*** | | | | |
| Marathon Realty Private Limited | Promoter | 4,336.17 | 12,431.04 | 8,500.00 |
| Swayam Realtors and Traders LLP | Joint Venture | 43,438.69 | 30,177.72 | 30,447.00 |

We cannot assure you that any failure or delay by our Joint Ventures or affiliates to repay such loans and advances to it will not result in an adverse effect on our results of operation and financial condition.

44. ***Our Directors, Senior Management and Key Managerial Personnel have interests in us other than the reimbursement of expenses incurred and normal remuneration and benefits.***

Our Directors, Senior Management and Key Managerial Personnel may be deemed to be interested to the extent of Equity Shares held by them, directly or indirectly, in our Company and our Subsidiaries, as well as to the extent of any dividends, bonuses or other distributions on such shareholding. Our Directors may be interested to the extent of their shareholding in Marathon Realty Private Limited, which is a Promoter of our Company and has entered into various related party transactions as disclosed under section titled "***Related Party Transactions***" on page 38. Our Directors, Chetan Ramniklal Shah, Shailaja Chetan Shah and Mayur Ramniklal Shah, who are also Promoters of our Company have an interest in the promotion of our Company.

We cannot assure you that the interests of our Directors and our Key Managerial Personnel, if they are also our shareholders, will not conflict with your interests or the interests of the other shareholders of our Company. For details, see "***Board of Directors and Senior Management***" on page 236.

45. ***We may be unable to enforce our rights under some of our agreements in relation to acquisition of land or under our agreements with our customers on account of insufficient stamping and non- registration.***

We enter into sale and leasing agreements with our customers and partners for our projects. The terms, tenure and the nature of these agreements may vary depending, amongst other factors, on the project and the region where such project is being executed. Some of the agreements executed by us may be inadequately stamped or not registered. Inadequately stamped documents while not illegal cannot be enforced in a court of law until the applicable stamp duty, with penalty, has been paid and could impact our ability to timely enforce our rights under the agreements. In addition, we may not have good and marketable title to some of our land as a result of non-execution or non-registration or inadequate stamping of conveyance deeds and other acquisition documents.

46. ***Our operations and our workforce are exposed to various natural disasters, hazards and risks that could result in material liabilities, increased expenses and diminished revenues.***

We conduct various site studies prior to the acquisition of any area of land and its construction and development. However, there are certain unanticipated or unforeseen risks that may arise in the course of property development due to adverse weather and geological conditions such as storms, hurricanes, lightning, floods, landslides and earthquakes. In particular, MMR is prone to natural disasters and seismic activity to various extents, and could suffer significant damage should an earthquake, flood or other natural disaster occur.

Additionally, operations at construction sites are subject to hazards inherent in providing architectural and construction services, such as the risk of equipment failure, work accidents, fire or explosion. As a standard practice, we regularly inspect the health of the tower crane at set intervals. During one such inspection we discovered that the crane rope was damaged and remedial action was taken. However, due to certain procedural errors the hook collided with the crane jib and fell, although, no injuries occurred. We cannot assure you that, even after following safety protocols, such incidents will not happen in the future. Many of these hazards can cause injury and loss of life, severe damage to and destruction of property and equipment and environmental damage. The occurrence of any such events could adversely effect on our business and reputation. We cannot assure you that we will not bear any liability as a result of these hazards.

47. ***Industry information included in this Preliminary Placement Document has been derived from an industry report prepared by Liases Foras exclusively commissioned and paid for by us for such purpose***

We have commissioned the services of an independent third party research agency, Liases Foras and have relied on the report titled "*Industry Research Report for Marathon Nextgen Realty*" dated June, 2025, for industry-related data in this Preliminary Placement Document. This report uses certain methodologies for market sizing and forecasting. Neither we nor any of the managers have independently verified such data and therefore, while we believe them to be true, we cannot assure you that they are complete or reliable. Accordingly, investors should read the industry related disclosure in this Preliminary Placement Document in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information.

48. ***Corrupt practices or fraud or improper conduct may delay the development of a project and adversely affect our business and results of operations.***

The real estate development and construction industries in India and elsewhere are not immune to the risks of corrupt practices or fraud or improper practices. Large construction projects in all parts of the world provide opportunities for corruption, fraud or improper conduct, including bribery, deliberate poor workmanship, theft or embezzlement by employees, contractors or customers or the deliberate supply of low-quality materials. If we or any other persons involved in any of the projects are the victim of or involved in any such practices, our reputation or our ability to complete the relevant projects as contemplated may be disrupted, thereby adversely affecting our business and results of operations.

**External Risk Factors**

***Risks Related to India***

49. ***Any significant downturn in the real estate industry in India, as witnessed in the past, could materially and adversely affect our business, financial condition, and results of operations.***

The property market in India and our overall business operations have been adversely affected by economic developments both within and outside the country in recent times. The global credit markets have experienced significant volatility, which may persist and continue to negatively impact the availability of credit and financial market confidence, both globally and domestically.

While there have been indications of recovery in the global credit markets and the Indian real estate sector, market volatility and economic uncertainty may persist, potentially aggravating industry conditions or leading to unforeseen challenges. Such conditions may result in reduced sales or pricing of our projects, delays in launching certain projects to capitalize on anticipated periods of stronger real estate demand, and challenges faced by our contractors in securing adequate working capital.

We cannot provide any assurance that the governmental measures undertaken to address disruptions in the financial markets will successfully restore consumer confidence, stabilize the real estate market, or enhance credit availability and liquidity. Any substantial downturn in market conditions in the future could materially and adversely affect our business operations, financial condition, and results of operations.

50. ***Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

We are incorporated in and substantially all our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;

- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- outbreak of an infectious disease such as COVID-19;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its construction sector.

Moreover, a fall in the purchasing power of our customers, for any reason whatsoever, including rising consumer inflation, availability of financing to our customers, changing governmental policies and a slowdown in economic growth may have an adverse effect on our customers' income, savings and could in turn negatively affect their demand for our products. For example, in 2016, the Reserve Bank of India and the Ministry of Finance of the Government of India introduced demonetization policies, leading to a short-term decrease in liquidity of cash in India, which had in turn negatively affected consumer spending. Although there have been minimal short-term effects on our day-to-day business, the medium-term and long-term effects of demonetization on our business are uncertain and we cannot accurately predict the effect thereof on our business, results of operations, financial condition and prospects.

51. ***Land is subject to compulsory acquisition by the government and compensation in lieu of such acquisition may be inadequate.***

The right to own property in India is subject to restrictions that may be imposed by the Government from time to time. In particular, the Government under the provisions of the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 ("**Land Acquisition Act**") has the right to compulsorily acquire any land if such acquisition is for a "public purpose," after providing compensation to the owner. However, the compensation paid pursuant to such acquisition may not be adequate to compensate the owner for the loss of such property. The likelihood of such acquisitions may increase as central and state governments seek to acquire land for the development of infrastructure projects such as roads, railways, airports and townships. Additionally, we may face difficulties in interpreting and complying with the provisions of the Land Acquisition Act due to limited jurisprudence on them or if our interpretation differs from or contradicts any judicial pronouncements or clarifications issued by the government. In the future, we may face regulatory actions or we may be required to undertake remedial steps. Any such action in respect of any of the projects in which we are investing or may invest in the future may adversely affect our business, financial condition or results of operations.

52. ***A slowdown in India's economic growth may negatively impact our business operations, financial performance, cash flows, and the trading value of our Equity Shares.***

Our business operations and growth are intrinsically linked to the health of the Indian economy. Any actual or perceived slowdown in the Indian economy Indian rolling stock, may adversely impact our financial performance. Factors such as an increasing trade deficit, a downgrading of India's sovereign debt rating, or a decline in foreign exchange reserves could result in adverse effects on interest rates, liquidity, and the broader economic environment, which, in turn, may negatively influence our operations and financial condition.

The COVID-19 pandemic has caused a global economic downturn, followed by rising inflation and interest rates, exacerbating macroeconomic uncertainties. A sustained downturn in India's economic environment could affect governmental policies relating to our industry, thereby impacting our business strategy and financial results. Furthermore, fluctuations in agricultural output due to adverse weather, volatility in commodity and energy prices, and inflationary pressures could contribute to economic instability, further affecting our operations.

The Indian economy's performance is also influenced by global economic conditions, including geopolitical conflicts such as the Russia-Ukraine war and the Israel-Gaza conflict. Declines in foreign exchange reserves or significant currency fluctuations may lead to tighter liquidity and higher interest rates, thereby adversely impacting our financial health. Additionally, loss of investor confidence in emerging markets or global financial instability could have a cascading effect on India's economy, potentially undermining our operational and financial performance.

Other risks to the Indian economy that may affect our business include credit or financing constraints, volatility in trading activities on stock exchanges, and changes in India's tax, trade, fiscal, or monetary policies, including the Goods and Services Tax ("**GST**"). Political instability, terrorism, military conflict, or tensions with neighboring countries, as well as natural or man-made disasters, infectious disease outbreaks, and other significant domestic or global regulatory or economic developments, could further exacerbate these challenges, adversely affecting our business, financial condition, results of operations, and the trading price of our Equity Shares.

***53. Natural disasters, health epidemics, pandemics, and other disruptive events could negatively impact the Indian economy, leading to potential disruptions in our business and operations, which may, in turn, affect the trading price of our Equity Shares.***

Natural disasters, such as floods, earthquakes, tsunamis, cyclones, and other extreme weather events, along with health epidemics and pandemics like COVID-19, have historically had a negative impact on the Indian economy. Should such events occur in the future, our business may be adversely affected either directly or through the challenges in managing their aftermath. These events could disrupt our operations by damaging or destroying infrastructure, including information systems and telecommunication services, potentially leading to prolonged outages. Such disruptions may also hinder our employees' ability to reach business locations, affecting production and manufacturing processes. This, in turn, could harm our reputation, damage customer relationships, and impede the management team's ability to oversee and administer operations.

Additionally, we may incur substantial costs in repairing or replacing damaged equipment or rebuilding infrastructure. We may also face liability for disruptions in supply. While our insurance policies cover such natural disasters, they may not be sufficient to cover all losses arising from these events, which could negatively affect our financial condition, cash flows, operational results, and the price of our Equity Shares.

***54. Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in United States, Asia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India.

Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Recent developments in the ongoing conflict between Russia and Ukraine has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented several policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

55. ***Terrorist attacks, civil unrest, acts of violence, or wars involving India and other countries could have a negative impact on our business operations and the Indian financial markets.***

India has experienced instances of civil unrest, terrorist attacks, and political or economic instability, which could adversely affect the Indian economy, our business, results of operations, cash flows, financial condition, and the trading price of our Equity Shares. Social unrest and communal disturbances in certain parts of the country, if they occur in regions where we operate or elsewhere, could further contribute to such instability. Major hostilities, including military confrontations, civil unrest, or acts of violence, are beyond our control and may have a material adverse effect on India's economy, the Indian stock markets, and global equity markets in general. These events could negatively impact business sentiment, trade between countries, and investor confidence, thereby affecting our business and profitability.

Additionally, any degradation in India-China political relations or other international tensions, such as the military confrontation between India and China in June 2020, could lead to regional instability and raise investor concerns, further influencing the price of our Equity Shares. Civil disturbances, regional or international hostilities, terrorist attacks, or other violent acts could also have significant adverse effects on financial markets, government policy, and the overall economic environment. Such events may contribute to a perception that investing in Indian companies carries higher risks, negatively impacting both our business and the trading price of our Equity Shares.

56. ***Our business operations may be subject to the provisions of the Insolvency and Bankruptcy Code, 2016, as amended. Any adverse application, interpretation, or enforcement of the Code could have a material adverse effect on our business.***

The Insolvency and Bankruptcy Code (Second Amendment) Act, 2018, ("**IBC Amendment**"), which came into force on June 6, 2018, amended the Insolvency and Bankruptcy Code, 2016, to grant homebuyers the status of financial creditors. Prior to this amendment, real estate allottees were classified as unsecured creditors and were neither considered financial creditors nor operational creditors. As a result, allottees were not entitled to initiate insolvency proceedings against defaulting builders or real estate developers.

With the IBC Amendment, real estate allottees now have the right to invoke Section 7 of the IBC to initiate corporate insolvency resolution proceedings against defaulting builders or developers. The Supreme Court has upheld the retrospective application of the IBC Amendment. Although no such proceedings have been initiated against us to date, there can be no assurance that similar proceedings will not be initiated against us or our partners in the future, particularly in instances where our partners are responsible for the development of certain projects. Such proceedings, if initiated, could adversely affect our business and operational results.

57. ***A reduction in India's foreign exchange reserves could potentially affect liquidity and influence interest rates within the Indian economy, thereby having an adverse impact on our financial position.***

A decline in India's foreign exchange reserves could have a detrimental impact on the valuation of the Indian Rupee, potentially leading to reduced liquidity and increased interest rates. The inflows to India's foreign exchange reserves can be subject to significant volatility, and previous declines have negatively impacted the valuation of the Indian Rupee. There can be no assurance that India's foreign exchange reserves will not experience further reductions in the future. A continued decline in these reserves, along with other influencing factors, may further affect the valuation of the Indian Rupee, leading to reduced liquidity and elevated interest rates, which could have a negative impact on our business, financial condition, results of operations, and cash flows. Although a weaker Rupee may benefit our export activities, an overall reduction in liquidity could adversely affect our financial condition, results of operations, and cash flows.

***58. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

The provisions under Indian law may potentially delay, hinder, or prevent any future takeover or change in control of our Company. As per the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, an acquirer is defined as any person who, directly or indirectly, acquires or agrees to acquire shares, voting rights, or control over a company, whether individually or in concert with others. While these regulations are designed to protect the interests of investors and shareholders, they may also deter third parties from attempting to gain control of our Company. As a result, even if a potential takeover could lead to the acquisition of our Equity Shares at a premium to their market price or otherwise be advantageous to our shareholders, such a takeover may not be pursued or successfully completed due to the restrictions imposed by the SEBI Takeover Regulations.

***59. Investors may not be able to enforce a judgement of a foreign court against our Company.***

Our Company is incorporated under the laws of India. Our Company's assets are located in India and a majority of our Board of Directors and Key Managerial Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy.

The recognition and enforcement of foreign judgments in India are governed by Section 13 and Section 44A of the Code of Civil Procedure, 1908 (the "**Civil Code**"). Under Section 13, a foreign judgment shall be deemed conclusive with respect to any matter directly adjudicated, except in the following instances: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India.

India is not a signatory to any international treaty concerning the recognition or enforcement of foreign judgments. Section 44A of the Civil Code provides that a foreign judgment rendered by a superior court, as defined under this section, in a country or territory outside India, which has been declared by the Government as a reciprocating territory, may be enforced in India by execution proceedings, as if the judgment had been rendered by an Indian court. However, Section 44A applies only to monetary decrees and excludes amounts related to taxes, similar charges, fines, or penalties, and does not extend to arbitration awards.

Countries such as the United Kingdom, Singapore, Hong Kong, and the United Arab Emirates have been declared by the Government as reciprocating territories for the purposes of Section 44A of the Civil Code, whereas the United States has not been designated as such. A judgment from a country that is not a reciprocating territory may be enforced in India only through a fresh suit, filed within three years from the date of the judgment, in the same manner as a suit to enforce any other civil liability in India. In such cases, it is unlikely that an Indian court would award damages on the same grounds as a foreign court. Moreover, an Indian court may decline to enforce a foreign judgment if it considers the damages awarded to be excessive or contrary to public policy.

A party seeking to enforce a foreign judgment in India must obtain approval from the Reserve Bank of India (RBI) for repatriating any amount recovered pursuant to the award. Additionally, such amounts may be subject to income tax in accordance with applicable laws. It remains uncertain whether an Indian court would enforce foreign judgments that contravene or violate Indian law.

***60. Property litigation is common in India and may be prolonged over several years.***

Property disputes, especially those related to land ownership, are common in India (including public interest litigation) and are typically time-consuming and costly. If any property we have invested in is involved in current or future litigation, it could delay development projects and/or negatively affect our business, operational performance, cash flow, and financial health.

61. ***Restrictions on foreign direct investments ("FDI") and external commercial borrowings in the real estate sector may hamper our ability to raise additional capital. Further, foreign investors are subject to certain restrictions on transfer of shares.***

While the Government has permitted FDI of up to 100% without prior regulatory approval in the development of townships and in the construction of residential or commercial premises, industrial parks, roads or bridges, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure, and townships, it has issued a notification and imposed certain restrictions or conditionality on such investments pursuant to Press Notes, circulars and regulations (including FEMA Rules) issued by the DPIIT or the RBI or the Ministry of Finance, Government of India, from time to time, as the case may be (collectively, the "**FEMA Norms**").

In accordance with the FEMA Rules, participation by non-residents in the Issue is restricted to participation by FPIs under Schedule II of the FEMA Rules, in the Issue subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding 100% (sectoral limit). Further, other non-residents such as FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government, OCBs cannot participate in this Issue. For more information on bids by FPIs, see "***Issue Procedure***" on page 257.

Further, under FEMA, transfers of shares between non-residents and residents are freely permitted, subject to certain restrictions, if they comply with the pricing guidelines and reporting requirements specified under the FEMA Norms. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements, prior regulatory approval of the RBI will be required. We cannot assure you that any required approval from the RBI or any other government agencies will be obtained on favourable terms, or at all.

Further, under current external commercial borrowing guidelines prescribed by the RBI, companies are required to abide by restrictions including minimum maturity, permitted and non-permitted end-uses, maximum all-in-cost ceiling. Our inability to raise additional capital as a result of these and other restrictions could adversely affect our business and prospects.

62. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.***

The Competition Act was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India ("**CCI**") to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Central Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the CCI (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We do not have any outstanding notices in relation to non-compliance with the Competition Act or the agreements entered into by us.

However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business.

***63. Any downgrade in our developer rating could adversely affect our business.***

Our Company has received IVR BBB/ Stable (IVR Triple B with Stable Outlook) credit rating from Infomerics Ratings pursuant to its last rating rationale in relation to certain of our long term borrowings. This is an upgrade from our previous credit rating of IVR BBB-/ Stable (IVR Triple B Minus with Stable Outlook) from Infomerics Ratings. However, such rating is given based on our historic performance and should not be interpreted as a guarantee of future performance. We cannot assure you that our rating as a real estate developer will not be downgraded again in the future. Any decrease in our developer rating in the future may adversely affect our reputation and our business, results of operations, cash flows and financial condition.

***64. Any downgrade of India's sovereign debt rating by either a domestic or international credit rating agency could have an adverse effect on our business operations and the market price of our Equity Shares.***

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or Fiscal policy or a decline in India's foreign exchange reserves, all of which are outside the control of our Company. Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse reactions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

***65. If inflation rises in India, increased costs may result in a decline in profits.***

Inflation rates in India have been volatile in recent years, and such volatility may continue. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. While the Government of India has previously initiated economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect. There can be no assurance that inflation in India will not worsen.

***66. Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS and U.S. GAAP, with which investors may be more familiar.***

Our financial statements included in this Preliminary Placement Document are prepared and presented in conformity with Ind AS. Ind AS differ in certain respects from U.S. GAAP, IFRS and other accounting principles and standards. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial information included in this Preliminary Placement Document nor do we provide for a reconciliation of the financial information included in this Preliminary Placement Document to those of U.S. GAAP or IFRS. Accordingly, the degree to which financial information included in this Preliminary Placement Document will provide meaningful information is entirely dependent on investor's familiarity with Indian accounting principles. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Preliminary Placement Document should accordingly be limited.

***67. This Preliminary Placement Document includes certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the real estate industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies.***

Certain non-GAAP financial measures such as Net Debt, Adjusted EBITDA, Adjusted EBITDA Margin, Net Worth, interest coverage ratio and PAT Margin ("**Non-GAAP Measures**") and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Preliminary Placement Document. Such Non-GAAP Measures are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian

GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical information relating to our operations and financial performance are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. In addition, these are not standardized terms, hence a direct comparison of these measures between companies may not be possible. Other companies may calculate Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. We compute and disclose such Non-GAAP Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by power infrastructure sector companies, many of which provide such Non-GAAP financial measures and other statistical and operational information when reporting their financial results.

***Risks Related to the Equity Shares and the Issue***

***68. Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares.***

The Indian securities markets are smaller and more volatile than securities markets in more developed economies. The Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. The governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. The market price of the Equity Shares may decline or fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- actual or anticipated fluctuations in our operating results;
- announcements about our earnings that are not in line with analyst expectations;
- the public's reaction to our press releases, other public announcements and filings with the regulator;
- significant liability claims, complaints from our customers, shortages or interruptions in the availability of raw materials, or reports of incidents of tampering of raw materials;
- changes in senior management or key personnel;
- macroeconomic conditions in India;
- fluctuations of exchange rates;
- the operating and stock price performance of comparable companies;
- changes in our shareholder base;
- changes in our dividend policy;
- issuances, exchanges or sales, or expected issuances, exchanges or sales;
- changes in accounting standards, policies, guidance, interpretations or principles; and
- changes in the regulatory and legal environment in which we operate;
- COVID-19 related measures taken by the Indian government; or
- market conditions in the construction and development industry and the domestic and worldwide economies as a whole, including in relation to the COVID-19 crisis.

Any of these factors may result in large and sudden changes in the volume and trading price of the Equity Shares. We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. We cannot assure you that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

***69. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

***70. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by shareholders of such company.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

***71. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

We have distributed dividend amounting to ₹512.08 lakhs, ₹469.71, lakhs and ₹230.98 lakhs during Fiscals 2025, 2024 and 2023, respectively. For further details, please see "***Dividends***" on page 106. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future.

***72. There may be less information available about companies listed on Indian securities markets than companies listed on securities markets in other countries.***

There may be less publicly available information about Indian public companies, including our Company, than is regularly disclosed by public companies in other countries with more mature securities markets. There is a difference between the level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants in those markets, and that of markets in other more developed economies. In India, while there are certain regulations and guidelines on disclosure requirements, insider trading and other matters, there may be less publicly available information about Indian companies than is regularly made available by public companies in many developed economies. As a result, you may have access to less information about our business, results of operations and financial condition, and those of our competitors that are listed on the Stock Exchanges, on an ongoing basis, than you may in the case of companies subject to the reporting requirements of certain other countries.

***73. Fluctuations in the exchange rate between the Rupee and the U.S. dollar could have an adverse effect on the value of the Equity Shares, independent of our operating results.***

The Equity Shares are quoted in Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Rupees and subsequently converted into U.S. dollars for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the Net Proceeds received by shareholders. The exchange rate between the Rupee and the U.S. dollar has changed substantially in the last two decades and could fluctuate substantially in the future, which may have an adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

74. ***Your ability to acquire and sell Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Preliminary Placement Document; you will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on a recognised Indian stock exchange for a period of one year from the date of the allotment of the Equity Shares.***

    No actions have been taken to permit an offering of the Equity Shares offered in the Issue in any jurisdiction, except for India. As such, your ability to acquire Equity Shares offered in the Issue is restricted by the distribution and solicitation restrictions set forth in "***Selling Restrictions***" on page 273. Further, the Equity Shares offered in the Issue are subject to restrictions on transferability and resale. Pursuant to the SEBI ICDR Regulations, QIBs will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on a recognised Indian stock exchange for a period of one year from the date of the allotment of the Equity Shares. For further information, see "***Transfer Restrictions and Purchaser Representations***" on page 281. You are required to inform yourself on, and observe, these restrictions. Our Company and its representatives and agents will not be obligated to recognise any acquisition, transfer or resale of the Equity Shares offered in the Issue made other than in compliance with applicable law.

75. ***The rights of shareholders under Indian law may differ from or be more restricted than those under the laws of other jurisdictions.***

    The corporate affairs of our Company are governed by the Companies Act, the rules made thereunder, the regulations issued by SEBI and other relevant regulatory authorities, as well as the Memorandum of Association and the Articles of Association. The legal principles applicable to these matters, including the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights, may differ from those in other jurisdictions. In accordance with the provisions of the Companies Act, the voting rights of an equity shareholder in a company shall be proportionate to their shareholding in the paid-up equity share capital of the company.

76. ***Bidders to the Issue are not allowed to withdraw or revise their Bids downwards after the Issue Closing Date.***

    In terms of the SEBI ICDR Regulations, Bidders in the Issue are not allowed to withdraw or revise their Bids downwards after the Issue Closing Date. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the Bidder's demat account with the depository participant could take approximately seven days and up to ten days from the Issue Closing Date. However, there is no assurance that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Bidder's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment of Equity Shares in the Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of the Equity Shares. The Bidders shall not have the right to withdraw or revise their Bids downwards in the event of any such occurrence. Our Company may complete the Allotment of the Equity Shares even if such events may limit the Bidders' ability to sell the Equity Shares after the Issue or cause the trading price of the Equity Shares to decline.

77. ***Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

    We are incorporated in and substantially all our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

    - any increase in Indian interest rates or inflation;
    - any exchange rate fluctuations;

- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- outbreak of an infectious disease such as COVID-19;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability; and
- other significant regulatory or economic developments in or affecting India or its construction sector.

Moreover, a fall in the purchasing power of our customers, for any reason whatsoever, including rising consumer inflation, availability of financing to our customers, changing governmental policies and a slowdown in economic growth may have an adverse effect on our customers' income, savings and could in turn negatively affect their demand for our products. For example, in 2016, the Reserve Bank of India and the Ministry of Finance of the Government of India introduced demonetization policies, leading to a short-term decrease in liquidity of cash in India, which had in turn negatively affected consumer spending. Although there have been minimal short-term effects on our day-to-day business, the medium-term and long-term effects of demonetization on our business are uncertain and we cannot accurately predict the effect thereof on our business, results of operations, financial condition and prospects.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

78. ***Investors may not be able to enforce a judgement of a foreign court against our Company.***

Our Company is incorporated under the laws of India. Our Company's assets are located in India and a majority of our Board of Directors and Key Managerial Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy.

79. ***Investors can be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares or dividend paid thereon.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognized stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognized stock exchanges, the quantum of gains, and any available treaty relief. Such long-term capital gains exceeding ₹ 1,25,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess) subject to, inter alia, payment of STT. Further any capital gains realized on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will also be subject to long term capital gains tax in India at the rate of 12.5% (plus applicable surcharge and cess)

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India at the rate of 20.00% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

Additionally, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Further, we are required to withhold tax on such dividends distributed at the applicable rate. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

***80. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

## MARKET PRICE INFORMATION

As on the date of this Preliminary Placement Document, 5,12,08,140 Equity Shares have been issued, subscribed and are fully paid up. The face value of our Equity Shares is ₹ 5 per equity share. The Equity Shares are listed and are available for trading on NSE and BSE.

As on June 20, 2025, the closing price of the Equity Shares on BSE and NSE were ₹ 587.85 and ₹ 590.55 per Equity Share, respectively. The tables below set out, for the periods indicated, the high, low and average closing prices and the trading turnover on NSE and BSE for our Equity Shares.

A. The following tables set out the reported high, low and average of the closing prices of our Equity Shares on NSE and BSE and number of Equity Shares traded on the days on which such high and low prices were recorded and the total trading turnover for the Fiscals 2025, 2024 and 2023.

**NSE**

| Fiscal | High (₹) | Date of high | No. of Equity Shares traded on date of high (in number) | Total Turnover of Equity Shares traded on date of high (₹ in lakh) | Low (₹) | Date of low | No. of Equity Shares traded on date of low (in number) | Total Turnover of Equity Shares traded on date of low (₹ in lakh) | Average price for the year (₹) | Total Volume of Equity Shares traded in the Fiscals (in number) | Total Turnover of Equity Shares traded in the Fiscals (₹ in lakh) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Fiscal 2025 | 707.05 | September 20, 2024 | 6,30,137 | 4,419.87 | 360.50 | March 11, 2025 | 86,839 | 312.75 | 549.11 | 27,7,71,015 | 1,55,531.95 |
| Fiscal 2024 | 523.65 | March 7, 2024 | 2,76,022 | 1,410.90 | 274.20 | April 3, 2023 | 28,709 | 79.21 | 389.78 | 2,61,13,876 | 1,06,002.79 |
| Fiscal 2023 | 283.95 | March 21, 2023 | 17,150 | 48.64 | 119.00 | April 1, 2022 | 42,527 | 50.62 | 215.76 | 2,61,54,476 | 54,220.50 |

*(Source: www.nseindia.com)*

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

**BSE**

| Fiscal | High (₹) | Date of high | No. of Equity Shares traded on date of high (in number) | Total Turnover of Equity Shares traded on date of high (₹ in lakh) | Low (₹) | Date of low | No. of Equity Shares traded on date of low (in number) | Total Turnover of Equity Shares traded on date of low (₹ in lakh) | Average price for the year (₹) | Total Volume of Equity Shares traded in the Fiscals (in number) | Total Turnover of Equity Shares traded in the Fiscals (₹ in lakh) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Fiscal 2025 | 708.10 | September 20, 2024 | 26,838 | 189.02 | 358.90 | March 11, 2025 | 7,048 | 25.31 | 549.16 | 45,88,199 | 26,622.92 |
| Fiscal 2024 | 524.55 | March 7, 2024 | 11,112 | 56.58 | 275.00 | April 3, 2023 | 1,094 | 3.01 | 389.60 | 20,07,965 | 8,442.58 |
| Fiscal 2023 | 283.65 | March 21, 2023 | 1,768 | 4.99 | 118.85 | April 1, 2022 | 3,244 | 3.88 | 215.53 | 26,18,438 | 5,334.36 |

*(Source: www.bseindia.com)*

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

B. The following tables set out the reported high and low closing prices of our Equity Shares recorded on NSE and BSE and the number of Equity Shares traded on the days on which such high and low prices were recorded and the volume of Equity Shares traded in each of the last six months.

**NSE**

| Month | High (₹) | Date of high | No. of Equity Shares traded on date of high (in number) | Total Turnover of Equity Shares traded on date of high (₹ in lakh) | Low (₹) | Date of low | No. of Equity Shares traded on date of low (in number) | Total Turnover of Equity Shares traded on date of low (₹ in lakh) | Average price for the month (₹) | Equity Shares traded in the month | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | Volume (in number) | Turnover (₹ in lakh) |
| May 31, 2025 | 533.55 | May 15, 2025 | 19,419 | 103.10 | 476.60 | May 8, 2025 | 15,429 | 74.67 | 501.43 | 5,95,371 | 3,008.66 |
| April 30, 2025 | 558.35 | April 22, 2025 | 84,276 | 471.88 | 451.85 | April 7, 2025 | 56,302 | 256.53 | 506.10 | 12,00,020 | 6,165.77 |
| March 31, 2025 | 524.30 | March 25, 2025 | 1,05,100 | 546.67 | 360.50 | March 11, 2025 | 86,839 | 312.75 | 433.72 | 21,14,862 | 9,152.33 |
| February 28, 2025 | 569.50 | February 1, 2025 | 35,724 | 201.57 | 394.20 | February 28, 2025 | 71,655 | 282.49 | 497.74 | 8,64,644 | 4,267.60 |
| January 31, 2025 | 689.15 | January 8, 2025 | 2,58,862 | 1,755.33 | 542.85 | January 31, 2025 | 1,41,955 | 790.99 | 614.82 | 33,73,203 | 21,066.34 |
| December 31, 2024 | 636.05 | December 6, 2024 | 1,32,411 | 820.61 | 584.80 | December 31, 2024 | 33,503 | 195.38 | 606.26 | 8,83,327 | 5,398.79 |

*(Source: www.nseindia.com)*

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each month presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*
4. *If the market price information is not available on a particular date due to a public holiday, market price information of the previous working day have been disclosed.*

**BSE**

| Month | High (₹) | Date of high | No. of Equity Shares traded on date of high (in number) | Total Turnover of Equity Shares traded on date of high (₹ in lakh) | Low (₹) | Date of low | No. of Equity Shares traded on date of low (in number) | Total Turnover of Equity Shares traded on date of low (₹ in lakh) | Average price for the month (₹) | Equity Shares traded in the month | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | Volume (in number) | Turnover (₹ in lakh) |
| May 31, 2025 | 529.90 | May 16, 2025 | 609 | 3.23 | 476.65 | May 8, 2025 | 3,709 | 18.09 | 501.33 | 37,847 | 189.26 |
| April 30, 2025 | 557.70 | April 22, 2025 | 3,518 | 19.69 | 452.65 | April 7, 2025 | 8,882 | 40.37 | 506.52 | 80,088 | 404.89 |
| March 31, 2025 | 524.50 | March 25, 2025 | 3,043 | 15.78 | 358.90 | March 11, 2025 | 7,048 | 25.31 | 433.53 | 1,58,207 | 677.18 |
| February 28, 2025 | 567.90 | February 1, 2025 | 2,727 | 15.34 | 394.45 | February 28, 2025 | 8,292 | 32.87 | 497.07 | 61,456 | 297.6 |
| January 31, 2025 | 689.80 | January 8, 2025 | 26,039 | 176.52 | 542.20 | January 31, 2025 | 12,767 | 71.38 | 614.82 | 2,60,188 | 1,617.88 |
| December 31, 2024 | 635.90 | December 6, 2024 | 8,227 | 51.35 | 585.60 | December 31, 2024 | 1,085 | 6.32 | 606.46 | 2,33,524 | 1,394.17 |

*(Source: www.bseindia.com)*

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each month presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*
4. *If the market price information is not available on a particular date due to a public holiday, market price information of the previous working day have been disclosed.*

C. The following table sets forth the market price of our Equity Shares on NSE and BSE on November 12, 2024, the first working day following the approval of the Board of Directors for the Issue.

| NSE | | | | | | BSE | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **Open (₹)** | **High (₹)** | **Low (₹)** | **Close (₹)** | **Number of Equity Shares traded (in number)** | **Turnover (₹ in lakh)** | **Open (₹)** | **High (₹)** | **Low (₹)** | **Close (₹)** | **Number of Equity Shares traded (in number)** | **Turnover (₹ in lakh)** |
| 608.50 | 617.70 | 594.05 | 597.75 | 17,429 | 105.44 | 613.60 | 618.30 | 594.90 | 598.05 | 4,295 | 26.14 |

*(Source: www.nseindia.com and www.bseindia.com)*

## USE OF PROCEEDS

The Issue is being undertaken in accordance with Chapter VI of SEBI ICDR Regulations and Sections 42 and 62 of the Companies Act, 2013 including the rules made thereunder, to the extent applicable.

The total gross proceeds from the Issue shall aggregate up to ₹ [●] lakhs ("**Gross Proceeds**"). Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commission and expenses of the Issue (of approximately ₹ [●] lakhs) shall be approximately ₹ [●] lakhs ("**Net Proceeds**").

**Purpose of the Issue**

Subject to compliance with applicable laws and regulations, we propose to utilize the Net Proceeds (in whole or part) for the following objects:

1. Investment in Subsidiaries to fund certain of their Ongoing Projects;
2. Repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by:
   a) Our Company; and/ or
   b) Certain of our Subsidiaries, through investment in such subsidiaries;
3. Acquisition of land or land development rights; and
4. General corporate purposes

(collectively, referred to hereinafter as the "**Objects**")

***Utilization of Net Proceeds***

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

| Sr. No. | Particulars | Amount which will be financed from Net Proceed (₹ in lakhs)^ |
|---|---|---|
| 1. | Investment in Subsidiaries to fund certain of their Ongoing Projects | 16,000.00 |
| 2. | Repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by our Company and/or certain of our Subsidiaries, through investment in such subsidiaries | 34,000.00 |
| (a) | Repayment / pre-payment of borrowings by our Company | 21,100.00 |
| (b) | Repayment / pre-payment of borrowings by our Subsidiaries through investment in such Subsidiaries | 12,900.00 |
| 3. | Acquisition of land or land development rights | 30,000.00 |
| 4. | General corporate purposes* | [●] |
| **Total Net Proceeds** | | **[●]** |

* *The amount to be utilized for general corporate purposes alone shall not exceed 25% of the Gross Proceeds. To be determined upon finalization of the Issue Price and updated in the Placement Document.*

^ *Subject to finalization of Issue Size.*

The main objects clause and objects incidental or ancillary to the main objects clause, as set out in Memorandum of Association, of our Company and our Subsidiaries, as applicable, enable us to undertake (i) the existing activities; and (ii) the activities proposed to be funded from the Net Proceeds.

***Proposed schedule of implementation and deployment of Net Proceeds***

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

*(₹ in lakhs)*

| Sr. No. | Particulars | Total estimated cost* | Amount to be funded from Net Proceeds | Deployment schedule of Net Proceeds |
|---|---|---|---|---|
| 1. | Investment in Subsidiaries to fund certain of their Ongoing | 2,40,669.92 | 16,000.00 | By end of March 31, |

| Sr. No. | Particulars | Total estimated cost* | Amount to be funded from Net Proceeds | Deployment schedule of Net Proceeds |
|---|---|---|---|---|
| | Projects | | | 2027 |
| 2. | Repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by our Company and/ or certain of our Subsidiaries, through investment in such subsidiaries | - | 34,000.00 | By end of March 31, 2026 |
| (a) | Repayment / pre-payment of borrowings by our Company | - | 21,100.00 | By end of March 31, 2026 |
| (b) | Repayment / pre-payment of borrowings by our Subsidiaries through investment in such Subsidiaries | - | 12,900.00 | By end of March 31, 2026 |
| 3. | Acquisition of land or land development rights | - | 30,000.00 | By end of March 31, 2027 |
| 4. | General corporate purposes** | - | [●] | By end of March 31, 2027 |

* *Total estimated cost as per certificate dated June 23, 2025, issued by System Structural Consultants Private Limited, civil/structural engineers and project management consultants.*

** *To be determined upon finalization of the Issue Price and updated in the Placement Document. The amount to be utilized for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.*

The deployment of funds, fund requirements and the intended use of the Net Proceeds as described herein are based on our operating plans, current circumstances of our business, quotations from third parties, growth strategies of our Company and Subsidiaries and internal management estimates, and other commercial factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. For details, see "***Risk Factors – Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution and our management will have broad discretion over the use of the Net Proceeds***" on page 50. We may have to revise our funding requirements and deployment on account of a variety of factors such as our business and strategy, delay in procuring and operationalizing assets or necessary licenses and competition, our financial and market condition, and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management and obtaining necessary approvals/ consents, as applicable, in accordance with applicable law. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. The breakdown of the Net Proceeds as set-out above, is subject to change basis the final Issue size, including by way of any downward revisions in the breakdown between the various objects of the Issue.

In the event that the estimated utilization of the Net Proceeds and Issue related expenses in a scheduled fiscal year is not achieved, for the reasons mentioned above, the same shall be utilized in the next fiscal year or if required, the amount scheduled for deployment in a specific Fiscal may be utilized in an earlier Fiscal, as may be determined by our Company, in accordance with applicable laws.

Subject to compliance with applicable laws, in case of any variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed from internal accruals, additional equity and/or debt arrangements or by surplus funds available in respect of the other purposes for which funds are being raised in the Issue.

**Details of proposed use**

**1. Investment in Subsidiaries to fund certain of their Ongoing Projects**

As on April 30, 2025, our Company has 15 Ongoing Projects. We propose to utilize ₹ 16,000.00 lakhs out of the Net Proceeds towards making an investment in our Subsidiaries for funding four Ongoing Projects currently being undertaken by our Subsidiaries.

As on April 30, 2025, the total fund requirement for completing the four Ongoing Projects is ₹ 240,669.92 lakhs (as certified by, System Structural Consultants Private Limited, civil/structural engineers and project management consultants) of which, our Subsidiaries propose to deploy ₹ 16,000.00 lakhs out of Net Proceeds for funding projects, namely, Marathon Nexzone, Panvel; Marathon Neovalley Kaveri, Bhandup; Marathon Neovalley Narmada, Bhandup; and Marathon Millenium, Bhandup.

The fund requirement, the deployment of funds and the intended use of the Net Proceeds, for the Ongoing Projects, as described herein are based on our current business plan, management estimates, and other commercial and technical factors. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution.

The infusion of funds for investment in our Subsidiaries to fund Ongoing Projects undertaken by them is proposed by way of equity, warrants, debt or through any other manner, which shall be determined by our Board after considering certain commercial and financial factors at the time of investment. The deployment of the Net Proceeds in some of our Subsidiaries will be subject to various considerations such as applicable regulatory and contractual restrictions applicable on such Subsidiaries, as the case may be, dynamic market conditions, business opportunities, competitive environment, interest rate fluctuations and other macro-economic factors. The actual mode of investment and the amount proposed to be invested in such Subsidiaries has not been finalized as on the date of this Preliminary Placement Document and will be finalized at the time of utilization of the funds received from the Net Proceeds.

Our Company expects to benefit from such investments in our Subsidiaries, as this would contribute to our organic growth and expansion of our business.

***A. The residential project being developed through our Subsidiaries, Sanvo Resorts Private Limited, Nexzone Fiscal Services Private Limited and Terrapolis Assets Private Limited***

***1. Sanvo Resorts Private Limited***

*a) Marathon Nexzone, Panvel*

We are developing a residential project township, through our Subsidiary, Sanvo Resorts Private Limited in Panvel, Mumbai, Maharashtra, which is proposed to be undertaken in multiple phases. The project has a carpet area of 23,46,758 sq. ft. Set forth are the details of the different phases:

| Name and particulars of project | Name of tower | RERA registration no | Total Carpet Area (in sq. feet) |
|---|---|---|---|
| Nexzone Phase 1 | Antilia | P52000000666 / P52000000671 | 1,72,881 |
| Nexzone Phase 1 | Triton | P52000000663 / P52000000668 | 1,62,793 |
| Nexzone Phase 1 | ATRIA | P52000001047 / P52000000495 | 1,49,509 |
| Nexzone Phase 1 | Atlas | P52000000662 / P52000000472 | 1,46,146 |
| Nexzone Phase 1 | Aura | P52000000665 / P62000000669 | 1,47,058 |
| Nexzone Phase 1 | Ion | P52000000660 / P52000000664 | 1,74,858 |
| Nexzone Phase 1 | Vega | P52000000674 / P52000000522 | 1,76,056 |
| Nexzone Phase 1 | Acrux | P52000000670 / P52000001062 | 1,63,927 |
| Nexzone Phase 1 | Altis | P52000000573 / P52000000677 | 1,53,772 |
| Nexzone Phase 1 | Avior | P52000000502 / P52000000713 | 1,50,255 |
| Nexzone Phase 1 | Zodiac | P52000000547 / P52000000661 | 1,60,036 |
| Nexzone Phase 1 | Zenith | P52000000658 / P52000000667 | 1,53,448 |
| Nexzone Phase 1 | Nexzone plaza - I | -^ | 2,379 |
| Nexzone Phase 2 | Aster | P52000023148 / P52000029859 | 1,04,414 |
| Nexzone Phase 2 | Bodhi | P51900029857 / P51900029858 | 1,26,350 |
| Nexzone Phase 2 | Daffodil | P52000023254 / P52000023137 | 94,307 |
| Nexzone Phase 2 | Cedar | P52000023255 / P52000023250 | 89,459 |
| Nexzone Phase 2 | Nexzone plaza-II | P52000023228 | 19,110 |
| **Total** | | | **23,46,758** |

*^RERA registration is not required on account of exemption granted for area being less than 500 sq. meters.*

The following table provides details in relation to the total estimated cost, total funds deployed, total funds required for completion and amount proposed to be deployed from the Net Proceeds in relation to both Phase 1 and Phase 2:

(₹ in lakhs)

| Total estimated cost | Total funds deployed as on April 30, 2025$ | Total funds required for completion | Amount proposed to be deployed from the Net Proceeds |
|---|---|---|---|
| 1,76,324.45 | 1,59,054.83 | 17,269.62 | Up to 14,000.00 |

*Note: As certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, pursuant to their certificate dated June 23, 2025.*
*$ As certified by Rajendra & Co., Chartered Accountants, pursuant to their certificate dated June 23, 2025.*

The break-down of the total estimated cost for completing the Phase 1 and Phase 2 is set forth below:

| Sr. No. | Particulars | Phase 1 Total estimated cost (in ₹ lakhs)^ | Phase 2 Total estimated cost (in ₹ lakhs)^ |
|---|---|---|---|
| 1. | Construction cost (*including civil work, flat finishing, other construction cost, site man power, sewage treatment plant, road work, compound wall security cabin and main gate, substation and electrical work, other infrastructure cost, site infrastructure, electricity charges, security charges, hiring charges, departmental labour, shuttering repair and maintenance, other common construction expenses)*(1) | 1,19,719.72 | 25,947.50 |
| 2. | Statutory approvals (2) | 6,076.27 | 733.97 |
| 3. | Overheads (1) | 107.19 | 26.71 |
| 4. | Other costs (*including land cost and finance cost*) (1) | 19,686.09 | 4,027.00 |
| **Total** | | **1,45,589.27** | **30,735.18** |

*^ (1) As certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, pursuant to their certificate dated June 23, 2025.*
*(2) As certified by Geetesh Varte and Associates, architect, pursuant to their certificate dated June 23, 2025.*
*All above costs are inclusive of applicable GST.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for completing the residential project, through our Subsidiary, Sanvo Resorts Private Limited, as described herein are based on our current business plan, design specifications, management estimates and other commercial and technical factors.

**Government Approvals**

We are required to obtain various approvals from governmental, regulatory and statutory authorities including environmental clearances, consent to operate and consent to establish and approvals for this project. Certain of these approvals have been received and the remaining will be applied for in due course. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. Set out below is the status of the material approvals required in connection with this project:

***Material Approvals for Marathon, Nexzone, Phase 1***

| Building Name | Authority | Initial Approvals | | Final Approvals | |
|---|---|---|---|---|---|
| | | Nature of Approval | Status | Nature of Approval | Status |
| ALTIS (S1-Wing C) | City And Industrial Development Corporation of Maharashtra Limited | Part Occupation Certificate | Obtained (dated May 2, 2019 and September 8, 2022) | Full OC | Pending |
| AVIOR (S1-Wing D) | City And Industrial Development Corporation of Maharashtra Limited | Part Occupation Certificate | Obtained (dated May 2, 2019 and September 8, 2022) | Full OC | Pending |
| ACRUX | City And Industrial Development | Part Occupation Certificate | Obtained | Full OC | Pending |

| | | | | | |
|---|---|---|---|---|---|
| (S1-Wing E) | Corporation of Maharashtra Limited | | (dated September 17, 2019 and September 8, 2022) | | |
| ATRIA (S2-Wing A) | City And Industrial Development Corporation of Maharashtra Limited | Part Occupation Certificate | Obtained (dated June 6, 2024) | Full OC | Obtained (dated May 7, 2025) |
| ATLAS (S2-Wing B) | City And Industrial Development Corporation of Maharashtra Limited | Part Occupation Certificate | Obtained (dated September 8, 2022) | Full OC | Pending |
| AURA (S2-Wing C) | City And Industrial Development Corporation of Maharashtra Limited | Part Occupation Certificate | Obtained (dated September 8, 2022) | Full OC | Pending |
| TRITON (S3-Wing A) | City And Industrial Development Corporation of Maharashtra Limited | Part Occupation Certificate | Obtained (dated November 12, 2024) | Full OC | Obtained (dated May 7, 2025) |
| ANTILIA (S3-Wing B) | City And Industrial Development Corporation of Maharashtra Limited | Commencement Certificate | Obtained (dated October 20, 2012) | Amended Commencement Certificate | Obtained (dated January 9, 2018) |
| | Airports Authority of India | Height Clearance NOC Obtained (dated April 15, 2024) | | | |
| | City And Industrial Development Corporation of Maharashtra Limited | CFO NOC | Obtained (dated August 18, 2017) | CFO NOC | Obtained (dated October 24, 2024) |
| | | Occupation Certificate | Not applicable | Occupation Certificate | Obtained (dated May 7, 2025) |
| VEGA (S3-Wing C) | City And Industrial Development Corporation of Maharashtra Limited | Part Occupation Certificate | Obtained (dated September 8, 2022) | Full OC | Pending |
| ION (S3-Wing D) | City And Industrial Development Corporation of Maharashtra Limited | Part Occupation Certificate | Obtained (dated September 8, 2022) | Full OC | Pending |
| Marathon Nexzone 1 | State Level Environment Impact Assessment Authority | EC (SEAC) | Obtained (dated May 16, 2011) | Revalidation of EC | Obtained (dated June 14, 2018) |
| | Maharashtra Pollution Control Board | Consent to Establish | Obtained (dated June 15, 2022) | Consent to operate | Obtained (dated May 29, 2024) |

***Material Approvals for Marathon, Nexzone, Phase 2***

| **Building Name** | **Authority** | **Initial Approvals** | | **Final Approvals** | |
|---|---|---|---|---|---|
| | | **Nature of Approval** | **Status** | **Nature of Approval** | **Status** |

| | | | | | |
|---|---|---|---|---|---|
| ASTER (S4+S5) Wing-A | City And Industrial Development Corporation of Maharashtra Limited | Commencement Certificate | Obtained (dated October 20, 2012, January 9, 2018 and February 26, 2020) | Plinth Commencement Certificate | Obtained (dated March 4, 2024) |
| | City And Industrial Development Corporation of Maharashtra Limited | Fourth Amended Provisional CFO NOC | Obtained (dated November 6, 2023) | Final CFO NOC | Pending |
| | Airports Authority of India | Height Clearance NOC Obtained (dated January 2, 2023) | | | |
| BODHI (S4+S5) Wing-B | City And Industrial Development Corporation of Maharashtra Limited | Commencement Certificate | Obtained (dated October 20, 2012, January 9, 2018 and February 26, 2020) | Plinth Commencement Certificate | Obtained (dated March 23, 2023) |
| | City And Industrial Development Corporation of Maharashtra Limited | Fourth Amended Provisional CFO NOC | Obtained (dated November 6, 2023) | Final CFO NOC | Pending |
| | Airports Authority of India | Height Clearance NOC Obtained (dated October 7, 2019) | | | |
| CEDAR (S4+S5) Wing-C | City And Industrial Development Corporation of Maharashtra Limited | Commencement Certificate | Obtained (dated October 20, 2012, January 9, 2018 and February 26, 2020) | Plinth Commencement Certificate | Obtained (dated November 3, 2021) |
| | City And Industrial Development Corporation of Maharashtra Limited | Fourth Amended Provisional CFO NOC | Obtained (dated November 06, 2023) | Final CFO NOC | Obtained (dated February 29, 2024) |
| | Maharashtra Pollution Control Board | Consent to Establish | Obtained (dated June 15, 2022) | Consent to Operate | Obtained (May 29, 2024) |
| | Airports Authority of India | Height Clearance NOC Obtained (dated October 7, 2019) | | | |
| DAFFODIL (S4+S5) Wing-D | City And Industrial Development Corporation of Maharashtra Limited | Commencement Certificate | Obtained (dated October 20, 2012, January 9, 2018 and February 26, 2020) | Plinth Commencement Certificate | Obtained (dated October 20, 2022) |
| | City And Industrial Development Corporation of Maharashtra Limited | Fourth Amended Provisional CFO NOC | Obtained (dated November 6, 2023) | Final CFO NOC | Obtained (dated October 24, 2024) |
| | Maharashtra Pollution Control Board | Consent to Establish | Obtained (dated June 15, 2022) | Consent to Operate | Obtained (dated May 29, 2024) |
| | Airports Authority of India | Height Clearance NOC Obtained | | | |

| | | | | | |
|---|---|---|---|---|---|
| | | | (dated January 2, 2023) | | |
| Marathon Nexzone 2 | State Level Environment Impact Assessment Authority | EC (SEAC) | Obtained (dated May 16, 2011) | Revalidation of EC | Obtained (dated June 14, 2018) |

***Means of Finance***

The total estimated cost for completing the residential project in relation to both Phase 1 and Phase 2, as certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, is ₹ 1,76,324.45 lakhs. As on April 30, 2025, we have deployed ₹ 1,59,054.83 lakhs towards this project in relation to both Phase 1 and Phase 2. Our Subsidiary, Sanvo Resorts Private Limited, may utilize up to ₹ 14,000.00 lakhs towards completion of the residential project, and the balance requirement, (to the extent not funded through Net Proceeds) will be funded through other sources, *inter-alia*, bank borrowings and/ or internal accruals of our Subsidiary, Sanvo Resorts Private Limited.

***2. Nexzone Fiscal Services Private Limited***

*(a) Marathon Neovalley Kaveri, Bhandup*

We are developing a residential project, through our Subsidiary, Nexzone Fiscal Services Private Limited in Bhandup, Mumbai, Maharashtra. The project is being constructed on a land parcel constituting an area of 4,072 sq. m. with a carpet area available for sale of 1.11 lakhs sq. ft.

The following table provides details in relation to the total estimated cost, total funds deployed, total funds required for completion and amount proposed to be deployed from the Net Proceeds:

*(₹ in lakhs)*

| Total estimated cost | Total funds deployed as on April 30, 2025$ | Total funds required for completion | Amount proposed to be deployed from the Net Proceeds |
|---|---|---|---|
| 16,208.53 | 11,572.13 | 4,636.40 | Up to 2,500.00 |

*Note: As certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, pursuant to their certificate dated June 23, 2025.*
*$ As certified by Rajendra & Co., Chartered Accountants, pursuant to their certificate dated June 23, 2025.*

The break-down of the total estimated cost for completing the Marathon Neovalley Kaveri residential project is set forth below:

| Sr. No. | Particulars | Total estimated cost (in ₹ lakhs)^ |
|---|---|---|
| 1. | Construction cost (*including civil work, flat finishing, other construction cost, site man power, sewage treatment plant, road work, compound wall security cabin and main gate, substation and electrical work, storm water drainage, other infrastructure cost, site infrastructure, electricity charges, security charges, hiring charges, shuttering repair and maintenance, other common construction expenses.*)(1) | 10,831.31 |
| 2. | Statutory approvals (2) | 1,510.73 |
| 3. | Overheads (1) | 47.36 |
| 4. | Other costs (*including tenant rent and rehab maintenance, land cost and finance cost*)(1) | 3,819.13 |
| **Total** | | **16,208.53** |

*^ (1) As certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, pursuant to their certificate dated June 23, 2025.*
*(2) As certified by Geetesh Varte and Associates, architect, pursuant to their certificate dated June 23, 2025.*
*All above costs are inclusive of applicable GST.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for completing the residential project, through our Subsidiary, Nexzone Fiscal Services Private Limited, as described herein are based on our current business plan, design specifications, management estimates and other commercial and technical factors. The project is not implemented in a phased manner, hence, there are no phases in the project.

**Government Approvals**

We are required to obtain various approvals from governmental, regulatory and statutory authorities including environmental clearances, consent to operate and consent to establish approvals for this project. Certain of these approvals have been received and the remaining will be applied for in due course. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. Set out below is the status of the material approvals required in connection with this project:

***Material Approvals for Marathon Neovalley Kaveri***

| Authority | Initial Approvals | | Final Approvals | |
|---|---|---|---|---|
| | Nature of Approval | Status | Nature of Approval | Status |
| Slum Rehabilitation Authority | Annexure-II | Obtained (dated March 23, 2016) | Not applicable | Not applicable |
| Slum Rehabilitation Authority | LOI | Obtained (dated September 9, 2016) | Revised LOI | Obtained (dated January 24, 2020) |
| Slum Rehabilitation Authority | IOA | Obtained (dated February 27, 2020) | Amended IOA | Obtained (dated February 10, 2025) |
| Slum Rehabilitation Authority | Plinth CC (Sale Wing A) | Obtained (dated March 10, 2023) | Full CC | Obtained (dated March 17, 2025) |
| Slum Rehabilitation Authority | Plinth CC (Sale Wing B) | Obtained (dated March 10, 2023) | Full CC | Obtained (dated June 14, 2024) |
| Slum Rehabilitation Authority | Full OC | Pending | Full OC | Pending |
| Municipal Corporation of Greater Mumbai | Provisional CFO NOC | Obtained (dated March 31, 2022) | Final CFO NOC | Pending |
| Airport Authority of India | Height Clearance NOC (Obtained dated November 30, 2022) | | | |
| Ministry of Environment, Forest and Climate Change (Issued by the State Environment Impact Assessment Authority (SEIAA), Maharashtra) | EC Obtained (dated August 7, 2022) | | | |
| Maharashtra Pollution Control Board | Consent to Establish | Obtained (dated December 29, 2022) | Consent to Operate | Obtained (dated September 20, 2023) |

***Means of Finance***

The total estimated cost for completing the residential project, as certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, is ₹ 16,208.53 lakhs. As on April 30, 2025, we have deployed ₹ 11,572.13 lakhs towards this project. Our Subsidiary, Nexzone Fiscal Services Private Limited, may utilize up to ₹ 2,500.00 lakhs towards completion of the residential project, and the balance requirement, (to the extent not funded through Net Proceeds) will be funded through other sources, *inter-alia*, bank borrowings and/ or internal accruals of our Subsidiary, Nexzone Fiscal Services Private Limited.

*(b) Marathon Neovalley Narmada, Bhandup*

We are developing a residential project, through our Subsidiary, Nexzone Fiscal Services Private Limited in Bhandup, Mumbai, Maharashtra. The project is being constructed on a land parcel constituting an area of 7,122.90 sq. m. with a carpet area available for sale of 1.18 lakhs sq. ft.

The following table provides details in relation to the total estimated cost, total funds deployed, total funds required for completion and amount proposed to be deployed from the Net Proceeds:

*(₹ in lakhs)*

| Total estimated cost | Total funds deployed as on April 30, 2025$ | Total funds required for completion | Amount proposed to be deployed from the Net Proceeds |
|---|---|---|---|
| 18,106.04 | 7,576.20 | 10,529.84 | Up to 2,000.00 |

*Note: As certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, pursuant to their certificate dated June 23, 2025.*
*$ As certified by Rajendra & Co., Chartered Accountants, pursuant to their certificate dated June 23, 2025.*

The break-down of the total estimated cost for completing the Marathon Neovalley Narmada residential project is set forth below:

| Sr. No. | Particulars | Total estimated cost (in ₹ lakhs)^ |
|---|---|---|
| 1. | Construction cost (*including civil work, flat finishing, other construction cost, site man power, sewage treatment plant, substation and electrical work, storm water drainage, other infrastructure cost, site infrastructure, electricity charges, security charges, hiring charges, shuttering repair and maintenance and other common construction expenses*)(1) | 11,520.23 |
| 2. | Statutory approvals (2) | 2,356.82 |
| 3. | Overheads (1) | 7.64 |
| 4. | Other costs (*including tenant rent and rehab maintenance, land cost and finance cost*)(1) | 4,221.35 |
| **Total** | | **18,106.04** |

*^ (1) As certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, pursuant to their certificate dated June 23, 2025.*
*(2) As certified by Geetesh Varte and Associates, architect, pursuant to their certificate dated June 23, 2025.*
*All above costs are inclusive of applicable GST.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for completing the residential project, through our Subsidiary, Nexzone Fiscal Services Private Limited, as described herein are based on our current business plan, design specifications, management estimates and other commercial and technical factors. The project is not implemented in a phased manner, hence, there are no phases in the project.

**Government Approvals**

We are required to obtain various approvals from governmental, regulatory and statutory authorities including environmental clearances, consent to operate and consent to establish approvals for this project. Certain of these approvals have been received and the remaining will be applied for in due course. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. Set out below is the status of the material approvals required in connection with this project:

***Material Approvals for Marathon Neovalley Narmada***

| Authority | Initial Approvals | | Final Approvals | |
|---|---|---|---|---|
| | Nature of Approval | Status | Nature of Approval | Status |
| Slum Rehabilitation Authority | Annexure-II | Obtained (dated January 23, 2020) | Not applicable | Not applicable |
| Slum Rehabilitation Authority | LOI | Obtained (dated June 10, 2022) | Revised LOI | N.A. |
| Slum Rehabilitation Authority | IOA | Obtained (dated August 12, 2022) | Amended IOA | Obtained (dated February 28, 2025) |
| Slum Rehabilitation Authority | Plinth CC (Wing B & C) | Obtained (dated March 8, 2023 and June 20, 2023) | Further CC | Pending |
| Slum Rehabilitation Authority | Full OC | Pending | Full OC | Pending |

| | | | | |
|---|---|---|---|---|
| Brihanmumbai Municipal Corporation | Provisional CFO NOC | Obtained (dated August 20, 2023) | Final CFO NOC | Pending |
| Airports Authority of India | Height Clearance NOC Obtained (dated September 5, 2023) | | | |

***Means of Finance***

The total estimated cost for completing the residential project, as certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, is ₹ 18,106.04 lakhs. As on April 30, 2025, we have deployed ₹ 7,576.20 lakhs towards this project. Our Subsidiary, Nexzone Fiscal Services Private Limited, may utilize up to ₹ 2,000.00 lakhs towards completion of the residential project, and the balance requirement, (to the extent not funded through Net Proceeds) will be funded through other sources, *inter-alia*, bank borrowings and/ or internal accruals of our Subsidiary, Nexzone Fiscal Services Private Limited.

### 3. *Terrapolis Assets Private Limited*

*a) Marathon Millennium, Mulund*

We are developing a commercial project, through our Subsidiary, Terrapolis Assets Private Limited in Bhandup, Mumbai, Maharashtra. The project is being constructed on a land parcel constituting an area of 4,343.42 sq. m. with a Carpet Area available for sale of 1.79 lakhs sq. ft.

The following table provides details in relation to the total estimated cost, total funds deployed, total funds required for completion and amount proposed to be deployed from the Net Proceeds:

*(₹ in lakhs)*

| Total estimated cost | Total funds deployed as on April 30, 2025$ | Total funds required for completion | Amount proposed to be deployed from the Net Proceeds |
|---|---|---|---|
| 30,030.90 | 24,642.31 | 5,388.59 | Up to 1,000.00 |

*Note: As certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, pursuant to their certificate dated June 23, 2025.*
*$ As certified by Rajendra & Co., Chartered Accountants, pursuant to their certificate dated June 23, 2025.*

The break-down of the total estimated cost for completing the Marathon Neovalley Narmada residential project is set forth below:

| Sr. No. | Particulars | Total estimated cost (in ₹ lakhs)^ |
|---|---|---|
| 1. | Construction cost (*including civil work, flat finishing, other construction cost, site man power, road work, compound wall security cabin and main gate, substation and electrical work, other infrastructure cost, site infrastructure, electricity charges, security charges, hiring charges, shuttering repair and maintenance and other common construction expenses*)(1) | 17,838.77 |
| 2. | Statutory approvals (2) | 5,768.12 |
| 3. | Overheads (1) | 51.52 |
| 4. | Other costs (*including tenant rent and rehab maintenance, land cost and finance cost.*) (1) | 6,372.49 |
| **Total** | | **30,030.90** |

*^ (1) As certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, pursuant to their certificate dated June 23, 2025.*
*(2) As certified by Geetesh Varte and Associates, architect, pursuant to their certificate dated June 23, 2025.*
*All above costs are inclusive of applicable GST.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for completing the residential project, through our Subsidiary, Terrapolis Assets Private Limited, as described herein are based on our current business plan, design specifications, management estimates and other commercial and technical factors. The project is not implemented in a phased manner, hence, there are no phases in the project.

**Government Approvals**

We are required to obtain various approvals from governmental, regulatory and statutory authorities including environmental clearances, consent to operate and consent to establish approvals for this project. Certain of these approvals have been received and the remaining will be applied for in due course. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. Set out below is the status of the material approvals required in connection with this project:

***Material Approvals for Marathon Millennium***

| Authority | Initial Approvals | | Final Approvals | |
|---|---|---|---|---|
| | Nature of Approval | Status | Nature of Approval | Status |
| Slum Rehabilitation Authority | Annexure-II | Obtained (dated May 2, 2014) | Not applicable | Not applicable |
| Slum Rehabilitation Authority | LOI | Obtained (dated September 22, 2016) | Revised LOI | Obtained (dated August 18, 2021) |
| Slum Rehabilitation Authority | IOA | Obtained (dated April 26, 2018) | Amended IOA | Obtained (dated August 21, 2023) |
| Slum Rehabilitation Authority | Plinth CC | Obtained (dated May 25, 2018) | Further CC | Obtained (dated August 21, 2023) |
| Slum Rehabilitation Authority | Part Occupation Certificate | Obtained (dated November 10, 2023) | Full Occupation Certificate | Pending |
| Brihanmumbai Municipal Corporation | Provisional CFO NOC | Obtained (dated January 26, 2023) | Part Final CFO NOC | Obtained (dated November 10, 2023) |
| Airports Authority of India | Height Clearance NOC Obtained (dated November 30, 2022) | | | |
| State Level Environment Impact Assessment Authority | EC Obtained (dated January 28, 2016) | | | |
| Maharashtra Pollution Control Board | Consent to Establish | Obtained (dated February 4, 2020) | Consent to Operate | Obtained (dated March 5, 2024) |

***Means of Finance***

The total estimated cost for completing the commercial project, as certified by System Structural Consultants Private Limited, civil/structural engineers and project management consultants, is ₹ 30,030.90 lakhs. As on April 30, 2025, we have deployed ₹ 24,642.31 lakhs towards this project. Our Subsidiary, Terrapolis Assets Private Limited, may utilize up to ₹ 1,000.00 lakhs towards completion of the commercial project, and the balance requirement, (to the extent not funded through Net Proceeds) will be funded through other sources, *inter-alia*, bank borrowings and/ or internal accruals of our Subsidiary, Terrapolis Assets Private Limited.

2. **Repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by our Company and our Subsidiaries, through investment in such subsidiaries.**

We avail fund-based facilities in the ordinary course of business from various entities, banks and financial institutions. We propose to utilize a portion of the Net Proceeds aggregating up to ₹ 34,000.00 lakhs out of which ₹ 21,100.00 lakhs will be utilized by our Company and ₹ 12,900.00 lakhs will be utilized by our Subsidiaries for part or full repayment and/or pre-payment of certain borrowings availed by our Company and/or certain of our Subsidiaries. In order for certain of our Subsidiaries to repay/ prepay, full or part of such borrowings, we propose to invest funds in our Subsidiaries, in the form of equity or debt or in any other manner as may be determined by our Company and as permitted under applicable law. The actual mode of such deployment has not been finalized as on the date of this Preliminary Placement Document and will be finalized at the time of utilization of the funds received from the Net Proceeds.

Our Company and Subsidiaries have obtained necessary consents, wherever required, from the lenders as per the requirements and restrictive covenants contained under the financing documentation of the borrowing arrangements. Further, pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds. We have and will also take such provisions into consideration while deciding repayment and/ or pre-payment of loans from the Net Proceeds.

The repayment and/or pre-payment in part or full of certain borrowings availed by our Company and/or certain of our Subsidiaries by utilizing the Net Proceeds will help reduce our outstanding indebtedness. In addition, we believe that since our debt - equity ratio will improve, it will enable us to raise further resources at competitive rates and additional funds/ capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

The details of the outstanding borrowings availed by our Company and certain of our Subsidiaries, proposed for repayment or prepayment, in full or in part, from the Net Proceeds is set forth below:

*A. Loans availed by our Company*

| Name of the Borrower | Name of the lender | Date of sanction letter/ loan agreement | Nature of loan | Purpose of the loan | Sanctioned amount (₹ in lakhs) | Amount outstanding as at March 31, 2025 (₹ in lakhs) | Tenor of borrowing | Repayment Schedule | Interest rate as on March 31, 2025 (%) | Prepayment Penalty |
|---|---|---|---|---|---|---|---|---|---|---|
| Marathon Nextgen Realty Limited | Ask Financial Holdings Private Limited | March 31, 2023 | Construction Finance | Construction of Neopark, Neosqaure | 13,000 | 8,713.24 | 48 months | In eight equal quarterly instalments starting from last day of 27th month from the date of first investment | 15.00 | Nil |
| Marathon Nextgen Realty Limited | Bank of Maharashtra Limited | May 21, 2024 | Loan against property | Lease rental discounting term loan facility against certain completed units of Marathon Futurex | 13,650 | 10,839.11 | 180 months | 180 structured monthly principal instalments to be started from next month of first disbursement, without any moratorium period. Repayment will commence from the month after first disbursement. Interest will be serviced as and when applied | 9.95 | 1% if prepayment will be made in first three years from the date of disbursement |
| Marathon Nextgen Realty Limited | STCI Finance Limited | November 6, 2023 | Term Loan | Loan against certain completed units of Marathon Futurex | 3,200 | 3,200.00 | 48 months | Eight equally quarterly instalments after moratorium | 12.50 | 1.00% |
| **Total** | | | | | **29,850.00** | **22,752.35** | | | | |

*Note: As certified by Rajendra & Co., Chartered Accountants, pursuant to their certificate dated June 23, 2025.*

*B. Loans availed by our Subsidiaries*

| Name of the Borrower | Name of the lender | Date of sanction letter/ loan agreement | Nature of loan | Purpose of the loan | Sanctioned amount (₹ in lakhs) | Amount outstanding as at March 31, 2025 (₹ in lakhs) | Tenor of borrowing | Repayment Schedule | Interest rate as on March 31, 2025 (%) | Prepayment Penalty |
|---|---|---|---|---|---|---|---|---|---|---|
| Terrapolis Assets Private Limited | Piramal Enterprises Limited | April 19, 2023 | Construction finance | Construction of Millenium Project | 15,000 | 3,302.54 | 20 quarters | Principal moratorium of two quarters and thereafter unequal quarterly instalments starting from 3rd quarter | 13.35 | 2.00% |
| Sanvo Resorts Private Limited | Piramal Enterprises Limited | March 28, 2023 | Construction finance | Construction of Nexzaone Project | 24,500 | 11,078.91 | 16 quarters | Principal moratorium of two quarters and thereafter unequal quarterly instalments starting from 3rd quarter | 12.60 | 2.00% |
| Nexzone Fiscal Services Private Limited | Motilal Oswal Home Finance Limited | August 11, 2023 | Loan against property | Construction of Neo Valley projects | 5,000 | 1,158.77 | 41 months | Repayable in four equal quarterly instalments starting from the last day of 32nd month from the date of 1st disbursement | 15.00 | 1.00% |
| Sanvo Resorts Private Limited | Piramal Enterprises Limited | December 23, 2024 | Construction finance | Construction of Nexzone project | 18,000 | 9,000.00 | 20 quarters | Facility 1: Principal moratorium up to four quarter for date of first disbursement<br>Facility II: Principal moratorium up to two quarters for date of first disbursement<br><br>Principal to be repaid in quarterly instalments as agreed in Business plan | 13.25 | 2.00% |
| Nexzone Fiscal Services Private Limited | Arka Fincap Limited | December 19, 2024 | Construction Loan | Construction of Neo Valley projects | 5,000 | 4266.80 | 48 months | Moratorium of 11 months and thereafter 11 quarterly instalments | 12.00 | 2.00% (if prepayment made within the period of six months) |
| **Total** | | | | | **67,500.00** | **28,807.02** | | | | |

*Note: As certified by Rajendra & Co., Chartered Accountants, pursuant to their certificate dated June 23, 2025.*

Our Company has and will consider the following factors for identifying the loans that will be repaid out of the Net Proceeds:

1. ease of operation of the facility;
2. presence of onerous terms and conditions under the facility;
3. terms of pre-payment to lenders, if any;
4. levy of any prepayment penalties and the quantum thereof;
5. costs, expenses and charges relating to the facility/ borrowing including interest rates involved;
6. provisions of any law, rules, regulations governing such borrowings;
7. mix of credit facilities provided by lenders; and
8. other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

**3. Acquisition of land or land development rights directly**

We propose to utilize an estimated amount of ₹ 30,000.00 lakhs from the Net Proceeds for the acquisition of land or land development rights by our Company or Subsidiaries. We may acquire land through different ways, including through auctions in the market by bidding for the auction or directly through negotiations with the seller, through government auctions, through strategic acquisition of shares of companies owning such land, joint ventures, Government allotment and society and slum redevelopment.

The actual mode of investment and the amount proposed to be invested in such Subsidiaries has not been finalized as on the date of this Preliminary Placement Document and will be finalized at the time of utilization of the funds received from the Net Proceeds. Our Company expects to benefit from such investments in our Subsidiaries, as this would contribute to our organic growth and expansion of our business.

As on the date of this Preliminary Placement Document we have entered into the following documentation, in relation to the some of the land proposed to be acquired from the Net Proceeds:

a. Memorandum of understanding dated July 10, 2024, signed for society redevelopment at Mumbai;

b. Letter of intent signed for acquisition of land at Dombivali/ Betwade, Thane district; and

c. Letter of intent signed for acquisition of land at Panvel

As part of our strategy, we intend to continue to acquire strategically located parcels of land at competitive prices while ensuring a disciplined capital structure with the goal of maximizing returns and developing a robust pipeline of projects in MMR, Pune and Bangalore which we finalize after thorough evaluation.

We propose to acquire land or land development rights, primarily in MMR, Pune and Bangalore. Costs of acquiring land or land development rights will vary depending on various factors, such as, profile of the population in the surrounding areas, location of land in prime areas or otherwise, general economic conditions, type of project that can be developed, and the extent of negotiations between us and the parties from whom we propose to acquire land. Further, we may also utilize the earmarked funds towards construction costs, approval expenses, cost of title searches, stamp duty, registration fees, taxes, legal fees and such other costs for any such land or land development rights our Company proposes to acquire using the Net Proceeds.

We undertake that, (i) in the case of joint development model, the requisite material approvals will be obtained as soon as reasonably possible (by paying requisite fees or charges) for commencement or completion of the relevant project; (ii) post-acquisition, the land will be free of all encumbrances and have clear title or the encumbrances, if any, will be removed by undertaking negotiations and financial settlements (with parties holding pledge and in certain cases those who may have encroached on the land); and (iii) if a joint development agreement is signed, we will work with the landlord/existing developer to remove the encumbrances except for the arrangements with banks, NBFCs or financial institutions who have supported the said joint development originally envisaged.

**4. General corporate purposes.**

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹ [●] lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilization not exceeding 25% of the Gross Proceeds, in compliance with applicable laws. The general corporate purposes for which our Company proposes to utilize Net Proceeds include, without limitation, funding growth opportunities, meeting ongoing general corporate exigencies and contingencies of Company and its Subsidiaries, expenses of our Company and its Subsidiaries, purchase of fixed assets, payment of all overheads, dues of our Company and its Subsidiaries and/or any other general purposes, as may be permissible under applicable laws, including provisions of the Companies Act.

Our Company's management shall have flexibility in utilizing surplus amounts, if any, in accordance with applicable law. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

**Interim use of Net Proceeds**

Pending utilization of the Net Proceeds our Company shall invest such proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market / mutual funds, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws. Provided that, in accordance with applicable laws, we undertake to not utilize the proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges.

**Monitoring of utilization of funds**

Our Company has appointed India Ratings and Research Private Limited as the monitoring agency, a credit rating agency registered with SEBI, in accordance with Regulation 173A of the SEBI ICDR Regulations for monitoring the utilization of Gross Proceeds as the size of our Issue exceeds ₹ 10,000 lakhs. The report of the Monitoring Agency shall be placed before the Audit Committee on a quarterly basis, upon its receipt, until such time as the Gross Proceeds have been utilized in full. The Board of Directors and the management of our Company will provide their comments on the findings of the Monitoring Agency as specified in Schedule XI of the SEBI Regulations. Such report, along with the comments (if any) of the Monitoring Agency shall be submitted to the Stock Exchanges within 45 days from the end of each quarter or such other period as may be specified under applicable law and uploaded on the website of our Company at www.marathon.in/nextgen/.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds.

On an annual basis, our Company shall (i) prepare a statement of funds utilized for purposes other than those stated in this Preliminary Placement Document and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized; and (ii) disclose every year, the utilization of the Gross Proceeds during that year in its annual report. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full.

Further, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects as stated above or the Objects for which the Gross Proceeds were raised, have been achieved. This information will also be published on our website and our Company shall furnish an explanation for the deviations and category-wise variations in the director's report in its annual report, after placing the same before the Audit Committee.

**Other confirmations**

The Net Proceeds shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilized as approved by our Board and / or a duly authorized committee of our Board, from time to time only for such purposes, as permitted under the Companies Act, prescribed Objects as disclosed above and other applicable laws.

Any variation in the planned use of the Net Proceeds will be undertaken in accordance with applicable law, including compliance with requirements for prior shareholders' approval, where required.

Subject to applicable laws, our Board shall determine the quantum of Net Proceeds to be deployed by our Company from the Issue, depending on business opportunities or requirements of our Company from time to time.

Neither our Promoters nor our Directors are making any contribution either as a part of the Issue or separately in furtherance of the use of the Net Proceeds. Further, neither our Promoters nor our Directors shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnels or Senior Management are not eligible to subscribe to the Issue.

There are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel and/or Senior Management.

## CAPITALIZATION STATEMENT

The following table sets forth our capitalization on a consolidated basis as of March 31, 2025, which is derived from Audited Consolidated Financial Statements and adjusted to give effect to the receipt of the gross proceeds of the Issue.

This table should be read in conjunction with "***Selected Financial Information***", "***Risk Factors***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and other financial information contained in the "***Financial Information***" on pages 34, 39, 107 and 305, respectively.

| Particulars | Pre-Issue (as at March 31, 2025)(1) | Post-Issue as adjusted (2)(3)(4) |
|---|---|---|
| **1. Non-current borrowings (including current maturities of long-term debt):** | | |
| Secured | 53,848.57 | [●] |
| Unsecured | - | [●] |
| **Total non-current borrowings** | **53,848.57** | [●] |
| Less: Current Maturities | 16,057.32 | [●] |
| **Non-current borrowings (A)** | **37,791.25** | [●] |
| | | |
| **2. Current borrowings** | | |
| Secured | 1,130.43 | [●] |
| Unsecured | 1,047.32 | [●] |
| **Total current borrowings** | **2,177.75** | [●] |
| Add: Current Maturities | 16,057.32 | [●] |
| **Current borrowings (B)** | **18,235.07** | [●] |
| | | |
| **Total Debt (C = A+B)** | **56,026.32** | [●] |
| | | |
| **3. Total Equity:** | | |
| I. Equity Share capital | 2,560.41 | [●] |
| II. Other equity | 1,16,137.15 | [●] |
| **Total Equity (D)(5)** | **1,18,697.56** | [●] |
| | | [●] |
| **Total Capitalization (C+D)** | **1,74,723.88** | [●] |
| | | [●] |
| **Non-current borrowings / Total Equity (A/D)** | 0.32 | [●] |
| **Total debt / Total equity (C/D)** | 0.47 | [●] |

*Note:*

*(1) Amounts derived from the Audited Consolidated Financial Statements.*

*(2) As adjusted to reflect the number of Equity Shares issued pursuant to the Issue and proceeds from the Issue. Adjustments do not include Issue related expenses.*

*(3) To be incorporated after determination of the Issue Price.*

*(4) The figures to be included under post-Issue column relating to the shareholder's fund shall be derived after considering the impact due to the issue of the Equity Shares only through the qualified institutions placement assuming that the Issue will be fully subscribed and does not include any other transactions or movements / issue related expenses.*

*(5) Total Equity includes equity share capital and other equity.*

## CAPITAL STRUCTURE

The share capital of our Company as at the date of this Preliminary Placement Document is set out below:

| | Particulars | Aggregate value (*in ₹*) |
|---|---|---|
| **A** | **AUTHORIZED SHARE CAPITAL*** | |
| | 14,75,00,000 Equity Shares of face value of ₹ 5 each | 73,75,00,000 |
| | 1,25,000 preference Shares of face value of ₹ 100 each | 1,25,00,000 |
| | **Total** | **75,00,00,000** |
| | | |
| **B** | **ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE** | |
| | 5,12,08,140 Equity Shares of face value of ₹ 5 each | 25,60,40,700 |
| | | |
| **C** | **PRESENT ISSUE IN TERMS OF THIS PRELIMINARY PLACEMENT DOCUMENT** | |
| | Up to [●] Equity Shares aggregating up to ₹ [●](1)(2) | [●] |
| | | |
| **D** | **ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE** | |
| | [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●](2) | [●] |
| | | |
| **E** | **SECURITIES PREMIUM ACCOUNT** | |
| | Before the Issue (as of the date of this Preliminary Placement Document) | 65,49,96,437 |
| | After the Issue(2)(3) | [●] |

*(1) The Issue has been authorized by the Board of Directors pursuant to its resolution dated November 11, 2024, and the Shareholders pursuant to a special resolution passed by way of postal ballot dated December 14, 2024.*

*(2) To be determined upon finalization of the Issue Price.*

*(3) The securities premium account after the Issue is calculated on the basis of gross proceeds of the Issue. Adjustments do not include Issue related expenses.*

** The current authorized share capital of our Company is not correctly reflected on the website of the MCA. For details, see "**Risk Factor – As a listed company in India, our Company is subject to certain obligations and reporting requirements under the Companies Act, the SEBI Listing Regulations, and we must comply with other SEBI regulations as may be applicable to us. If there are any non-compliances or delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties**", on page 52.*

### Equity Share capital history of our Company

The history of the Equity Share capital of our Company is provided in the following table:

| Date of allotment | Nature of allotment | No. of equity shares allotted | Face value per equity share (₹) | Issue price per equity share (₹) | Nature of consideration | Cumulative number of equity share | Cumulative paid-up equity share capital |
|---|---|---|---|---|---|---|---|
| January 13, 1978 | Initial subscription to the MOA(1) | 7 | 10 | 10 | Cash | 7 | 70 |
| February 13, 1978 | Further issue(2) | 63 | 10 | 10 | Cash | 70 | 700 |
| March 30, 1978 | Further issue(2) | 8,200 | 10 | 10 | Cash | 8,270 | 82,700 |
| June 30, 1978 | Further issue(2) | 11,730 | 10 | 10 | Cash | 20,000 | 2,00,000 |
| September 26, 1978 | Initial public offering by our Company(2) | 30,000 | 10 | 10 | Cash | 50,000 | 5,00,000 |
| November 2, 1979 | Pursuant to scheme of amalgamation(2)(4) | 17,15,000 | 10 | N.A. | Other than Cash | 17,65,000 | 1,76,50,000 |
| March 30, 1992 | Allotment pursuant to an order passed by the National Company Law Appellate Tribunal (*formerly known as Appellate Authority for Industrial and Financial Reconstruction*)(2) (3) | 1,50,000 | 10 | 10 | Other than Cash | 19,15,000 | 1,91,50,000 |

| Date of allotment | Nature of allotment | No. of equity shares allotted | Face value per equity share (₹) | Issue price per equity share (₹) | Nature of consideration | Cumulative number of equity share | Cumulative paid-up equity share capital |
|---|---|---|---|---|---|---|---|
| June 1, 1993 | Allotment pursuant to conversion of debentures(2) | 8,62,650 | 10 | 50 | Cash | 27,77,650 | 2,77,76,500 |
| Pursuant to an order dated May 14, 2003, passed by the BIFR in relation to the scheme of demerger, the paid-up equity share capital of our Company was reduced to ₹ 92.59 lakhs. Post the reduction, the equity share capital of our Company was further derated / written down to 10% of its paid-up value i.e., from ₹ 92.59 lakhs to ₹ 9.25 lakhs. Further, 10 equity shares of our Company were consolidated into one equity share of ₹ 10 each. Accordingly, post the reduction and consolidation, the issued and paid-up equity share capital of our Company was ₹ 9.25 lakhs comprising 92,588 Equity Shares of ₹ 10 each | | | | | | | |
| August 22, 2003 | Preferential allotment pursuant to an order dated May 14, 2003, passed by the BIFR(2)(5) | 7,50,000 | 10 | 10 | Cash(5) | 8,42,588 | 84,25,880 |
| March 31, 2006 | Bonus issuance in the ratio of 4 equity shares for every 1 equity share | 33,70,352 | 10 | N.A. | N.A. | 42,12,940 | 4,21,29,400 |
| October 27, 2007 | Bonus issuance in the ratio of 2 equity shares for every 1 equity share | 84,25,880 | 10 | N.A. | N.A. | 1,26,38,820 | 12,63,88,200 |
| July 9, 2010 | Bonus issuance in the ratio of 1 equity share for every 2 equity shares | 63,19,410 | 10 | N.A. | N.A. | 1,89,58,230 | 18,95,82,300 |
| December 23, 2015 | Bonus issuance in the ratio of 1 equity share for every 2 equity shares | 94,79,115 | 10 | N.A. | N.A. | 2,84,37,345 | 28,43,73,450 |
| July 3, 2017 | Buyback | (54,37,345) | 10 | 275 | Cash | 2,30,00,000 | 2,30,00,000 |
| Pursuant to a resolution of our Board dated February 8, 2018, and a resolution of our Shareholders dated March 24, 2018, equity shares of our Company having face value of ₹ 10 each were sub-divided into equity shares of face value of ₹ 5 each. Consequently, the authorized share capital of our Company comprising 5,02,50,000 equity shares of face value of ₹ 10 each was sub-divided into 10,05,00,000 equity shares of face value of ₹ 5 each and the issued, subscribed and paid-up equity share capital of our Company comprising 2,30,00,000 equity shares of face value of ₹ 10 each was sub-divided into 4,60,00,000 equity shares of face value of ₹ 5 each. | | | | | | | |
| May 20, 2022 | Pursuant to the ESOP 2020 | 1,95,515 | 5 | 20 | Cash | 4,61,95,515 | 23,09,77,575 |
| October 18, 2022 | Pursuant to the ESOP 2020 | 53,672 | 5 | 20 | Cash | 4,62,49,187 | 23,12,45,935 |
| December 21, 2022 | Pursuant to the ESOP 2020 | 74,901 | 5 | 20 | Cash | 4,63,24,088 | 23,16,20,440 |
| May 2, 2023 | Pursuant to the ESOP 2020 | 47,209 | 5 | 20 | Cash | 4,63,71,297 | 23,18,56,485 |
| July 28, 2023 | Allotment pursuant to conversion of warrants | 6,00,000 | 5 | 135 | Cash | 4,69,71,297 | 23,48,56,485 |
| November 15, 2023 | Allotment pursuant to conversion of warrants | 42,00,000 | 5 | 135 | Cash | 5,11,71,297 | 25,58,56,485 |
| ***Allotments in the last one year preceding this Preliminary Placement Document*** | | | | | | | |
| May 9, 2024 | Pursuant to the ESOP 2020 | 36,843 | 5 | 20 | Cash | 5,12,08,140 | 25,60,40,700 |

1 *Our Company was incorporated on January 13, 1978; the Equity Shares were subscribed on January 5, 1978, pursuant to initial subscription to the Memorandum of Association.*

2 *Few of the corporate records, including the minutes of the board, committee and/or shareholders meeting, form filings, list of allotees and challans in relation to allotments made by our Company from February 13, 1978 till June 1, 1993 and challans for allotments made in Fiscal 2022 are not traceable. We have relied on annual reports and certain minutes of the shareholders' meetings to verify the allotments. Also, see "**Risk Factors – Our Company was incorporated in 1978 and certain of our corporate records are not traceable**" on page 54.*

3 *Equity shares were allotted pursuant to an order of amalgamation dated March 17, 1992, of Niranjan Mills Limited with Piramal Spinning and Weaving Mills Limited.*

4 *Pursuant to board and shareholders resolutions dated December 11, 1978, and February 2, 1979, respectively, and pursuant to an order dated June 21, 1979, passed by High Court of Judicature, Bombay, in relation to a scheme of amalgamation, erstwhile Piramal Spinning and Weaving Mills Limited was amalgamated with Mahadevi Investment Company Limited. Accordingly, the shareholders of the Piramal Spinning and Weaving Mills Limited were entitled to the allotment of new shares in the proportion of seven new equity shares for every four equity shares held.*

[5] *Pursuant to an order dated May 14, 2003, passed by the BIFR in relation to the scheme of demerger, incoming promoter was required to bring in their contribution of ₹ 100.00 lakhs in the form of ₹ 75.00 lakhs towards equity and ₹ 25.00 lakhs towards preference shares within three months of the sanction of scheme by the BIFR.*

Except as stated in "- ***Equity Share Capital History of our Company***" above, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Preliminary Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.

**Preference share capital history of our Company**

Our Company does not have any issued or outstanding preference share capital as on the date of this Preliminary Placement Document.

**Share Based Employee Benefits Schemes**

***Employees' Stock Options Plan 2020***

Pursuant to the resolutions passed by our Board in consultation with the Nomination and Remuneration Committee of our Company dated August 26, 2020 and by the Shareholders of our Company pursuant to special resolution dated September 30, 2020, our Company approved the Employees' Stock Options Plan 2020 ("**ESOP 2020**") to provide for the grant of options not exceeding 23,00,000 options to the eligible employees of our Company in one or more tranches, from time to time, which in aggregate are exercisable into not more than 23,00,000 Equity Shares, with each such option conferring a right upon the eligible employees to apply for one Equity Share in accordance with the terms and conditions as may be decided under this scheme. The primary objective of ESOP 2020 is to reward the employees for their past loyalty, contribution as a part of employee contribution, encourage employees to do their best, retain capable employees and to give co-ownership to employees.

The ESOP 2020 is in compliance with the SEBI SBEB Regulations. The following table sets forth details in respect of the ESOP 2020:

| Particulars | ESOP 2020 |
|---|---|
| Total Equity shares that can be issued on exercise of options granted under ESOP 2020 | 23,00,000 |
| Total number of options granted | 4,76,092* |
| Exercise price per option (in ₹) | 20.00 |
| Options lapsed or forfeited before vesting | - |
| Options lapsed or forfeited after vesting | 19,807 |
| Options vested | 4,59,401 |
| Option exercised | 4,08,140 |
| Option outstanding | 48,145 |
| Options pending for exercise | 31,454 |
| Options yet to be granted | 18,23,908 |
| Number of Equity Shares to be allotted upon exercise of outstanding options | 48,145 |

** Includes 16,691 options granted to its eligible employees on September 9, 2024 which are eligible to be exercised from September, 2025 onwards, in accordance to the terms of the ESOP 2020.*

**Proposed Allottees in the Issue**

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Lead Manager, to Eligible QIBs only, on a discretionary basis.

The names of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, and the percentage of post-Issue share capital that may be held by them, see "***Details of Proposed Allottees in the Issue***" on page 491.

**Pre-Issue and post-Issue shareholding pattern**

The pre-Issue and post-Issue shareholding pattern of our Company is set forth below:

| Sr. No. | Category | Pre-Issue^ | | Post-Issue* | |
|---|---|---|---|---|---|
| | | No. of Equity Shares held | % of share holding | No. of Equity Shares held | % of share holding |
| A. | Promoters' holding** | | | | |

| Sr. No. | Category | Pre-Issue^ | | Post-Issue* | |
| --- | --- | --- | --- | --- | --- |
| | | No. of Equity Shares held | % of share holding | No. of Equity Shares held | % of share holding |
| 1. | Indian | | | | |
| | Individual | 32,19,910 | 6.29 | [●] | [●] |
| | Bodies corporate | 3,44,82,646 | 67.34 | [●] | [●] |
| | **Sub-total** | **3,77,02,556** | **73.63** | **[●]** | **[●]** |
| 2. | Foreign promoters | Nil | Nil | [●] | [●] |
| | **Sub-total (A)** | **3,77,02,556** | **73.63** | **[●]** | **[●]** |
| **B.** | **Non – Promoters' holding** | | | | |
| 1. | Institutional investors | 21,14,471 | 4.13 | [●] | [●] |
| 2. | Non-institutional investors | | | | |
| | Private corporate bodies | Nil | Nil | [●] | [●] |
| | Bodies Corporate | 9,45,750 | 1.85 | | |
| | Directors | 1,724 | Negligible | [●] | [●] |
| | Indian public | 85,88,500 | 16.77 | [●] | [●] |
| | Others including non- resident Indians (NRIs)*** | 18,55,139 | 3.62 | [●] | [●] |
| | **Sub-total (B)** | **1,35,05,584** | **26.37** | **[●]** | **[●]** |
| | **Grand Total (A+B)** | **5,12,08,140** | **100.00** | **[●]** | **[●]** |

* *Note: The post-Issue shareholding pattern will be filled-in before filing of the Placement Document with the Stock Exchanges.*

** *Includes shareholding of the members of the Promoter Group.*

*** *Includes 3,54,616 of Investor Education and Protection Fund.*

^ *Based on beneficiary position data of our Company as on June 20, 2025.*

## Other confirmations

The Promoters, the Directors, the Key Managerial Personnel and members of the Senior Management of our Company do not intend to participate in the Issue. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel or members of Senior Management are not eligible to subscribe in the Issue

There will be no change in control of our Company pursuant to the Issue.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Preliminary Placement Document.

Except as mentioned under "***– Equity Share Capital history of our Company***" on page 102, our Company has not made any allotment of Equity Shares or preference shares, including for consideration other than cash, in the one year immediately preceding the date of filing of this Preliminary Placement Document.

Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of the Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottees for a period of one year from the date of Allotment, except on the Stock Exchanges.

Our Equity Shares have been listed for a period of at least one year prior to the date of the issuance of the notice of the extraordinary general meeting of our Shareholders dated December 14, 2024, for approving the Issue.

## DIVIDENDS

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable laws including Companies Act, 2013 together with the applicable rules issued thereunder. Our Board may also, from time to time, declare interim dividends. For further information, see "***Description of the Equity Shares***" on page 287.

The dividend distribution policy of our Company was approved and adopted by our Board on November 12, 2022. We may retain all our future earnings, if any, for use in the operations and expansion of our business. The dividend, if any, will depend on a number of factors, including but not limited to our Company's cash balances/ surplus available, overall financial position, present and future profitability and growth outlook, present and future cash flows from operations, present and future cash requirements for operations/ expansion as well as for investment, present and future economic and/ or political environment, present and future events having or likely to have an impact on the operations of our Company or on the demand for our Company's products /services, any other factor(s) that the shareholders and the board of directors may deem relevant and appropriate.

Further, our shareholders may not expect dividend in certain circumstances including growth opportunities which require our Company to allocate a significant amount of capital, in the event of a higher working capital requirement for business operations or otherwise, inadequacy of cash flow available for distribution, inadequacy or absence of profits, utilization of surplus cash for buyback of securities or setting off previous year losses, prohibition to declare dividend by any regulatory body and other factors which may be considered relevant by the Board.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

We have declared and paid dividends on the Equity Shares in Fiscals 2025, 2024 and 2023. Also, our Board had recommended a final dividend of ₹ 1.00 per Equity Share in its meeting dated May 21, 2025, for Fiscal 2025, which is subject to Shareholders' approval. Further, no interim dividend was declared between the period from April 1, 2025, until the date of this Preliminary Placement Document. Details of the dividend declared in the last three Fiscals are included below:

| Particulars | April 1, 2025, to the date of this Preliminary Placement Document | Fiscal 2025^ | Fiscal 2024 | Fiscal 2023 |
|---|---|---|---|---|
| Face value per Equity Share (in ₹) | 5 | 5 | 5 | 5 |
| Dividend per share (in ₹ per Equity Share) | Nil^ | 1 | 1 | 0.50 |
| Rate of dividend (in %) | Nil | 20 | 20 | 10 |
| Total Dividend (in ₹ lakhs) | Nil | 512.08 | 469.71 | 230.98 |

*^The Board of Directors of the Company, at its meeting held on May 21, 2025, has recommended a final dividend for Fiscal 2025 of ₹ 1.00 per Equity Share of face value ₹5 each, subject to the approval by the Shareholders of the Company in the ensuing Annual General Meeting.*

The Equity Shares to be issued in connection with this Issue shall qualify for all dividends, including interim dividend, if any, that is declared in respect of the fiscal in which they have been allotted. For further information, please see the section entitled "***Description of the Equity Shares***" on page 287.

Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue. The amounts paid as dividends in the past are not necessarily indicative of the dividend distribution policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid in the future or that the amount thereof will not be decreased. The form, frequency and amount of future dividends declared by our Company will depend on a number of internal and external factors, including, but not limited to, the factors set out in the Dividend Distribution Policy and such other factors that the Board may deem relevant in its discretion, subject to the approval of our Shareholders. For details, please see, "***Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements***" on page 77.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our Audited Consolidated Financial Statements. Unless the context requires otherwise, the financial information corresponding to Fiscals 2025, 2024 and 2023 have been derived from the Audited Consolidated Financial Statements. Our Audited Consolidated Financial Statements have been prepared under Indian Accounting Standards ("**Ind AS**") notified under Section 133 of the Companies Act, 2013, Companies (Indian Accounting standards) Rules, 2015, and other relevant provisions of the Companies Act.*

*Unless otherwise indicated or the context otherwise requires, the financial information included in this Preliminary Placement Document for Fiscal 2025 and Fiscal 2024 have been derived from our Fiscal 2025 Audited Consolidated Financial Statements and Fiscal 2024 Audited Consolidated Financial Statements, respectively. The Fiscal 2023 numbers presented in this Preliminary Placement Document are derived from the comparatives in the Fiscal 2024 Audited Consolidated Financial Statements to reflect the regrouping of line items in the Fiscal 2024 Audited Consolidated Financial Statements.*

*Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal are to the 12-month period ended March 31 of that year. Unless the context otherwise requires, in this section, references to 'the Company', our Company', the 'Issuer' are to Marathon Nextgen Realty Limited, on a standalone basis, and references to 'we', our' or 'us' are to Marathon Nextgen Realty Limited and our subsidiaries and joint ventures, on a consolidated basis.*

*This discussion may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Preliminary Placement Document. For further information, see "**Forward-Looking Statements**" on page 19. Also read "**Risk Factors**" and **"Management's Discussion and Analysis of Financial Condition and Results of Operations- Significant Factors Affecting our Results of Operations and Financial Condition**" on pages 39 and 111, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.*

*Unless stated otherwise, statistical information, industry and market data used thin this section has been obtained from the report titled "Industry Research Report for Marathon Nextgen Realty " issued in June 2025 prepared by Liases Foras ("**Liases Foras Report**") which is a report exclusively commissioned and paid for by our Company and prepared and issued by Liases Foras pursuant to an engagement letter dated June 21, 2025, in connection with the Issue. The relevant industry sources are indicated at all relevant places within this section. For more information, see "**Risk Factors – Industry information included in this Preliminary Placement Document has been derived from an industry report prepared by Liases Foras exclusively commissioned and paid for by us for such purpose**" on page 69.*

### OVERVIEW

We are a listed real estate developer with a legacy of over four decades, primarily operating in the Mumbai Metropolitan Region ("**MMR**"), including Panvel, Thane, Dombivli, Mulund, Bhandup, Lower Parel and Byculla. We have a diversified portfolio, which includes commercial projects and residential projects with a focus on luxury, mid-size/township developments and affordable residential projects. As of March 31 2025, we have delivered over 15 projects covering approximately 26.65 lakhs sq. ft. of Carpet Area. We have firmly positioned ourselves as one of the prominent developers across some micro-markets *(Source: Liases Foras Report)*.

Our customer-centric approach, commitment to high-quality construction, and focus on timely project execution have helped us build a strong reputation in the MMR real estate markets. Awards such as the Ramkrishna Bajaj National Quality award in the service category and the award for MHQ Best Practices Competition are a testament to our commitment to high-quality. As on the date of this Preliminary Placement Document, we have a pipeline of 15 Ongoing and 6 Upcoming Projects, which covers a total Carpet Area of approximately 53.97 lakhs sq. ft.

Further, as of the date of this Preliminary Placement Document, MRPL and certain members of the Promoter Group, own approximately 418 acres of land, in the prime real estate micro markets in the MMR region. This includes 205 acres of land in Panvel, 130 acres of land in Bhandup, 83 acres of land in Dombivli. We believe that access to this large land bank through collaboration with MRPL and members of the Promoter Group, provides us an opportunity for future development of projects in prime and high-growth micro-markets

Our core strength is our execution skills which is supported by our in-house engineering, procurement, and construction ("**EPC**") capabilities, which helps us in ensuring the planning, scheduling and quality of the construction of our buildings. We employ advanced construction technologies such as Kumkang formwork (aluminum formwork technology which helps in faster completion of the construction works) and PERI formwork (a leading manufacturer and supplier of formwork and scaffolding systems) to ensure the structural integrity and longevity of the Grade-A certified buildings. We have on-site batching plants that produce high-grade concrete, ensuring quality project builds.

We believe that our focus on efficient project execution and timely delivery and quality construction, architecture and design have enabled us to establish a reputed brand which is reflected in the various awards, recognition and accolades received by us. Our projects have received industry recognitions, such as the "*Best Ultra Luxury Project of the Year*" at Zee Real Estate & Business Excellence Award in 2023 awarded to *Monte South*. We have also received awards for the "*Developer of the Year"* by Estrade Real Estate Awards in Singapore in 2021 and Ramkrishna Bajaj National Quality Award in 2017.

We believe that our ability to cater to diverse customer segments, i.e. luxury, mid-market and affordable segments, allows us to be diversified and offset any cyclicality and slowdown in any one particular segment. For instance, *Monte South*, our luxury project in Byculla comprising four high-rise towers was launched in 2013. As of March 2025, the project ranks third in the market in terms of total marketable supply, with 936 residential units. *(Source: Liases Foras Report)* Despite being launched over a decade ago, demand for *Monte South* remains strong, reflecting its lasting appeal and the quality of its offerings. *(Source: Liases Foras Report)* In fact, the project recorded the third highest sales with 80 units in the Byculla market in Fiscal 2025, highlighting its continued popularity among homebuyers. *(Source: Liases Foras Report)* Further, *Nexzone*, our residential township, located in Panvel offers 1, 2 and 2.5 BHK homes across 16 towers. We believe that *Nexzone* seeks to provide families with affordable and spacious living. Nexzone offers around 4,600 flats spread across 16 towers spanning 25.00 acres. As of March 2025, our project *Neovalley* ranks seventh in the Bhandup market in terms of total marketable supply, with 527 residential units. *(Source: Liases Foras Report).* Our Completed Projects underscore our presence and our strength and capability in luxury, mid-range and affordable segments of the residential segment.

As of March 31, 2025, our Completed, Ongoing and Upcoming Projects portfolio includes the following:

| **Project Category** | **Carpet area (in sq. ft.)** | **Affordable housing and mid-income housing** | | **Premium and luxury housing** | | **Office space** | | **Retail space** | |
|---|---|---|---|---|---|---|---|---|---|
| | | **(in sq. ft.)** | **(As a % of project category** | **(in sq. ft.)** | **(As a % of project category)** | **(in sq. ft.)** | **(As a % of project category)** | **(in sq. ft.)** | **(As a % of project category)** |
| Completed Projects | 26,65,278 | 14,25,556 | 53.49% | 6,71,312 | 25.19% | 5,66,031 | 21.24% | 2,379 | 0.09% |
| Ongoing Projects | 22,28,335 | 12,96,563 | 58.19% | 7,33,222 | 32.90% | 1,79,440 | 8.05% | 19,110 | 0.86% |
| Upcoming Projects | 31,69,448 | 20,19,448 | 63.72% | 4,00,000 | 12.62% | 7,50,000 | 23.66% | - | 0.00% |

As of March 31, 2025, our Ongoing Project portfolio includes the following:

| **Project name** | **Location** | **As a % of ownership** | **Total Carpet Area (in sq. ft.)** | **As a % of completion** | **Area sold in sq. ft. (registered units)** | **Sale value of registered units (in lakhs ₹)** | **Collection from sold area (₹ in lakhs)** | **Estimated month/year of completion** |
|---|---|---|---|---|---|---|---|---|
| | | | | ***Residential*** | | | | |
| Monte South (Tower B) | Byculla | 40.00% | 4,17,667 | 65.43% | 2,54,138 | 82,967.98 | 56,920.79 | December 31, 2027 |
| Monte South (Tower C) | Byculla | 40.00% | 3,15,555 | 16.00% | 66,960 | 23,045.85 | 9,819.44 | June 30, 2026 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Nexzone Antilia | Panvel | 91.00% | 1,72,881 | 73.79% | 1,42,196 | 13,941.55 | 12,286.18 | December 30, 2026 |
| Nexzone Triton | Panvel | 91.00% | 1,62,793 | 97.75% | 1,37,797 | 13,769.95 | 13,522.71 | December 30, 2025 |
| Nexzone Atria | Panvel | 91.00% | 1,49,509 | 97.45% | 1,37,380 | 13,521.40 | 13,098.23 | June 30, 2025 |
| Nexzone Aster | Panvel | 91.00% | 1,04,414 | 49.50% | 69,360 | 7,011.28 | 5,732.03 | June 30, 2028 |
| Nexzone Bodhi | Panvel | 91.00% | 1,26,350 | 63.60% | 1,10,996 | 11,683.62 | 8,436.78 | December 31, 2026 |
| Nexzone Daffodil | Panvel | 91.00% | 94,307 | 71.60% | 85,176 | 8,309.55 | 6,588.67 | June 30, 2026 |
| Nexzone Cedar | Panvel | 91.00% | 89,459 | 68.95% | 85,490 | 8,466.16 | 7,776.93 | December 30, 2026 |
| Marathon NeoSquare[1] | Bhandup | 100.00% | 61,188 | 99.14% | 34,362 | 4,827.61 | 3,249.87 | December 29, 2025 |
| Marathon NeoPark | Bhandup | 100.00% | 1,06,865 | 64.96% | 73,653 | 11,701.44 | 7,370.97 | December 31, 2025 |
| Neo Valley - Kaveri | Bhandup | 90.00% | 1,10,734 | 66.79% | 1,05,225 | 16,903.89 | 6,948.27 | June 30, 2026 |
| Neo Valley - Narmada | Bhandup | 90.00% | 1,18,063 | 33.21% | 52,742 | 8,688.90 | 2,426.93 | December 31, 2027 |
| ***Commercial*** | | | | | | | | |
| Marathon Millennium | Mulund | 100.00% | 1,79,440 | 88.43% | 1,24,433 | 26,522.39 | 23,651.67 | June 30, 2026 |
| Nexzone Plaza | Panvel | 91.00% | 19,110 | 41.76% | - | - | - | December 31, 2026 |
| **Total** | | | 22,28,335 | | 1,479,908 | 2,51,361.57 | 1,77,829.47 | |

*Notes:*

(1) *The title of the property vests with the Government of Maharashtra and has been leased to Mahakaleshwar Co-operating Housing Society by an agreement dated August 9, 2004. Our Company has entered into a development agreement with Mahakaleshwar SRA Co-operative Housing Society dated December 10, 2015 which has given us the right to redevelop the land.*

Marathon group has existed for the last four decades. Our Company has benefited from the leadership of Chetan Ramnikal Shah and Mayur Ramnikal Shah, who are educated from leading American universities and are qualified technocrats. As part of a strategic growth initiative in 2002, the Marathon group took over management control of the Bombay Stock Exchange ("**BSE**") listed Piramal Spinning and Weaving Mills Limited ("**PSWML**"), which was re-named as Marathon Nextgen Realty Limited on September 7, 2007, for the development of a real estate project on its land in South Mumbai's Lower Parel area. We settled PSWML's lenders and the 1,310 mill workers through the Board for Industrial and Financial Reconstruction ("**BIFR**") where we added 8 acres acquired from PSWML. In 2007, we acquired 12.20 acres of Khatau Mills, Byculla by leveraging our prior experience and by efficiently settling lenders and 6,020 mill workers through BIFR. Further, in 2015 we added the Lower Parel office development of *Futurex* to our portfolio and subsequently from 2017 onwards gradually acquired 5.85 acres of land in Bhandup. In 2019 we acquired Terrapolis Assets Private Limited and acquired Sanvo Resorts Private Limited. Further, in 2023 we acquired Nexzone Fiscal Services Limited.

On March 31, 2025, our Board, subject to Shareholders and statutory approvals, approved a draft scheme of amalgamation and arrangement ("**Scheme of Arrangement**") between our Company and Matrix Water Management Private Limited ("**MWMPL**"), Sanvo Resorts Private Limited ("**SRPL**"), Marathon Realty Private Limited ("**MRPL**"), Matrix Enclaves Projects Developments Private Limited ("**MEPDPL**"), Matrix Land Hub Private Limited ("**MLHPL**") and a wholly owned Subsidiary of our Company, Marathon Energy Private Limited ("**MEPL**") as amended pursuant to the resolution of our Board dated May 21, 2025. Pursuant to the Scheme of Arrangement:

a) amalgamation of MWMPL (land admeasuring about 33 acres in Panvel, Raigad) and SRPL (holding the project of Marathon Nexzone, on land admeasuring about 25 acres of land at Panvel, Raigad) are proposed to be amalgamated with our Company;

b) transfer of certain projects of MRPL including projects situated at Lower Parel, along with land admeasuring about 130 acres in Bhandup and 172 acres in Panvel, (Raigad) to our Company by way of a demerger;

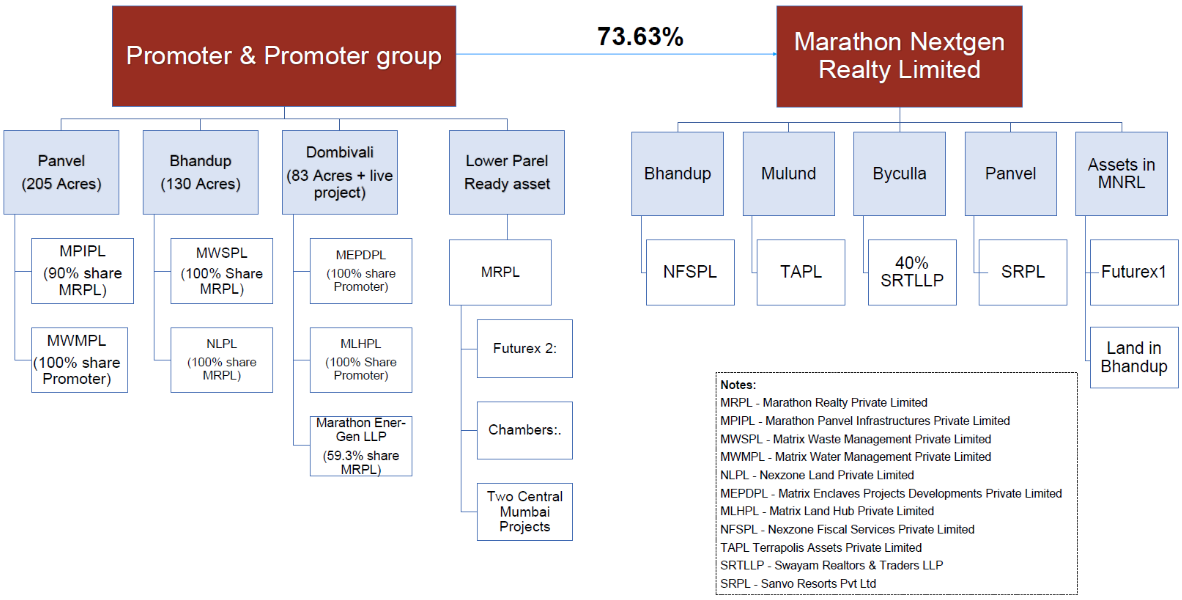
c) transfer of project namely Marathon Nextown situated at Dombivli, Thane through the transfer of partnership interest of MRPL in Marathon Ener-gen LLP to Marathon Energy Private Limited ("**MEPL**"), a wholly-owned subsidiary of our Company, by way of a demerger;

d) transfer of project namely Marathon Nexworld owned by MEPDPL situated at Dombivli, Thane as well as land admeasuring about 49 acres in Dombivli to MEPL by way of a demerger; and

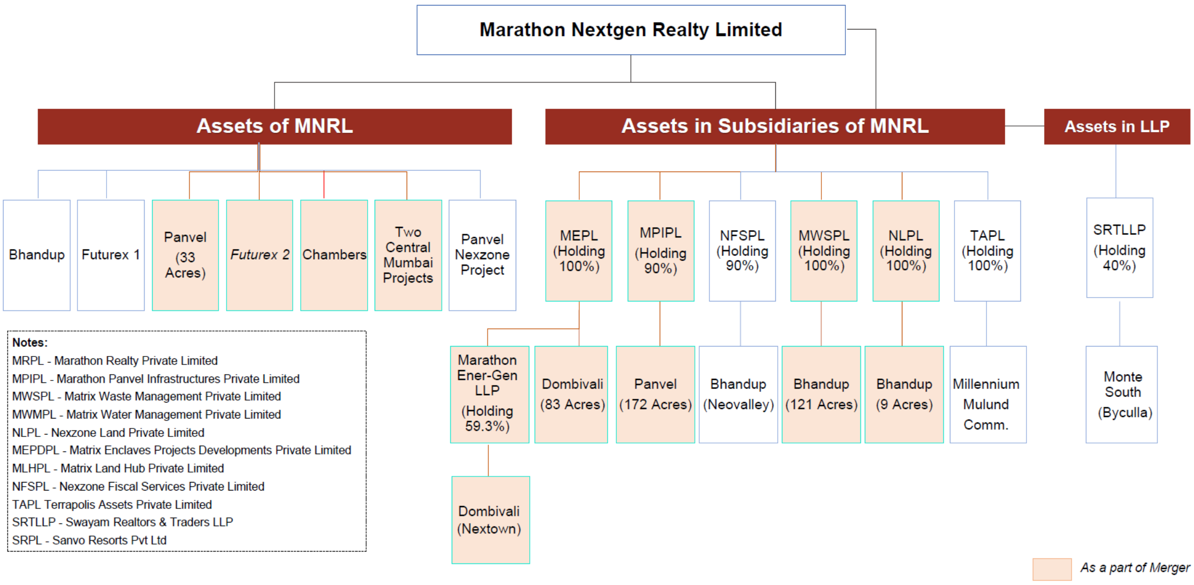
e) transfer of a project namely Marathon Nexworld owned by MLHPL situated at Dombivli, Thane as well as land admeasuring about 34 acres in Dombivli to MEPL by way of a demerger.

As a consideration of the Scheme of Arrangement, the Shareholders will receive equity shares and preference shares in accordance with the fair exchange ratio and fair share entitlement ratio. Further, the Scheme of Arrangement is intended to reduce the number of legal entities forming part of the Marathon group, simplify the structure of the Marathon group and reduce the managerial overlaps of administrative functions. While considering the valuation report issued by the registered valuer, our Board believed that fair value of each Equity Share should be revised upward to ₹575, against the value of ₹553 for each Equity Share, as determined by the registered valuer, with an intent to provide benefit to the public Shareholders of our Company.

Our current structure is as follows:




Following the merger our structure will be as follows:




The table below shows our key financial and operational metrics for our operations:

| Particulars | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|---|---|---|
| Booking Value[1] (₹ *in lakhs*) | 60,502.70 | 81,687.00 | 60,148.00 |
| Area sold[2] (*in square feet*) | 2,65,376 | 3,50,922 | 2,82,984 |
| Collections[3] (₹ *in lakhs*) | 52,363.87 | 69,475.85 | 54,826.45 |
| Revenue from Operations (₹ *in lakhs*) | 58,013.53 | 70,461.50 | 71,653.43 |
| Total income (₹ *in lakhs*) | 67,640.37 | 74,583.99 | 75,894.34 |
| Profit/ (loss) before tax (₹ *in lakhs*) | 20,788.79 | 18,015.39 | 15,609.89 |
| Profit/ (loss) after Tax for the Year / Period (₹ *in lakhs*) | 19,053.13 | 16,877.92 | 12,368.90 |
| PAT Margin[4] (%) | 28.17 | 22.63 | 16.30 |
| EBITDA[5] | 26,931.48 | 27,406.96 | 28,174.53 |
| EBITDA Margin (%)[6] | 39.82 | 36.75 | 37.12 |
| Adjusted EBITDA[7] (₹ *in lakhs*) | 31,939.51 | 31,984.10 | 31,115.78 |
| Adjusted EBITDA Margin[8] (%) | 47.22 | 42.88 | 41.00 |
| Total Equity (₹ *in lakhs*) | 1,20,262.64 | 1,00,732.94 | 79,330.88 |
| Net Debt[9] (₹ *in lakhs*) | 54,212.18 | 75,057.77 | 83,786.33 |
| Net Debt to equity ratio[10] *(Number of times)* | 0.46 | 0.75 | 1.07 |
| Net Worth[11] (₹ *in lakhs*) | 1,18,697.56 | 99,565.82 | 78,520.14 |
| Total assets[12] (₹ *in lakhs*) | 2,09,746.26 | 2,23,862.44 | 2,15,320.88 |

*Notes:*

1. *Booking value is calculated as the total agreement value of residential/commercial units sold during the financial year.*
2. *Area sold refers to the total carpet area of properties sold during the financial year, measured in square feet.*
3. *Collections for the year include amounts from areas sold during the year and advances received from customers, net of taxes.*
4. *PAT Margin is calculated by dividing profit after tax for the year by total income.*
5. *EBITDA is calculated as profit before tax plus depreciation and amortization expenses plus finance cost.*
6. *EBITDA Margin is calculated as EBITDA divided by total income.*
7. *Adjusted EBITDA is calculated as EBITDA plus finance cost charged in cost of sales (including share of profit from Joint Ventures).*
8. *Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by total income.*
9. *Net debt is calculated as total borrowing (current plus non-current borrowings) less cash and cash equivalent.*
10. *Net debt to equity ratio is calculated as Net Debt divided by Total Equity.*
11. *Net Worth is calculated as owner equity which is share capital plus other equity plus share application money pending allotment and excluding non-controlling interest.*
12. *Total assets is calculated as a sum total of all assets i.e. current assets and non-current assets.*

## SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our business, prospects, results of operations and financial conditions are affected by a number of factors, including the following:

***Sales volumes and rate of progress of construction and development***

Revenue from sale of property (commercial and residential) comprised 69.69%, 81.02% and 80.01% of our total income for Fiscals 2025, 2024 and 2023, respectively.

Therefore, our results of operations significantly depend upon the revenues from sale of our commercial and residential properties.

We recognize revenue as per Ind AS 115 "Revenue from Contract with Customers". Ind AS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. Under Ind AS 115, the revenue from real estate projects is recognised at a point in time upon our Company satisfying its performance obligation and the customer obtaining control of the underlying asset as compared to earlier percentage of completion method as per the Guidance Note on Accounting for Real Estate Transactions.

Further, the volume of bookings depends on our ability to design projects that will meet customer preferences and market trends, and to timely market and pre-sell our projects, the willingness of customers to pay for the projects or enter into sale agreements well in advance of receiving possession of the projects and general market conditions. We market and pre-sell our projects in phases from the date of launch of the project after receiving requisite approvals, including those required under the RERA, which is typically after acquisition of the land or land development rights and during the process of planning and designing the project, up until the time we complete our project, depending on market conditions.

Construction progress depends on various factors, including the availability of labor and raw materials, the actual cost of construction (which is particularly affected by fluctuations in the market price for steel and cement) and changes to the estimated total construction cost, the competence of and priority given to our projects by our contractors, the receipt of approvals and regulatory clearances, access to utilities such as electricity and water, and the absence of contingencies such as litigation and adverse weather conditions.

***Real estate prices in our micro markets, MMR and general economic conditions in India***

As on the date of this Preliminary Placement Document, all our Completed and Ongoing Projects are located in the MMR micro-markets. Given that all our revenue is generated from real estate activities in two micro markets in, Maharashtra, India, we are significantly influenced by the performance of the Indian real estate sector in India, particularly in the MMR, along with the overall state of the Indian economy. Demand for properties is driven by factors such as growth of the GDP, growth of employment and household income levels. A slowdown or perceived weakening in the Indian economy, or specific sectors within it, could adversely impact our business and financial results.

The average saleable rate for apartments in the MCGM market experienced a significant decline during the COVID-19 pandemic. However, it has since recovered and even surpassed pre-pandemic levels, rising by approximately 15% to reach 21,259 INR per square foot in Fiscal 2025. Following the end of the lockdown, the MCGM market saw a sharp rebound in saleable price rates. The most notable price appreciation occurred between Fiscal 2023 and Fiscal 2024, with a remarkable increase of up to 8% and 15% respectively. This surge highlights the rapid recovery and strong demand for apartments in the region post-pandemic. *(Source: Liases Foras Report)*

The trends in average saleable prices for properties in MMR have shown a consistent upward trajectory since the pandemic restrictions were lifted. This gradual increase in prices reflects the broader recovery of the real estate market, with 2023 marking a particularly notable year. During this period, the average saleable price across most regions in MMR saw a sharp rise of approximately 14%, the highest growth observed in recent years. (*Source*: *Liases Foras Report*)

The prices of our properties are determined by market forces of supply and demand, primarily in the key micro markets of MMR. We typically price our properties by reference to market rates for similar types of properties in their locality. The sale of our properties therefore depend on the location, number, square footage and mix of properties we sell during each financial period, and on prevailing market supply and demand conditions at the time we complete development of our real estate projects. The sale of our Ongoing projects also depend on the demand for under-construction projects, which is driven by perception of risk associated with under-construction properties. If our customers perceive investment in under-construction properties to be risky as compared to Completed Projects, then our sale of Ongoing Projects may decline.

The prices we may charge for our properties are affected by various factors outside our control, including prevailing economic, income and demographic conditions, interest rates available to clients requiring financing, the availability of comparable properties completed or under development, changes in governmental policies relating to zoning and land use, changes in applicable regulatory schemes, and competition from other real estate development firms.

***Construction and development costs***

Construction expenses involve various costs, including labor, raw materials like steel, cement, and finishing products, as well as payments to contractors. The prices of these raw materials can be volatile and are influenced by both domestic and global market conditions. If material prices rise significantly or if there are shortages in supply, contractors we hire for construction or development projects may either increase their fees or fail to meet their obligations. These price increases can raise the overall cost of construction and, as a result, affect the pricing of our projects. Furthermore, we are affected by the property tax system, and any increases in taxes or stamp duties can lead to higher costs in property transactions. Additionally, the timing and quality of the construction work depend on the availability and expertise of contractors and consultants, as well as potential disruptions they might face, such as labor shortages, supply issues, or strikes.

***Availability of Future Growth Opportunities***

Our growth is closely tied to the availability of land in locations where we plan to develop projects, whether independently or through joint ventures or development partnerships. In our core micro markets, MMR, suitable land options are extremely limited and expensive. Occasionally, land becomes available, such as that from defunct textile mills, but these properties tend to be costly and often sold through auctions. While we have managed to acquire some of these mill lands at favorable prices in the past, we cannot predict our future success in doing so. We also rely on the land bank owned by our Promoter, MRPL for our future projects, however, there is no surety that MRPL will collaborate with us in all our proposed future developments. The cost of land acquisition, including expenses for freehold and leasehold rights, registration, and stamp duties, constitutes a significant portion of our project budget and can sometimes impact our ability to secure specific properties. We acquire land both from private owners and the government, typically through a deed of conveyance or a lease agreement that transfers ownership or leasehold rights to us. We are responsible for paying registration charges, stamp duties, and any other associated costs, such as those for land use changes, development fees, infrastructure charges, and premiums required to meet regulatory requirements.

***Financing Costs and Interest Rate Fluctuations***

We have incurred borrowings that are subject to floating or variable interest rates, which are determined based on the prime lending rates set by our lenders from time to time. This means that the interest rates on these borrowings can fluctuate in response to changes in the broader interest rate environment. Our total outstanding borrowings were ₹56,026.32 lakhs as of March 31, 2025, and our finance costs (including finance cost capitalized) were ₹10,151.60 lakhs, ₹13,456.72 lakhs and ₹16,826.30 lakhs in the Fiscals 2025, 2024 and 2023, respectively.

Although our Net Debt to equity ratio has improved from 1.07 in Fiscal 2023 to 0.46 in Fiscal 2025 indicating stronger balance sheet health and the cost of debt has also reduced from 14.70% in Fiscal 2023 to 12.26% in Fiscal 2025 suggesting improved borrowings terms, any increase in future interest rates could lead to higher borrowing costs, both for our existing loans with floating rates and for any new debt we may take on in the future. Such increases could put additional pressure on our financial performance, potentially affecting our business operations and profitability.

***Regulatory Framework***

The real estate sector is highly regulated, with requirements covering land acquisition, site suitability, infrastructure, and environmental factors. Approvals for development projects must be obtained at both national and local levels, with the time and cost varying for each project. Regulations such as the Real Estate (Regulation and Development) Act (RERA), introduced in 2016, impose obligations on developers, including mandatory project registration, restrictions on advertising and accepting advances before registration, control over the use of customer funds, and requiring customer approval for significant changes to project plans. These regulations will continue to impact our operations. For further details, see "***Risk Factors —Our residential business is subject to the Real Estate Regulatory Authority ("RERA") and any non-compliance of the provisions of RERA or the applicable state specific legislations may have an adverse effect on our business, results of operations and financial condition***" on page 51.

***Competition***

We compete for land, sale of projects, manpower resources and skilled personnel with other private developers. We face competition from regional, national and international property developers. Moreover, as we seek to diversify into new geographies, we face the risk that some of our competitors have a pan-India presence while our other competitors have a strong presence in certain regional markets. Our competitors include both large corporate and small real estate developers. We compete with these developers for the sale of our projects as well as entering into joint development and joint venture opportunities.

**MATERIAL ACCOUNTING POLICIES**

**1. Basis of preparation of the Financial Statement and its measurement**

**a) Statement of Compliance**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the relevant provisions and amendments, as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

**b) Basis of Consolidation**

The consolidated financial statements comprise of financial statements of our Company and its subsidiaries and joint arrangements for which our Company fulfils the criteria pursuant to Ind AS 110 and joint Venture within the scope of Ind AS 28.

***Subsidiaries:***

Subsidiaries are entities controlled by our Company. Control exists if and only if all of the following conditions are satisfied –

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);

(b) Exposure, or rights to variable returns from its involvement with the investee; and

(c) The ability to use its power over the investee to affect the amount of the investors' returns.

Subsidiaries are consolidated from the date when control commences until the date control ceases.

The financial statements of the subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain/loss from such transactions are eliminated upon consolidation. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Profit or loss and each component of other comprehensive income are attributed to the owners of our Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of our Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of our Company.

Joint Ventures:

A joint venture is a type of joint arrangement whereby the parties have joint control of the arrangement and have rights to the net assets of the arrangement. Joint Control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investments in joint venture are accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

The financial statements of joint ventures are prepared for the same reporting period as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

**c) Functional and presentation currency:**

These consolidated financial statements are presented in Indian rupees (INR), which is the Group's functional currency. All financial information have been presented in Indian rupees (INR) and all amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

**d) Operating Cycle**

The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed. Accordingly, project related assets and liabilities have been classified into current & non-current based on operating cycle of the respective projects.

**e) Use of estimates and judgements:**

The preparation of the Consolidated financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on the historical experience and other factors, including expectations of future events that may have financial impact on the Group and are believed to be prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

The areas involving critical estimates and judgments are:

**(a) Evaluation of Percentage Completion:**

Determination of revenues under the percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the financial statements for the period in which such changes are determined.

**(b) Impairment of Non Financial Assets:**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**(c) Impairment of Financial Assets:**

The impairment provisions for financial assets are based on assumptions about the risk of default and expected loss rates. The Group 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.

**(d) Estimation of Useful Life of Property, Plant and Equipments:**

Useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice. Assumptions also need to be made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

**(e) Recognition and Measurement of Defined Benefit Obligations:**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, expected return on plan assets, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post employment benefit obligations.

(f) **Fair Value Measurement of Financial Instruments:**

When the fair values of the financial assets and liabilities recorded in the Balance Sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation technique. The inputs to these models are taken from the observable market wherever possible, but where this is not feasible, a review of judgement is required in establishing fair values. Any changes in assumptions could affect the fair value relating of financial instruments.

(g) **Classification of Investment property:**

The Group determines whether a property is classified as investment property or as inventory:

(i) Investment property Group land and buildings that are not occupied for use by, or in the operations of, the Group, nor normally for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. These buildings are rented to tenants and are not intended to be sold in the ordinary course of business.

(ii) Inventory comprises property that is held for sale in the ordinary course of business. Principally these are properties that the Group develops and intends to sell before or on completion of construction.

(h) Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used.

(i) Estimation on discounting of retention money payable.

**f) Measurement of fair values:**

The Group's accounting policies and disclosures require the measurement of fair values, for financial instruments:

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. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

(i) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

(ii) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

(iii) Level 3 inputs are unobservable inputs for the asset or liability.

Our Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**2. Property, Plant and Equipment:**

All the items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

**Depreciation methods, estimated useful lives and residual value**

The Group depreciates its property, plant and equipment (PPE) over the useful life on straight line method in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation on additions/deletions is calculated pro-rata from the date of such addition/deletion, as the case maybe.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

**3. Investment Properties:**

Investment property is property held to earn rental income or for capital appreciation or for both, but normally not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Based on technical evaluation and consequent advice, the Management believes a period of 60 years as representing the best estimate of the period over which investment properties are expected to be used. Accordingly, our Company depreciates investment property over a period of 60 years. Any gain or loss on disposal of investment property is recognised in the Statement of Profit and Loss.

**4. Inventories:**

(i) Inventories comprise of: (i) Finished Inventories representing unsold premises in completed projects (ii) Construction Work in Progress representing properties under construction/development; and

(ii) Inventories are valued at lower of cost and net realisable value;

(iii) Cost of construction/development is charged to the Statement of Profit and Loss in proportion to the revenue recognised during the period and the balance cost is carried over under Inventory as part of either Construction Work in Progress or Finished inventories. Cost of construction/ development includes all costs directly related to the Project (including finance cost attributable to the project) and other expenditure as identified by the Management which are incurred for the purpose of executing and securing the completion of the Project (net off incidental recoveries/receipts) up to the date of receipt of Occupation Certificate of Project from the relevant authorities.

Construction Work-in-Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Group.

**5. Financial Instruments:**

**(a) Financial Assets:**

(i) Classification:

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(ii) Initial Recognition and Measurement:

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(iii) Subsequent Measurement:

For purposes of subsequent measurement financial assets are classified into two broad categories:

(a) Financial asset at fair value;

(b) Financial asset at amortised cost.

Where assets are measured at fair value, gains and losses are either recognised entirely in profit or loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

(iv) Equity Investments:

All equity investments other than investment in subsidiaries and joint venture are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value Through Profit & Loss (FVTPL). For all other equity instruments, the

Group decides to classify the same either as at Fair Value through Other Comprehensive Income (FVTOCI) or FVTPL. Our Company makes such selection on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

(v) A financial asset mainly debt that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

(a) Business Model Test: the objective of the Group's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes);

(b) Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following 2 conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

(a) Business Model Test: the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets.

(b) Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different basis.

All other financial assets are measured at fair value through profit or loss.

(vi) De-recognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

(a) The rights to receive cash flows from the asset have expired; or

(b) Our Company has transferred its rights to receive cash flows from the asset.

(vii) Impairment of Financial Asset:

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

(a) Financial asset measured at amortised cost;

(b) Financial asset measured at fair value through other comprehensive income.

Expected credit losses are measured through a loss allowance at an amount equal to:

(a) 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

(b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For financial assets other than trade receivables, as per Ind AS 109, the Group recognises 12 months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, considering historical trend, industry practices and the business environment in which the Group operates or any other appropriate basis.

The Group's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e.expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

**(b) Financial Liabilities:**

(i) Classification:

The Group classifies all financial liabilities as subsequently measured at amortised cost or at fair value through profit or loss.

(ii) 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 attributable transaction costs.

(iii) Subsequent Measurement:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

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

Any difference between proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of borrowing using the effective interest rate method. Fees paid on the establishment of loan facilities are recognised as transaction cost of the loan to the extent that it is probable that some or all of the facility will be drawn down.

(iv) Derecognition:

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

(v) Offsetting of Financial Instruments:

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

**(c) Equity Instruments:**

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recognised at the proceeds received net off direct issue cost.

**6. Cash and Cash Equivalents:**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, 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.

**7. Revenue Recognition:**

**(a) Revenue from contracts with customers:**

The Group undertakes the business of construction of residential and commercial properties. The ongoing contracts with customers are construction of residential & commercial buildings, and others.

The Group has adopted Ind AS 115, Revenue from Contracts with Customers, with effect from 01 April 2018. Our Company has applied the following accounting policy for revenue recognition:

Revenue from contract with customer is recognised, on execution of agreement when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for those goods or services excluding any amount received on behalf of third party (such as indirect taxes). An asset created by the Group's performance does not have an alternate use and as per the terms of the contract, the Group has an enforceable right to payment for performance completed till date. Hence the Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time. The Group recognises revenue at the transaction price which is determined on the basis of agreement entered into with the customer. The Group recognises revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation.

**(b) Dividend Income:**

Dividend Income is accounted when the right to receive the same is established.

**(c) Interest Income:**

Interest income is accounted on accrual basis on a time proportion basis.

**(d) Rental Income:**

Rental Income from investment property is recognised in consolidated statement of profit and loss on straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

**8. Current and deferred taxes:**

(a) Current tax:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to/recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the tax laws as applicable.

(b) Deferred tax:

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

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

Deferred tax liabilities and assets measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**Current and deferred tax for the year:**

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

**9. Employee Benefits:**

(a) Short-term employee benefits:

Short term Employee Benefits are recognised as an expense on accrual basis at the undiscounted amount in the statement of profit and loss of the year in which related service is rendered.

(b) Post Employment Benefits:

Unfunded Post employment and other long-term employee benefits are recognised as expense in the statement of profit and loss for the year in which the Employees have rendered services. The expense is recognised at the present value of the amount payable determined using actuarial valuation techniques as per actuary report obtained at the year end.

Re-measurement of Defined Benefit Plans in respect of postemployment are charged to the Other Comprehensive Income.

**10. Share-Based Payments:**

Employees of the Group also receive remuneration in the form of share based payments in consideration of the services rendered.

Equity settled share based payments to employees are measured at fair value in accordance with Ind AS 102, share based payments. The fair value determined at the grant date of the share based payment is expensed over the vesting period, based on the Group estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

**11. Leases:**

**Operating Lease:**

The Group assesses at the contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee:

The Group applies a single recognition and measurement approach for all leases, except for short - term leases and leases of low-value assets. Our Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. Subsequently, the right of use asset are measured at cost less accumulated depreciation and any accumulated impairment loss. Lease liability are measured at amortised cost using the effective interest method. The lease payment made, are apportioned between the finance charge and the reduction of lease liability, and are recognised as expense in the Statement of Profit and Loss.

Lease deposits received are a financial liabilities and are measured at amortised cost under Ind AS 109 since it satisfies Solely Payment of Principal and Interest (SPPI) condition. The difference between the present value and the nominal value of deposit is considered as deferred rent and recognised over the lease term. Unwinding of discount is treated as finance expenses and recognised in the Statement of Profit and Loss.

The Group has elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

As a lessor:

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Lease deposits received are financial instruments (financial liability) and are measured at fair value on initial recognition. The difference between the fair value and the nominal value of deposits is considered as rent in advance and recognised over the lease term on a straight line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

**12. Borrowing Cost:**

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction/ development of the qualifying asset upto the time all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period which they are incurred.

**13. Earnings Per Share:**

The Group reports basic and diluted earnings per share in accordance with Ind AS - 33 on 'Earnings per Share'. Basic earnings per share is computed by dividing the net profit or loss attributable to the owner's of our Company by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss attributable to the owner's of our Company by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

**14. Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognised when the Group has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognised though are disclosed, where an inflow of economic benefits is probable.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

**15. Segment Reporting:**

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments are identified on the basis of nature of product/services.

**16. Recent accounting pronouncement**

Ministry of Corporate Affairs ("**MCA**") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to our Company.

## CHANGES IN ACCOUNTING POLICIES

There have been no changes in our accounting policies used in preparing the Audited Consolidated Financial Statements for Fiscals 2025, 2024 and 2023 and accordingly there is no impact of the same on the profits and reserves of the Company.

## INTEREST COVERAGE RATIO

The table below reconciles profit / loss after tax for the year / period to our interest coverage ratio for the years / periods indicated

*(₹ in lakhs wherever applicable)*

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Profit after tax (A) | 19,053.13 | 16,877.92 | 12,368.90 |
| Provisions of Tax (B) | 4,542.19 | 4,642.98 | 4,328.60 |
| Depreciation and amortization (C) | 265.78 | 296.66 | 311.83 |
| Finance cost (D) | 5,876.91 | 9,094.91 | 12,252.81 |
| Earnings before interest, tax and depreciation and amortisation (E = A+B+C+D) | 29,738.01 | 30,912.47 | 29,262.14 |
| Finance cost before capitalization (F) | 10,151.60 | 13,456.72 | 16,826.30 |
| **Interest Coverage Ratio (E/F)** | **2.93** | **2.30** | **1.74** |

*Notes:*
*Interest coverage ratio = Earnings before interest, tax and depreciation and amortisation (which is the aggregate of profit after tax and finance costs, depreciation and amortization expense) divided by finance cost before capitalisation.*

## PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

### Total income

Our total income comprises our revenue from operations and other income.

***Revenue from operations***

Our revenue from operations primarily consists of (i) sale of property (commercial and residential); (ii) revenue sharing; (iii) other operating income, (iv) rental income, (v) deferred rent income, (vi) interest income from project advances, and (vii) sale of services.

***Other income***

Other income comprises: (i) interest income on fixed deposits, (ii) interest on staff loan, (iii) interest on income tax refund, (iv) interest on loans and advances and others, (v) interest received on delayed payments from customers, (vi) interest on delayed rental income, and (vii) reversal of excess interest on micro, small and medium vendor.

**Expenses**

Our expenses comprise: (i) project development expense; (ii) Changes in inventories of finished goods and construction work-in-progress; (iii) employee benefits expense; (iv) finance costs; (v) depreciation and amortisation; and (vi) other expenses.

***Project development expense***

Project development expense primarily consists of cost of consumption of raw materials, contract cost, labour and other charges, land cost and finance cost.

***Changes in inventories of finished goods and construction work-in-progress***

Changes in inventories of finished goods and construction work-in-progress include work-in-progress projects; real estate and finished goods at the end of the year and inventories at the beginning of the year.

***Employee benefits expense***

Employee benefits expense primarily consists of (i) salaries, bonus and allowances; (ii) gratuity; (iii) contribution to provident and other funds; and (iv) directors' remuneration.

***Finance costs***

Finance costs comprise of (i) interest expenses, (ii) interest on debentures, (iii) other borrowing cost, (iv) interest of MSME, and (v) unwinding of discount of financial liabilities at amortised cost.

***Other expenses***

Other expenses comprises of (i) advertisement, promotion and selling expenses, (ii) commission and brokerage expenses, (iii) directors sitting fees, (iv) power and fuel, (v) telephone and internet expense, (vi) rent including lease rentals, (vii) repairs and maintenance, (viii) insurance, (ix) rates and taxes, (x) security charges, (xi) travelling and conveyance, (xii) printing and stationery, (xiii) legal and professional fees, (xiv) payment to auditors, (xv) stamp duty and registration charges on sale of flats, (xvi) reversal of provision for doubtful debts, (xvii) donation and contribution, (xviii) CRS expenses, (xix) miscellaneous expenses, (xx) loss on sale of property, plant and equipment, (xxi) compensation paid against flat, (xxii) loss on withdrawal of capital from LLP.

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## RESULTS OF OPERATIONS BASED ON AUDITED CONSOLIDATED FINANCIAL STATEMENTS

The following table sets forth select financial data from our audited consolidated statement of profit and loss for Fiscals 2025, 2024 and 2023, respectively, the components of which are also expressed as a percentage of total income for such periods:

| Particulars | Fiscal 2025 | | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|---|---|
| | (in ₹ lakhs) | Percentage of total income (%) | (in ₹ lakhs) | Percentage of total income (%) | (in ₹ lakhs) | Percentage of total income (%) |
| Revenue from Operations | | | | | | |
| (a) Sale of property (commercial and residential) | 47,139.28 | 69.69 | 60,428.75 | 81.02 | 60,723.00 | 80.01 |
| (b) Revenue sharing | 401.89 | 0.59 | 412.88 | 0.55 | - | - |
| (c) Other operating income | 2,546.04 | 3.76 | 410.25 | 0.55 | 1,803.65 | 2.38 |
| (d) Rental income | 1,470.38 | 2.17 | 840.76 | 1.13 | 1,106.96 | 1.46 |
| (e) Deferred rent income | 13.95 | 0.02 | 14.96 | 0.02 | 37.49 | 0.05 |
| (f) Interest income from project advances | 6,441.99 | 9.52 | 8,353.90 | 11.20 | 7,935.83 | 10.46 |
| (g) Sale of services | | | - | - | 46.50 | 0.06 |
| **I Revenue from Operations** | **58,013.53** | **85.77** | **70,461.50** | **94.47** | **71,653.43** | **94.41** |
| II Other Income | 9,626.84 | 14.23 | 4,122.49 | 5.53 | 4,240.91 | 5.59 |
| **III Total Income (I + II)** | **67,640.37** | **100.00** | **74,583.99** | **100.00** | **75,894.34** | **100.00** |
| **IV Expenses** | | | | | | |
| (a) Project development cost | 39,084.14 | 57.78 | 37,988.77 | 50.93 | 39,796.58 | 52.44 |
| (b) Changes in inventories of finished goods and construction work-in-progress | (3,432.24) | (5.07) | 3,939.37 | 5.28 | 2,918.26 | 3.85 |
| (c) Employee benefits expense | 1,783.43 | 2.64 | 1,574.26 | 2.11 | 1,429.01 | 1.88 |
| (d) Depreciation and Amortisation | 265.78 | 0.39 | 296.66 | 0.40 | 311.83 | 0.41 |
| (e) Finance costs | 5,876.91 | 8.69 | 9,094.91 | 12.19 | 12,252.81 | 16.14 |
| (f) Other expenses | 3,273.56 | 4.84 | 3,674.63 | 4.93 | 3,575.96 | 4.71 |
| **Total expenses** | **46,851.58** | **69.27** | **56,568.60** | **75.85** | **60,284.45** | **79.43** |
| **V Profit before tax (III-IV)** | **20,788.79** | **30.73** | **18,015.39** | **24.15** | **15,609.89** | **20.57** |
| **VI Tax expense:** | | | | | | |
| (a) Current tax | (4,470.00) | (6.61) | (4,975.00) | (6.67) | (3,873.00) | (5.10) |
| (b) Deferred tax | (31.88) | (0.05) | (336.87) | (0.45) | 460.88 | 0.61 |
| (c) Excess provision of tax related to earlier periods | (40.31) | (0.06) | 4.85 | 0.01 | (5.28) | (0.01) |
| **Total tax expenses** | **(4,542.19)** | **(6.72)** | **(4,642.98)** | **(6.23)** | **(4,328.60)** | **(5.70)** |
| **VII Profit for the year (V-VI)** | **16,246.60** | **24.02** | **13,372.41** | **17.93** | **11,281.29** | **14.86** |
| **VIII** Share of profit/(loss) in Joint Ventures | 2,806.53 | 4.15 | 3,505.51 | 4.70 | 1,087.61 | 1.51 |
| **IX Profit for the year (VII+VIII)** | **19,053.13** | 28.17 | **16,877.92** | **22.63** | **12,368.90** | **16.30** |
| **X Other comprehensive income** | | | | | | |
| Items that will not be reclassified subsequently to profit or loss | | | | | | |
| (i) Remeasurement of defined benefit obligation | (19.55) | (0.03) | 0.79 | 0.00 | (24.58) | (0.03) |

| Particulars | Fiscal 2025 | | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|---|---|
| | (in ₹ lakhs) | Percentage of total income (%) | (in ₹ lakhs) | Percentage of total income (%) | (in ₹ lakhs) | Percentage of total income (%) |
| (ii) Income tax effect on above remeasurement | 4.63 | 0.01 | (0.20) | 0.00 | 5.41 | 0.01 |
| **Total other comprehensive income/(loss) (net of tax)** | **(14.92)** | **(0.02)** | **0.59** | **0.00** | **(19.17)** | **(0.03)** |
| **XI Total comprehensive income for the year** | **19,038.21** | **28.15** | **16,878.51** | **22.63** | **12,349.73** | **16.27** |
| **Profit for the year attributable to:** | | 0.00 | | | | |
| (i) Owners of our Company | 18,655.02 | 27.58 | 16,647.35 | 22.32 | 12,098.71 | 15.94 |
| (ii) Non-controlling interest | 398.11 | 0.59 | 230.57 | 0.31 | 270.19 | 0.36 |
| **Other comprehensive income for the year attributable to:** | **19,053.13** | **28.17** | **16,877.92** | **22.63** | **12,368.90** | **16.30** |
| (i) Owners of our Company | (14.77) | (0.02) | 0.63 | 0.00 | (18.56) | (0.02) |
| (ii) Non-controlling interest | (0.15) | (0.00) | (0.04) | 0.00 | (0.61) | 0.00 |
| **Total comprehensive income for the year attributable to:** | **(14.92)** | **(0.02)** | **0.59** | **0.00** | **(19.17)** | **(0.03)** |
| (i) Owners of our Company | 18,640.25 | 27.56 | 16,647.98 | 22.32 | 12,080.15 | 15.92 |
| (ii) Non-controlling interest | 397.96 | 0.59 | 230.53 | 0.31 | 269.58 | 0.36 |
| **Total comprehensive income for the year:** | **19,038.21** | **28.15** | **16,878.51** | **22.63** | **12,349.73** | **16.27** |
| **XII Earning per equity share (face value of ₹5 each)** | | | | | | |
| (1) Basic | 37.21 | 0.06 | 34.43 | 0.05 | 26.12 | 0.03 |
| (2) Diluted | 37.19 | 0.05 | 32.50 | 0.04 | 25.21 | 0.03 |

**Fiscal 2025 compared to Fiscal 2024**

***Total income***

Total income decreased by ₹6,943.62 lakhs, or 9.31%, from ₹74,583.99 lakhs in Fiscal 2024 to ₹67,640.37 lakhs in Fiscal 2025, due to a decrease in revenue from operations and other income.

*Revenue from operations*

Revenue from operations decreased by ₹12,447.97 lakhs, or 17.67%, from ₹70,461.50 lakhs in Fiscal 2024 to ₹58,013.53 lakhs in Fiscal 2025. The decrease in revenue from operations is primarily attributable to the following:

- *Sale of property (commercial and residential)*: Sale of property decreased by ₹13,289.47 lakhs or 21.99%, from ₹60,428.75 lakhs in Fiscal 2024 to ₹47,139.28 lakhs in Fiscal 2025, which was principally attributable to sale of lesser inventory of commercial project, Marathon Futurex in Fiscal 2025 as compared to Fiscal 2024.

- *Revenue sharing:* Revenue sharing decreased by ₹10.99 lakhs or 2.66% from ₹412.88 lakhs in Fiscal 2024 to ₹ 401.89 lakhs in Fiscal 2025, which was principally attributable to sale of 4,134 sq ft or 33.28% of area in Fiscal 2025 as compared to 4,196 sq ft or 33.77% in Fiscal 2024, earmarked to our Company in the *Zaver Arcade* project being developed by United Builders, Marathon Group's entity. We are eligible to receive 60.00% of the revenue sharing from the earmarked area in the *Zaver Arcade* project, which is a residential mid-size project, as a consideration for memorandum of understanding entered by our Company with the group entity.

- *Other operating income*: Other operating income increased by ₹2,135.80 lakhs or 520.62% from ₹410.24 lakhs in Fiscal 2024 to ₹2,546.04 lakhs in Fiscal 2025. Other operating income comprises of other development charges including charges for amenities such as gymnasium, club house, swimming pool etc., which are recognised on handing over of the possession of a project and is recognised upon the receipt of an occupancy certificate provided in respect of the relevant project. The increase in other operating income for Fiscal 2025 was principally attributable to occupation certificate granted for our project '*Nexzone*' in Fiscal 2025, pursuant to which charges for 'club house' and other supplementary buildings were recognised in Fiscal 2025. Compared to Fiscal 2025, where development and other charges were recognised for saleable area aggregating to 4,28,751 sq ft in project Nexzone, we recognised development and other charges for an area aggregating to 69,861 sq ft in the commercial project Marathon Futurex in Fiscal 2024, which resulted in a 520.62% increase in other operating income.

- *Rental income:* Rental income increased by ₹629.62 lakhs or 74.89% from ₹840.76 lakhs in Fiscal 2024 to ₹1,470.38 lakhs in Fiscal 2025, which was principally attributable to (i) the full fiscal year recognition of rental income from certain leave and license agreements of the commercial project, Marathon Futurex for Fiscal 2025 and (ii) increase in the rent on account of annual rent escalation. The aforementioned leave and license agreements were executed by our Company during Fiscal 2024 which resulted in the rent not being recognised for the full fiscal year, as opposed to Fiscal 2025. Further, the rental income for full year in Fiscal 2025 was recognized post implementation of annual increment of rent in accordance with the leave and license agreement.

- *Deferred rent income:* Deferred rent income which refers to the fair value adjustment of the interest free lease deposits received, decreased by ₹1.02 lakhs or 6.81% from ₹14.97 lakhs in Fiscal 2024 to ₹13.95 lakhs in Fiscal 2025. This decrease was principally attributable to sale of rented commercial space forming part of the project, Marathon Futurex, which was accounted for by unwinding the effect of the fair value adjustment of the interest free lease deposits in accordance with Ind AS 109.

- *Interest income from project advances:* Our Company typically issues a project advance to our group companies at the commencement of development of projects by our group companies. This project advance is repaid upon the completion of the projects developed by the respective group companies. Interest income from project advances decreased by ₹1,911.91 lakhs or 22.89% from ₹8,353.90 lakhs in Fiscal 2024 to ₹6,441.99 lakhs in Fiscal 2025, which was principally attributable to repayment of project advance of ₹ 10,780.30 lakhs by our group company, MRPL to our Company upon completion of certain projects.

*Other income*

Other income increased by ₹5,504.35 lakhs or 133.52%, from ₹4,122.49 lakhs in Fiscal 2024 to ₹9,626.84 lakhs in Fiscal 2025, which was principally attributable to sale of commercial space of the project, Marathon Futurex, held as investment property in Fiscal 2025 as compared to nil in Fiscal 2024.

***Expenses***

Total expenses decreased by ₹9,717.02 lakhs or 17.18%, from ₹56,568.60 lakhs in Fiscal 2024 to ₹46,851.58 lakhs in Fiscal 2025, primarily due to a decrease in finance cost and development expenses. Our total expenses represented 75.85% and 69.27% of our total income in Fiscals 2024 and 2025, respectively. The details of our expenses are set forth below:

- *Project development cost*: Project development cost increased by ₹1,095.37 lakhs or 2.88%, from ₹37,988.77 lakhs in Fiscal 2024 to ₹39,084.14 lakhs in Fiscal 2025 primarily on account of increase in constructed area of the project, Neo Homes in Fiscal 2025.

- *Changes in inventories of finished goods and construction work-in-progress*: Changes in inventories of finished goods and construction work-in-progress decreased by ₹7,371.61 lakhs or 187.13%, from ₹3,939.37 lakhs in Fiscal 2024 to ₹(3,432.24) lakhs in Fiscal 2025, on account of higher sale of residential property in project, Neo Home as compared to commercial space in projects such as Marathon Futurex and Millenium.

- *Employee benefits expense*: Employee benefits expense increased by ₹209.17 lakhs or 13.29%, from ₹1,574.26 lakhs in Fiscal 2024 to ₹1,783.43 lakhs in Fiscal 2025, on account of normal annual increment in wages and salaries of the employees which includes increase in bonus and allowances of the employees.

- *Depreciation and amortisation*: Depreciation and amortization comprising of the depreciation on Properties, Plants and equipment and Investment Properties. Depreciation charged to the statement of the Profit and Loss is decreased by ₹30.88 lakhs or 10.41%, from ₹296.66 lakhs in Fiscal 2024 to ₹265.78 lakhs in Fiscal 2025, on account of sale of commercial space of the project, Marathon Futurex, in Fiscal 2025.

- *Finance costs*: Finance costs decreased by ₹3,218.00 lakhs or 35.38%, from ₹9,094.91 lakhs in Fiscal 2024 to ₹5,876.91 lakhs in Fiscal 2025, on account of improved borrowing terms leading to reduction of debt and cost of debt. Our debt borrowings decreased by ₹20,066.53 lakhs or 26.37% from Fiscal 2024 to Fiscal 2025.

- *Other expenses*: Other expenses decreased by ₹401.07 lakhs or 10.91%, from ₹3,674.63 lakhs in Fiscal 2024 to ₹3,273.56 lakhs in Fiscal 2025, on account of decrease in sales and marketing expenses.

***Profit/ (loss) before tax***

As a result of the factors outlined above, our profit before tax was ₹20,788.79 lakhs for Fiscal 2025 compared to ₹18,015.39 lakhs for Fiscal 2024.

***Tax expenses***

Total tax expenses decreased by ₹100.79 lakhs or 2.17%, from ₹4,642.98 lakhs for Fiscal 2024 to ₹4,542.19 lakhs for Fiscal 2025, which was principally attributable to a lower long term capital gains tax on profit from sale of investment property in commercial project Marathon Futurex, in Fiscal 2025 pursuant to the Finance Act, 2024.

***Profit for the year***

As a result of the factors outlined above, our profit for the year was ₹16,246.60 lakhs for Fiscal 2025 compared to ₹13,372.41 lakhs for Fiscal 2024.

***Share of profit from the Joint venture***

The share of profit from the Joint venture decreased by ₹698.98 lakhs or 19.94% from ₹3,505.51 lakhs for Fiscal 2024 to ₹2,806.53 lakhs for Fiscal 2025 on account of decrease in the sale of properties of the Monte South project in Fiscal 2025 as compared to Fiscal 2024.

**Fiscal 2024 compared to Fiscal 2023**

***Total income***

Total income decreased by ₹1,310.35 lakhs, or 1.73%, from ₹75,894.34 lakhs for Fiscal 2023 to ₹74,583.99 lakhs for Fiscal 2024, due to a decrease in revenue from operations and other income.

*Revenue from operations*

Revenue from operations decreased by ₹1,191.93 lakhs, or 1.66%, from ₹71,653.43 lakhs for Fiscal 2023 to ₹70,461.50 lakhs for Fiscal 2024. The decrease in revenue from operations is primarily attributable to the following:

- *Sale of property (commercial and residential)*: Sale of property decreased by ₹294.25 lakhs or 0.48%, from ₹60,723.00 lakhs in Fiscal 2023 to ₹60,428.75 lakhs in Fiscal 2024, which was principally attributable to the revenue recognition of *Neo Homes* (forming part of affordable residential segment) being triggered since launch of the project in Fiscal 2023 as per relevant accounting standard, Ind AS 115. The cumulative recognition of the revenue from sale of *Neo Homes* led to recognition of higher revenue from property in Fiscal 2023 as compared to Fiscal 2024.

- *Revenue sharing:* Revenue sharing contributed ₹412.88 lakhs in Fiscal 2024 as compared to Nil in Fiscal 2023. The amount recognized in Fiscal 2024 has been on account of sale of 4,196 sq ft or 33.77% of area earmarked to our Company in the *Zaver Arcade* project being developed by United Builders, Marathon Group's entity. We are eligible to receive 60.00% of the revenue sharing from the earmarked area in the *Zaver Arcade* project, which is a residential mid-size project, as a consideration for memorandum of understanding entered by our Company with the group entity.

- *Other operating income*: Other operating income decreased by ₹1,393.41 lakhs or 77.26% from ₹1,803.65 lakhs in Fiscal 2023 to ₹410.25 lakhs in Fiscal 2024. Other operating income comprises of other development charges which are received on handing over of the possession of a project and is recognised upon the receipt of an occupancy certificate provided in respect of the relevant project. There was a decrease in sale of completed properties and subsequent handing over of possession and receipt of the occupancy certificate in Fiscal 2024 compared to Fiscal 2023.

- *Rental income:* Rental income decreased by ₹266.20 lakhs or 24.05% from ₹1,106.96 lakhs in Fiscal 2023 to ₹840.76 lakhs in Fiscal 2024, which was principally attributable to expiry of leave and license agreement/ termination of commercial leave and license agreements. The expiry/ termination of leave and license agreements pertained to commercial space in Marathon Futurex project in Fiscal 2024.

- *Deferred rent income:* Deferred rent income which is, is fair value adjustment of the interest free lease deposits received, decreased by ₹22.52 lakhs or 60.07% from ₹37.49 lakhs in Fiscal 2023 to ₹14.96 lakhs in Fiscal 2024. This was principally attributable to rental terminations principally attributable to termination of leave and licenses agreement for commercial space in Marathon Futurex project in Fiscal 2024 as a result of expiration of the respective leave and license agreement.

- *Interest income from project advances:* Interest income from project advances increased by ₹418.07 lakhs or 5.27% from ₹7,935.83 lakhs in Fiscal 2023 to ₹8,353.90 lakhs in Fiscal 2024, which was principally attributable to project advance to MRPL, interest on which was compounded in Fiscal 2023 into loan.

*Other income*

Other income decreased by ₹118.42 lakhs or 2.79%, from ₹4,240.91 lakhs in Fiscal 2023 to ₹4,122.49 lakhs in Fiscal 2024, which was principally attributable to a decrease in interest income on temporary funding made to the group companies on receipt of funding in Fiscal 2024.

***Expenses***

Total expenses decreased by ₹3,715.85 lakhs or 6.16%, from ₹60,284.45 lakhs in Fiscal 2023 to ₹56,568.60 lakhs in Fiscal 2024, primarily due to a decrease in finance cost and development expenses. Our total expenses represented 79.43% and 75.85 % of our total income in Fiscals 2023 and 2024, respectively. The details of our expenses are set forth below:

- *Project development cost*: Project development cost decreased by ₹1,807.81 lakhs or 4.54%, from ₹39,796.58 lakhs in Fiscal 2023 to ₹37,988.77 lakhs in Fiscal 2024 on account of a decrease in project development expenses. Our Company completed a lesser area of construction in Fiscal 2024 as compared to Fiscal 2023. The project development cost in Fiscal 2024 decreased as compared to Fiscal 2023 as a result of increased are of completion of projects, Marathon Futurex and Nexzone in Fiscal 2023. Project development cost has been partially offset by acquisition of subsidiary, Nexzone Fiscal Services Private Limited, by our Company in October 2023.

- *Changes in inventories of finished goods and construction work-in-progress*: Changes in inventories of finished goods and construction work-in-progress increased by ₹1,021.11 lakhs or 34.99%, from ₹2,918.26 lakhs in Fiscal 2023 to ₹3,939.37 lakhs in Fiscal 2024, on account of acquisition of the subsidiary, Nexzone Fiscal Services Private Limited, in October 2023.

- *Employee benefits expense*: Employee benefits expense increased by ₹145.25 lakhs or 10.16%, from ₹1,429.01 lakhs in Fiscal 2023 to ₹1,574.26 lakhs in Fiscal 2024, on account of normal annual increment in wages and salaries of the employees which includes increase in bonus and allowances of the employees.

- *Depreciation and amortisation*: Depreciation and amortization comprising of the depreciation on Properties, Plants and equipment and Investment Properties. Depreciation charged to the statement of the Profit and Loss is decreased by ₹15.17 lakhs or 4.86%, from ₹311.83 lakhs in Fiscal 2023 to ₹296.66 lakhs in Fiscal 2024, on account of higher capitalization of depreciation on equipment used in the project development.

- *Finance costs*: Finance costs decreased by ₹3,157.90 lakhs or 25.77%, from ₹12,252.81 lakhs in Fiscal 2023 to ₹9,094.91 lakhs in Fiscal 2024, on account of improved borrowing terms leading to reduction of debt and cost of debt. Our debt borrowings decreased by ₹10,791.05 lakhs or 12.42% from Fiscal 2023 to Fiscal 2024.

- *Other expenses*: Other expenses increased by ₹98.67 lakhs or 2.76%, from ₹3,575.96 lakhs in Fiscal 2023 to ₹3,674.63 lakhs in Fiscal 2024, on account of an increase in additional sales and marketing related expenses as result of increase in costs of third-party channel partners for sales and marketing.

***Profit/ (loss) before tax***

As a result of the factors outlined above, our profit before tax was ₹18,015.39 lakhs for Fiscal 2024 compared to ₹15,609.89 lakhs for Fiscal 2023.

***Tax expenses***

Total tax expenses increased by ₹314.38 lakhs or 7.26%, from ₹(4,328.60) lakhs for Fiscal 2023 to ₹(4,642.98) lakhs for Fiscal 2024, which was principally attributable to an overall increase in tax expenses as compared to Fiscal 2023 on account of increase into profit for the period. As a result of our profit increasing by ₹2,091.12 lakhs or 18.54%, our effective tax charged was greater than Fiscal 2023.

***Profit for the year***

As a result of the factors outlined above, our profit for the year was ₹13,372.41 lakhs for Fiscal 2024 compared to ₹11,281.29 lakhs for Fiscal 2023.

***Share of profit from the Joint venture***

The share of profit from the Joint venture increased by ₹2,417.90 lakhs or 222.31% from ₹1,087.61 lakhs for Fiscal 2023 to ₹3,505.51 lakhs for Fiscal 2024 on account of an increase in the sale of properties of the Monte South project in Fiscal 2024 as compared to Fiscal 2023.

**Cash flows**

The following table sets forth certain information relating to our cash flows for Fiscals 2025, 2024 and 2023:

*(in ₹ lakhs)*

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Net cash from/ (used in) operating activities | (2,531.39) | 2,210.14 | 31,457.58 |
| Net cash from/ (used in) investing activities | 29,765.99 | 11,214.25 | 2,673.81 |
| Net cash from/ (used in) financing activities | (26,455.54) | (15,486.89) | (32,613.55) |

***Net cash generated from/ (used in) operating activities***

*Fiscal 2025*

Net cash used in operating activities for Fiscal 2025 was ₹ 2,531.39 lakhs. Our profit before tax was ₹20,788.79 lakhs, which was primarily adjusted against (i) depreciation / amortisation of ₹364.39 lakhs, (ii) Finance cost of ₹5,876.91 lakhs, (iii) interest income of ₹ (3,954.05) lakhs, and (iv) fair value investment of ₹ (93.15) lakhs.

*Fiscal 2024*

Net cash from operating activities for Fiscal 2024 was ₹ 2,210.14 lakhs. Our profit before tax was ₹18,015.39 lakhs, which was primarily adjusted against (i) depreciation / amortisation of ₹281.36lakhs, (ii) Finance cost of ₹ 9,094.91 lakhs, (iii) interest income of ₹ (3,770.85) lakhs, and (iv) fair value investment of ₹ (82.58) lakhs.

*Fiscal 2023*

Net cash from operating activities for Fiscal 2023 was ₹31,457.58 lakhs. Our profit before tax was ₹15,609.89 lakhs, which was primarily adjusted against (i) depreciation / amortisation of ₹317.35 lakhs, (ii) finance cost of ₹ 12,252.81 lakhs, (iii) interest income of ₹ (3,528.52) lakhs, and (iv) fair value investment of ₹ (13.79) lakhs.

***Net cash from/ (used in) investing activities***

*Fiscal 2025*

Net cash from investing activities in Fiscal 2025 was ₹29,765.99 lakhs. This reflected (i) interest received of ₹ 3,954.05 lakhs and (ii) loan and advances given (net) of ₹ 15,794.61 lakhs which was partially offset by (i) proceeds from sale of property, plant and equipment of ₹ (333.93) lakhs, and (ii) addition on acquisition of subsidiary of ₹ (24.10) lakhs.

*Fiscal 2024*

Net cash from investing activities in Fiscal 2024 was ₹11,214.25 lakhs. This reflected (i) interest and dividend received on investments of ₹ 3,770.85 lakhs and (ii) loan and advances given (net) of ₹ 7,503.01 lakhs which was partially offset by (i) proceeds from sale of property, plant and equipment of ₹ (146.10) lakhs, and (ii) addition on acquisition of subsidiary of ₹ (454.37) lakhs.

*Fiscal 2023*

Net cash from investing activities in Fiscal 2023 was ₹2,673.81 lakhs. This reflected (i) redemption of non-current investments of ₹22,800 lakhs; (ii) interest and dividend received on investment of ₹3,528.52 lakhs. This was partially offset by loans and advances given (net) of ₹23,623.73 lakhs.

***Net cash from/ (used in) financing activities***

*Fiscal 2025*

Our net cash used in financing activities was ₹ 26,455.54 lakhs in Fiscal 2025. This was primarily due to (i) repayment of long term and short term borrowings of ₹ 42,444.58 lakh; (ii) finance cost paid of ₹(5,876.91) lakhs which was partially offset by proceed from long term and short term borrowings of ₹ 22,378.05 lakhs.

*Fiscal 2024*

Our net cash used in financing activities was ₹ 15,486.89 lakhs in Fiscal 2024. This was primarily due to (i) repayment of long term and short term borrowings of ₹ 37,647.04 lakh; (ii) finance cost paid of ₹8,403.30 lakhs which was partially offset by (i) proceed from long term and short term borrowings of ₹ 26,164.38 lakhs and (ii) proceeds from issue of share warrant for ₹ 4,860.00 lakhs.

*Fiscal 2023*

Our net cash used in financing activities was ₹32,613.55 lakhs in Fiscal 2023. This was primarily due to (i) repayment of long term and short term borrowings of ₹ 35,924.77 lakh; (ii) finance cost paid of ₹11,406.28 lakhs which was partially offset by (i) proceed from long term and short term borrowings of ₹ 13,263.68 lakhs and (ii) proceeds from issue of share warrant for ₹ 1,620.00 lakhs.

**INDEBTEDNESS**

As of March 31, 2025, we had ₹ 54,212.18 lakhs as outstanding net debt which represented a net debt to equity ratio of 0.46 as of March 31, 2025.

**CONTINGENT LIABILITIES**

The following table sets forth certain information relating to our contingent liabilities as at March 31, 2025, as determined in accordance with Ind AS 37:

*(in ₹ lakhs)*

| Particulars | As at March 31, 2025 |
|---|---|
| Salex Tax | - |
| Central Excise, GST and Service Tax | 823.44 |
| Provident Fund | 38.83 |
| Bank Guarantees | 302.31 |
| RERA cases | 376.68 |
| Others | 5,049.71 |

**OFF-BALANCE SHEET ARRANGEMENTS**

We do not have any off-balance sheet arrangements that have or which we believe reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

**RELATED PARTY TRANSACTIONS**

We have, in the course of their business and operations, entered into transactions with related parties, such as interest income on inter corporate deposits, interest expenses, share of profit's from LLP, rent expenses paid for office space, sale of material/scrap, maintenance charges of immovable property, loans given, loans repaid, loans received back, money received against share warrant, trade receivable/other receivable and trade payable.

For further information on our related party transactions, see "***Related Party Transactions***" on page 38.

**QUANTITATIVE AND QUALITATIVE DISCLOSURES ON MARKET RISKS**

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument.

We are exposed to capital risk, market risk, credit risk and liquidity risk. These risks are managed pro-actively by senior management, duly supported by various groups and committees.

***Capital Risk***

Our objective when managing capital is to safeguard our ability to continue as a going concern in order to provide returns to our shareholders and benefits for other stakeholders and to provide for sufficient capital expansion. The capital structure of our Company consists of debt, which includes the borrowings, cash and cash equivalents and equity.

***Liquidity Risk***

Liquidity risk is the risk that we will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. We have an established liquidity risk management framework for managing our short-term, medium-term and long-term funding and liquidity management requirements. Our exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. We manage the liquidity risk by maintaining adequate funds in cash and cash equivalents.

***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 risks; interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

***Interest Rate Risk***

We are exposed to cash flow interest rate risk from long-term borrowings at variable rate. Currently we have external borrowings (excluding short-term overdraft facilities) which are fixed and floating rate borrowings. We typically seek to refinance our fixed rate loans to achieve an optimum interest rate profile when the interest rate goes down. However, this does not protect us entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with variability in interest payments. We believe that we achieve an appropriate balance of exposure to these risks.

***Commodity Price Risk***

As a property developer, we are exposed to the risk that prices for construction materials used to build our properties (including timber, cement and steel) will increase. These materials are global commodities and their prices are cyclical in nature and fluctuate in accordance with global market conditions. We are exposed to the risk that we may not be able to pass increased commodities costs to our customers, which would lower our margins.

## UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Preliminary Placement Document, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

## SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECTED OR ARE LIKELY TO AFFECT REVENUE FROM OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect our revenue from operations identified above in "***—Significant factors affecting our Results of Operations and Financial Conditions***" and the uncertainties described in "***Risk Factors***" on pages 111 and 39, respectively.

## KNOWN TRENDS OR UNCERTAINTIES

Other than as described in "***Risk Factors***" on page 39 and this section, to our knowledge there are no known trends or uncertainties that have had or are expected have a material adverse impact on our sales, income or revenue from operations.

## EXPECTED FUTURE CHANGES IN RELATIONSHIP BETWEEN COST AND REVENUE

Other than as described in this section and "***Our Business***", and "***Risk Factors***" on pages 213 and 39, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

## SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CUSTOMERS OR SUPPLIERS

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

## NEW PRODUCTS OR BUSINESS SEGMENTS

Other than as disclosed in this section and in “***Our Business***” on page 213, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

## COMPETITIVE CONDITIONS

We operate in a competitive environment. For further information, see “***Our Business – Competition***”, “***Industry Overview***” and “***Risk Factors***” on pages 235, 136 and 39, respectively.

## SEASONALITY

Our business is not affected by seasonal trends in the Indian economy.

## RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

There have been no reservations, qualifications, or adverse remarks highlighted by our Statutory Auditors in their auditor’s report on the Audited Consolidated Financial Statements for the last five years.

## MATERIAL DEVELOPMENTS SINCE MARCH 31, 2025

To our knowledge, no circumstances have arisen since the date of the last financial statements disclosed in this Preliminary Placement Document, which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

# INDUSTRY OVERVIEW

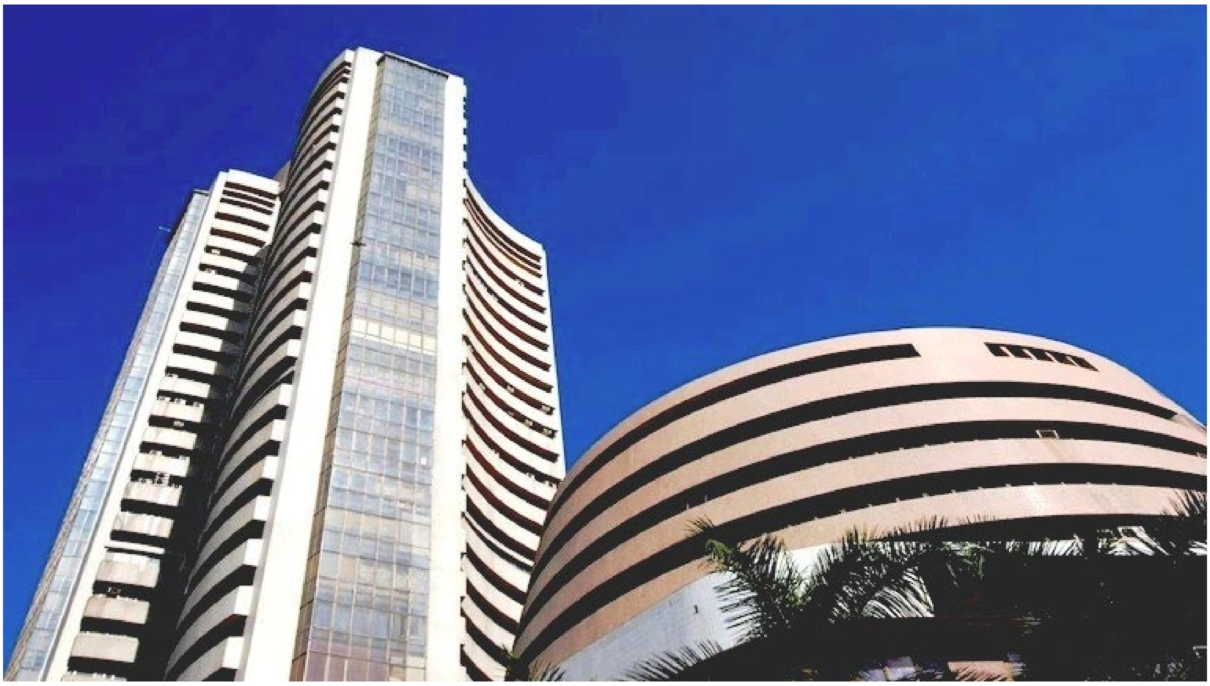
*Unless otherwise indicated, the information contained in this section has been derived from the report titled "Industry Research Report for Marathon Nextgen Realty" prepared by Liases Foras ("**Liases Foras Report**"), commissioned and paid for by our Company for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Issue. Liases Foras is not related in any manner to our Company. The data included in this section includes excerpts from the Liases Foras Report and may have been re-ordered by us for the purposes of presentation. There are no material parts, data or information, that have been left out or changed in any material manner.*

*The Liases Foras Report was prepared on the basis of information as of specific dates and opinions in the Liases Foras Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates, which may no longer be current or reflect current trends. Further, forecasts, estimates, predictions, and other forward-looking statements contained in the Liases Foras Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. Accordingly, investment decisions should not be based on such information. The Liases Foras Report is not a recommendation to invest or disinvest in any company covered in the report. The views expressed in the Liases Foras Report are that of Liases Foras. Prospective investors are advised not to unduly rely on the Liases Foras Report and should conduct their own investigation and analysis of all facts and information contained in this Preliminary Placement Document.*

*Unless otherwise indicated, all financial, operational, industry and other related information derived from the Liases Foras Report and included herein with respect to any particular year refers to such information for the relevant financial year.* *See "**Industry and Market Data**" and "**Risk Factors**" on pages 17 and 39, respectively.*

## 1. Overview of Indian Economy

The Indian economy, one of the largest and fastest-growing in the world, has shown remarkable resilience, with a projected GDP growth rate of around 7% for the fiscal year 2022-2023 (Economic Survey of India, 2023). It is characterized by a diverse sectoral composition, where services contribute about 55-60% of GDP, driven by information technology, finance, and telecommunications (JLL India, 2023), while industry and agriculture account for approximately 25-30% and 18% respectively (NITI Aayog, 2023). India's demographic advantage, with over 65% of its population under the age of 35, fuels a dynamic labor market and increasing urbanization, expected to reach 600 million by 2030 (UN Habitat, 2023). Despite challenges like inflation, which the Reserve Bank of India is actively managing through monetary policy (RBI, 2023), and income inequality, the economy attracts significant foreign direct investment, reaching record levels in recent years due to government reforms aimed at enhancing the business environment (Department for Promotion of Industry and Internal Trade, 2023). However, persistent issues such as infrastructure deficits and the need for sustainable practices must be addressed to harness India's full economic potential and ensure inclusive growth moving forward (World Bank, 2023).



## 1.1. Key factors and drivers for the growth of Indian Real Estate Sector

The Indian real estate sector is on the verge of significant transformation and growth, shaped by a multitude of economic, social, and demographic factors. This section of the report provides a detailed analysis of the key drivers influencing the sector and highlights their implications for future development.

### 1.1.1. GDP Growth

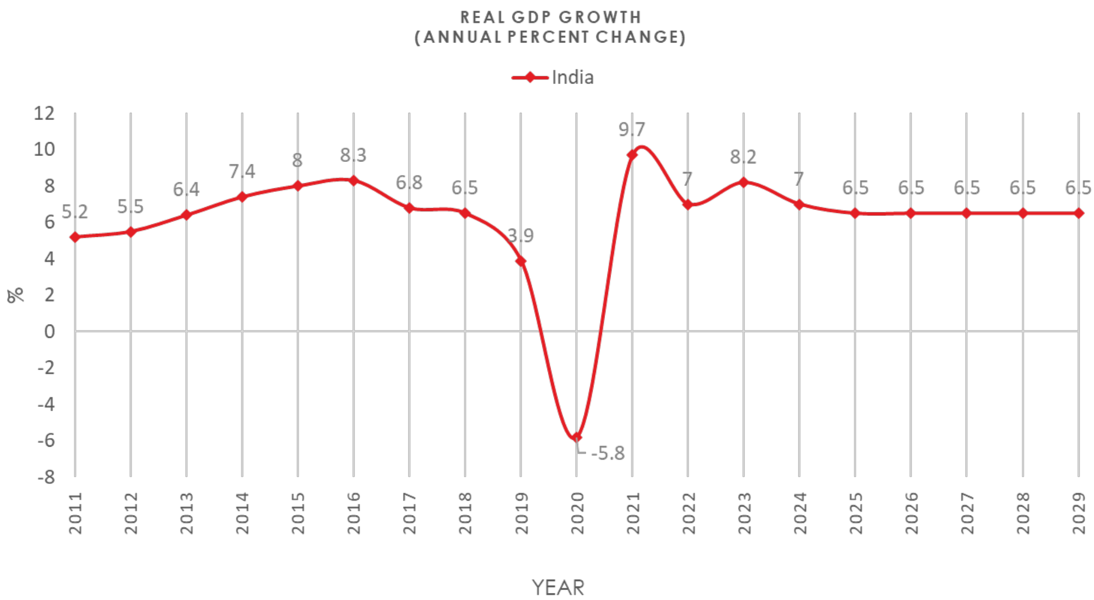



*Figure 1: GDP growth of India over the years*

- **Current Growth Rate:** India's GDP has been experiencing a robust growth rate, averaging between 6% and 8% in recent years, despite the challenges posed by the COVID-19 pandemic.

- **Economic Expansion:** As the economy expands, there is an increased demand for both residential and commercial properties. This growth fosters business confidence and promotes investments in infrastructure, leading to higher demand for real estate.

- **Investment Opportunities:** A growing GDP is often accompanied by a rise in foreign direct investment (FDI) in the real estate sector, further driving market expansion (Ministry of Finance, 2023; NITI Aayog, 2023).

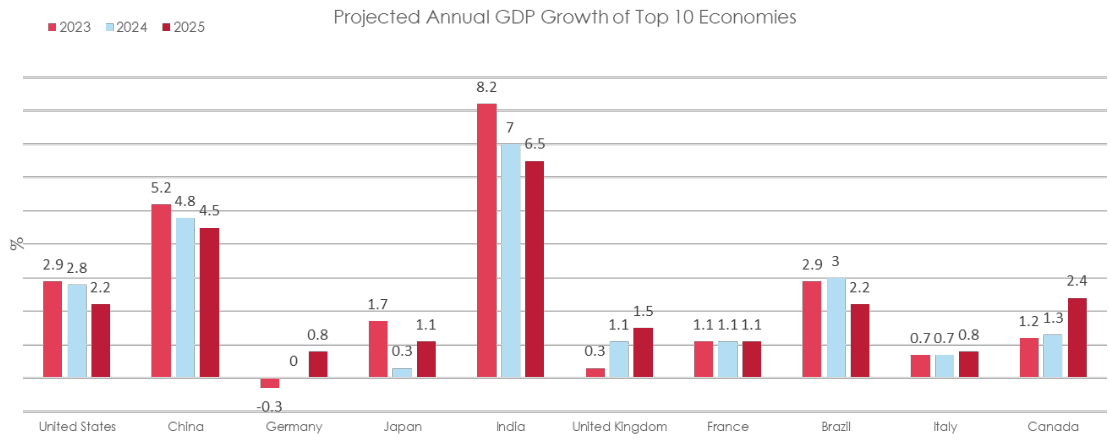



*Figure 2: Projected Annual GDP Growth of Top 10 Economies across the world*

### 1.1.2. Employment Recovery

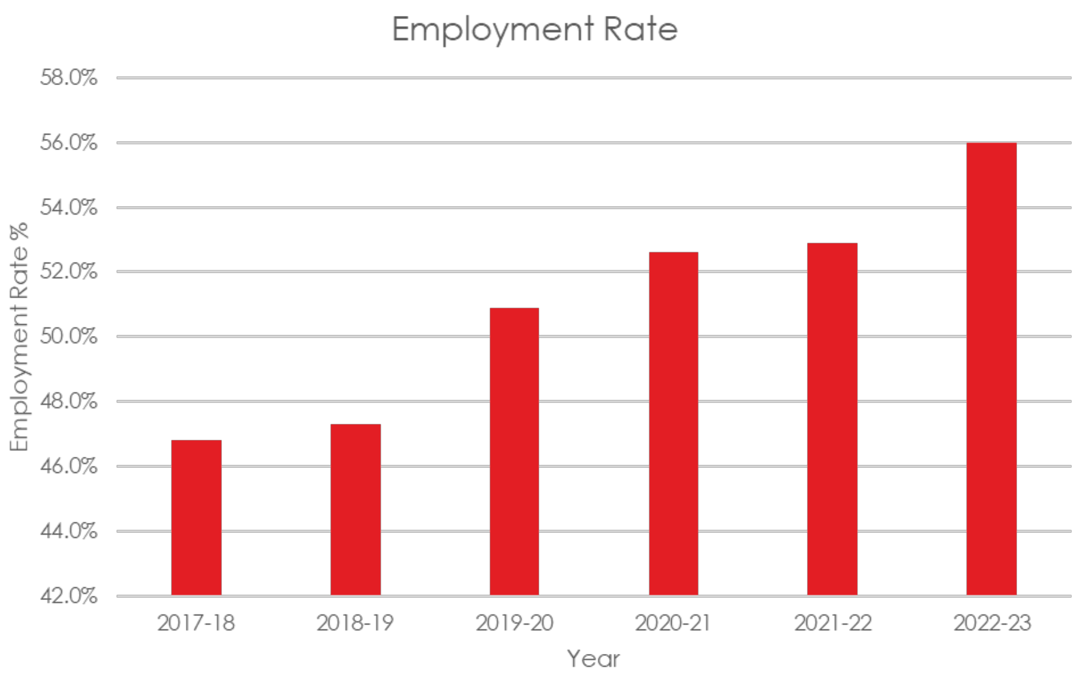



*Figure 3: Employment Rate in India over the years*

- **Employment Trends:** The Periodic Labour Force Survey (2023) reports that employment rates in urban areas have rebounded to pre-COVID levels, reflecting a recovery in various sectors such as IT, manufacturing, and services.


**Figure 4: Quarterly unemployemnt rate trend prevailing in India**

- **Consumer Confidence:** The stabilization of the job market boosts consumer confidence, enabling individuals to make significant financial commitments, such as purchasing homes. A secure employment outlook leads to increased willingness to invest in real estate (CREDAI, 2023).

- **Impact on Housing Demand:** As employment opportunities grow, so does the demand for housing, particularly in urban centres where job opportunities are concentrated.

### 1.1.3. Household Income Levels

- **Income Distribution:** Recent reports from the National Statistical Office (2023) indicate a significant increase in the number of households earning above INR 10 lakh annually, highlighting a shift towards higher income brackets within the Indian population.

- **Rising Middle Class:** The expanding middle class is becoming a key demographic for real estate developers, as this segment seeks quality housing options that cater to their lifestyle needs (JLL India, 2023).

- **Future Outlook:** With anticipated economic growth, household incomes are expected to continue rising, further stimulating demand for diverse housing solutions.

### 1.1.4. Urbanization & Housing Shortage

- **Urban Population Growth:** The United Nations projects that by 2030, approximately 600 million people will reside in urban areas in India. This rapid urbanization intensifies the demand for housing and infrastructure.

- **Current Housing Shortage:** India currently faces a significant urban housing shortage, estimated at over 10 million units, particularly in the affordable housing segment. The Reserve Bank of India (2023) emphasizes that this gap presents both challenges and opportunities for real estate development.

- **Opportunity for Developers:** The acute shortage of affordable housing opens avenues for developers to invest in innovative housing solutions that cater to the needs of low- and middle-income families (UN Habitat, 2023).

The growth of the Indian real estate sector is intricately linked to a confluence of factors, including robust GDP growth, rising per capita and household incomes, a recovering employment market, and ongoing urbanization. These elements create a conducive environment for real estate investment and development, positioning the sector as a critical component of India's economic landscape. As these trends continue to evolve, they will shape the future of real estate in India, presenting various opportunities for stakeholders.

### 1.2. Government policies and Incentives in India related to Residential Real Estate

Government policies and incentives in India significantly shape the residential real estate market. Various schemes and regulatory frameworks have been introduced to enhance housing availability, affordability, and accessibility. This section of the report discusses key government initiatives, their implications for the residential sector, and the challenges they present.

#### 1.2.1. Affordable Housing Initiatives

One of the most significant initiatives in India is the Pradhan Mantri Awas Yojana (PMAY), launched in 2015. This scheme aims to provide affordable housing to the urban poor, with a target of constructing 20 million affordable houses by 2022 (Kumar & Ghosh, 2022).

**Key Features of PMAY:**

- Credit Linked Subsidy Scheme (CLSS): Offers interest subsidies on home loans for economically weaker sections (EWS) and low-income groups (LIG), with a subsidy of up to ₹2.67 lakh on interest (Ministry of Housing and Urban Affairs, 2023).
- In-situ Slum Redevelopment: Focuses on rehabilitating slum dwellers by providing them with houses built on the same land.

Research indicates that PMAY has led to increased housing supply, especially in urban areas. Sharma (2023) found that beneficiaries reported improved housing quality and security, although challenges in implementation and reaching intended beneficiaries remain.

#### 1.2.2. Tax Incentives

The Indian government offers several tax benefits to promote homeownership, notably:

- Section 80C: Homebuyers can claim deductions up to ₹1.5 lakh on principal repayment of home loans.
- Section 24(b): Allows homeowners to deduct up to ₹2 lakh on interest payments for self-occupied properties (Rai & Mukherjee, 2020).

While these incentives have boosted demand among middle-class buyers, studies by Ghosh and Kumar (2021) suggest that higher-income groups disproportionately benefit, raising concerns about equity in access to housing.

#### 1.2.3. Subsidies for Low-Income Housing

The government has also introduced various subsidies specifically aimed at low-income households. For instance:

- Housing for All (HFA): Part of the PMAY framework, this initiative provides financial assistance to promote the construction of affordable housing units for the economically weaker sections.

Research by Mitra and Singh (2021) shows that such subsidies have enhanced access to housing for lower-income groups, but implementation challenges often hinder their effectiveness.

#### 1.2.4. National Housing Bank (NHB) Initiatives

The NHB plays a crucial role in financing housing projects, particularly for lower-income groups. It provides refinance to primary lending institutions and promotes affordable housing finance (NHB, 2023).

**Key Initiatives:**

- Micro Housing Loan Scheme: Offers small loans at lower interest rates for low-income groups (Chatterjee & Prasad, 2022).

These initiatives have been instrumental in increasing homeownership rates among first-time buyers, especially in urban areas.

#### 1.2.5. Real Estate Regulatory Authority (RERA)

The implementation of RERA in 2016 aimed to bring transparency and accountability to the real estate sector. It mandates that developers register their projects and adhere to strict timelines for completion and possession (Kumar, 2023).

**Impact of RERA:**

- Increased buyer confidence and protection against delays.
- Enhanced transparency in property transactions.

Research indicates that RERA has improved consumer trust in the real estate market, contributing to a more stable environment for residential investments (Patel & Desai, 2023).

### 1.2.6. Zoning Regulations and Land Use Policies

Zoning laws in India significantly influence residential real estate development. Many urban areas have restrictive zoning regulations that limit high-density development, exacerbating housing shortages (Kumar & Ghosh, 2022).

**Reform Efforts:**

- Some states are relaxing zoning laws to promote higher-density housing and mixed-use developments. Cities like Mumbai have seen benefits from such reforms, leading to increased housing supply and affordability (Sahu & Joshi, 2022).

However, rigid zoning practices continue to be a barrier in many regions, contributing to rising prices and limited options for low-income families.

### 1.2.7. Government-Backed Financing Schemes

The government has introduced several financing schemes aimed at enhancing affordability in housing. These include:

- Interest Subsidy Schemes: Such as the CLSS under PMAY, which significantly lowers the effective interest rate on housing loans for eligible borrowers (Mitra & Singh, 2021).

These financing options have been found to increase homeownership rates, particularly among lower and middle-income families (Chatterjee & Prasad, 2022).

### 1.2.8. Smart Cities Mission

Launched in 2015, the Smart Cities Mission aims to promote sustainable and inclusive cities, which includes improving urban infrastructure and housing (Ministry of Housing and Urban Affairs, 2023).

**Impact:**

- Encourages investment in housing and related infrastructure, which can lead to improved residential real estate markets in targeted cities.

### 1.2.9. Impact on Housing Affordability

Despite these initiatives, housing affordability remains a pressing issue in India. While government incentives aim to enhance access to homeownership, rising demand often leads to price inflation, particularly in urban areas (Rao & Mehta, 2023).

Research indicates that while tax incentives and subsidies stimulate demand, they may inadvertently contribute to speculation and increased prices, making housing less affordable for lower-income groups (Sen & Bhattacharya, 2022).

## 1.3. Consolidation of Real Estate Sector due to Regulatory Changes

The Indian real estate sector has undergone significant transformations in recent years, particularly due to various regulatory changes. These changes have influenced market dynamics, leading to a wave of consolidation among real estate firms. This section explores the factors contributing to this consolidation within the Indian context, supported by academic research.

### 1.3.1. Regulatory Framework and Its Impact

The regulatory environment in India has evolved markedly, impacting the structure and operations of the real estate sector. Several key regulations have catalysed consolidation among firms.

- **Real Estate (Regulation and Development) Act, 2016 (RERA):** The introduction of RERA aimed to increase transparency and protect the interests of homebuyers. Research by Sharma and Kumar (2017) indicates that RERA has imposed stringent compliance requirements on developers, particularly regarding project registration, financial disclosures, and timely delivery. These heightened regulatory demands have disproportionately affected smaller firms, pushing them towards consolidation with larger players that possess the resources to comply effectively (Sharma & Kumar, 2017).

- **Goods and Services Tax (GST):** The implementation of GST in 2017 transformed the tax structure for real estate transactions. According to Jain and Khanna (2018), GST has streamlined the tax process, but it has also increased operational complexities. Smaller firms, struggling to navigate these complexities, often opt for mergers with larger firms that can absorb these challenges, leading to consolidation.

### 1.3.2. Financial Regulations and Market Dynamics

Financial regulations have also played a critical role in shaping the consolidation landscape in the Indian real estate sector.

- **Non-Banking Financial Companies (NBFCs) and Credit Crunch:** The recent liquidity crisis faced by NBFCs has led to a tightening of credit availability for real estate developers. Research by Gupta and Sharma (2020) highlights that many smaller real estate firms have found it increasingly difficult to secure financing. Consequently, they are more inclined to merge with larger firms that have established relationships with banks and financial institutions, thereby ensuring better access to capital (Gupta & Sharma, 2020).

- **Increased Capital Requirements:** As financial institutions impose stricter capital requirements, smaller developers often find it challenging to meet these standards. Singh and Raghavan (2019) note that larger firms are better equipped to comply with these requirements, further incentivizing smaller firms to pursue consolidation.

### 1.3.3. Technological and Operational Pressures

The adoption of technology in real estate is influenced by regulatory demands for greater efficiency and transparency. The push for digitization in the sector is reshaping how firms operate.

- **Digital Initiatives and Compliance:** The Indian government has been advocating for the digitization of property records and transactions. Research by Bhardwaj and Tiwari (2021) shows that compliance with these digital initiatives requires significant investment in technology. Smaller firms, lacking the necessary resources, often find it beneficial to merge with larger companies that can facilitate the required technological advancements (Bhardwaj & Tiwari, 2021).

- **PropTech Developments:** The rise of property technology (PropTech) has introduced new operational efficiencies but also necessitated substantial investment. Larger firms that can leverage PropTech solutions often gain a competitive edge, prompting smaller firms to consolidate to remain relevant (Sharma et al., 2022).

### 1.3.4. Market Competition and Strategic Alliances

The real estate market in India has become increasingly competitive, with regulatory changes prompting strategic alliances and mergers.

- Market Consolidation Trends: The need for scale has become critical as firms strive to enhance their market position. Kumar and Sahu (2020) found that mergers and acquisitions in the Indian real estate sector are often driven by the desire to achieve economies of scale and mitigate risks associated with regulatory compliance. This trend is particularly evident in Tier 1 and Tier 2 cities, where competition is fierce (Kumar & Sahu, 2020).

- Strategic Collaborations: Collaborations between real estate firms and financial institutions have also surged, driven by regulatory changes that encourage such partnerships. According to Sen and Ranjan (2021), these collaborations often lead to consolidation as firms combine resources to better navigate the regulatory landscape and capitalize on emerging opportunities.

### 1.4. Changing consumer preferences in terms of under construction/Ready homes and branded/ Local Developers

The Indian real estate market is experiencing a significant shift in consumer preferences, influenced by various factors such as economic conditions, regulatory changes, and evolving buyer expectations. This section explores the changing dynamics concerning under-construction versus ready homes, as well as the preferences for branded developers compared to local developers, supported by academic research.

#### 1.4.1. Under Construction vs. Ready Homes

The choice between under-construction and ready-to-move-in homes has become a pivotal decision for Indian consumers. Several studies highlight the factors influencing this preference.

- **Perceived Risks and Delays:** Research by Ghosh and Ghosh (2020) indicates that consumers are increasingly wary of investing in under-construction properties due to past experiences of project delays and quality concerns. The authors note that numerous high-profile cases of unfinished projects have heightened the perception of risk associated with under-construction properties. Consequently, many consumers prefer ready homes that provide immediate possession and mitigate uncertainty.

- **Financial Considerations:** The financial implications of purchasing ready homes versus under-construction properties are also crucial. According to Singh and Sharma (2021), ready homes often come with transparent pricing structures, reducing the financial ambiguity that accompanies under-construction projects, which may involve additional costs and payment schedules. This transparency is appealing to buyers who prioritize financial clarity and budget management.

- **Changing Family Structures and Lifestyle Preferences:** The COVID-19 pandemic has further influenced consumer preferences towards ready homes. As noted by Kumar and Sharma (2022), the shift towards remote work has led many families to seek immediate housing solutions that accommodate their evolving lifestyles. Ready homes offer the convenience of immediate occupancy, catering to the demand for spacious and functional living environments.

#### 1.4.2. Branded Developers vs. Local Developers

The preference for branded developers over local developers has gained traction among Indian homebuyers, reflecting a broader trend in consumer behaviour.

- **Trust and Reliability:** Research by Jain and Agarwal (2019) suggests that branded developers are perceived as more trustworthy and reliable, primarily due to their established track records and adherence to regulatory standards. This perception is crucial in a market where consumer confidence has been shaken by instances of default and poor-quality construction associated with some local developers.

- **Quality Assurance and Customer Service:** Branded developers often emphasize quality and customer service, which significantly influences consumer choices. As noted by Bansal and Prasad (2020), branded firms invest in quality assurance processes and provide better after-sales service, creating a competitive edge. Consumers are increasingly willing to pay a premium for these assurances, favouring branded developers over local firms.

- **Marketing and Brand Value:** The role of marketing and brand recognition cannot be overstated. Research by Rani and Verma (2021) indicates that consumers are increasingly influenced by the brand image and marketing strategies of developers. Branded firms often employ sophisticated marketing techniques, enhancing their visibility and appeal in the crowded real estate market.

#### 1.4.3. Market Trends and Future Directions

The changing consumer preferences in the Indian real estate sector indicate a broader shift towards stability, quality, and trust. The following trends are emerging:

- **Increased Demand for Ready Homes:** The preference for ready homes is expected to continue, especially among first-time buyers and those looking to avoid the risks associated with under-construction projects. As Ghosh and Ghosh (2020) highlight, the demand for immediate occupancy is likely to shape market offerings in the coming years.

- **Growth of Branded Developments:** The trend toward branded developers is likely to accelerate as consumer awareness grows. Bansal and Prasad (2020) predict that as buyers become more discerning, the demand for quality assurance and brand reputation will drive more consumers towards established players in the market.

- **Emergence of Hybrid Models:** Some local developers are beginning to adapt by adopting hybrid models that combine the strengths of branded firms with localized offerings. Jain and Agarwal (2019) suggest that these developers are focusing on enhancing their brand equity and improving service delivery to compete effectively in the market.

### 1.5. Impact of Covid-19 on the Indian Real Estate Sector

The COVID-19 pandemic has had profound implications for various sectors of the economy, with the real estate sector in India being significantly affected. This section examines the multifaceted impact of the pandemic on the Indian real estate market, focusing on changes in consumer behaviour, shifts in demand, challenges faced by developers, and long-term implications for the industry.

#### 1.5.1. Changes in Consumer Behaviour

The pandemic has altered consumer preferences in the real estate sector, leading to significant shifts in demand patterns.

- **Increased Demand for Residential Space:** Research by Jain and Khanna (2021) highlights that the pandemic has prompted many individuals to seek larger living spaces that can accommodate work-from-home arrangements. The study indicates a surge in demand for apartments with dedicated office spaces, gardens, and amenities conducive to a home-centric lifestyle.

- **Preference for Ready-to-Move-In Properties:** According to Singh and Sharma (2021), consumers have shown a marked preference for ready-to-move-in homes over under-construction properties. The uncertainty surrounding project completion timelines and concerns about delays have led buyers to favour properties that offer immediate occupancy (Singh & Sharma, 2021).

- **Shifts to Suburban Areas:** The work-from-home trend has also spurred demand for properties in suburban areas, where buyers seek larger homes at more affordable prices. Research by Ghosh and Ghosh (2020) notes that urban dwellers are increasingly looking to relocate to the outskirts of cities to escape crowded environments, leading to a rise in suburban real estate activity.

#### 1.5.2. Impact on Commercial Real Estate

The pandemic's effects on commercial real estate have been particularly pronounced, with changes in occupancy rates and demand.

- **Increase in Vacancy Rates:** According to Kumar et al. (2022), the commercial real estate sector has faced significant challenges, with many businesses reducing their office space requirements due to remote working arrangements. This shift has led to higher vacancy rates in metropolitan areas, compelling landlords to offer discounts and flexible leasing terms to attract tenants.

- **Rise of Flexible Workspaces:** The demand for flexible office spaces has surged as companies look to adapt to hybrid working models. Research by Sharma and Gupta (2021) indicates that co-working spaces are witnessing increased interest, as businesses seek more adaptable real estate solutions to accommodate fluctuating workforce needs.

#### 1.5.3. Challenges Faced by Developers

The pandemic has also posed numerous challenges for real estate developers in India.

- **Supply Chain Disruptions:** According to the study by Bansal and Prasad (2021), the pandemic has caused significant disruptions in supply chains, impacting the availability of construction materials. This has led to project delays and increased costs, as developers struggle to procure essential materials in a timely manner.

- **Financial Strain:** Many developers have faced financial difficulties due to reduced sales and cash flow constraints. Research by Gupta and Sharma (2020) indicates that the slowdown in sales has forced developers to rethink their strategies, leading to a focus on more sustainable projects and cost optimization.

### 1.5.4. Government Initiatives and Policy Responses

The Indian government has implemented various measures to mitigate the impact of COVID-19 on the real estate sector.

- **Liquidity Support:** The introduction of liquidity support measures for the housing finance sector aimed to stabilize the market. Jain and Agarwal (2021) discuss how these measures have provided much-needed relief to both developers and buyers, ensuring continued access to financing and promoting confidence in the market.

- **Regulatory Relaxations:** The government has also implemented regulatory relaxations, such as extending project deadlines and reducing stamp duty in several states, to encourage transactions and stimulate demand. Research by Kumar and Raghavan (2022) highlights that these measures have led to a temporary revival in certain segments of the market.

### 1.5.5. Long-Term Implications for the Real Estate Sector

The long-term implications of COVID-19 on the Indian real estate sector are likely to be profound.

- **Shift in Investment Strategies:** The pandemic has prompted a reassessment of investment strategies, with a growing focus on residential and suburban developments. Bansal and Prasad (2021) argue that investors are now prioritizing properties that cater to changing consumer preferences, such as those with enhanced safety features and wellness-oriented amenities.

- **Technological Adoption:** The pandemic has accelerated the adoption of technology in the real estate sector, from virtual tours to digital transaction platforms. According to Ghosh and Ghosh (2020), this shift towards digitalization is likely to enhance operational efficiencies and improve customer engagement, marking a significant transformation in how real estate transactions are conducted.

## 2. Residential Real Estate Market (Pan India)

India's residential real estate market has long been a vibrant sector, driven by urbanization, a growing middle class, and various government initiatives. Major cities like Mumbai, Delhi, Bengaluru, and Chennai have been focal points for real estate development, catering to a diverse range of buyers—from luxury seekers to those in need of affordable housing. Historically, the market has experienced fluctuations influenced by economic cycles, interest rates, and demographic trends, with demand often tied to job growth and income levels.

The COVID-19 pandemic initially caused a significant slowdown in the real estate sector, with lockdowns halting construction activities and reducing home sales. Uncertainty in the economy led many potential buyers to adopt a wait-and-see approach. However, as the pandemic progressed, a shift in buyer preferences emerged, with increased interest in properties located in expanding suburban areas, largely driven by the rise of remote work.

As the market began to recover, various government measures were introduced to stimulate growth. Despite the challenges posed by the pandemic, the Indian residential real estate market is poised for growth, driven by evolving buyer preferences and an enduring need for housing.

Several factors contribute to the thriving Indian residential real estate market, including:

- ***Growing Urbanization:*** Urbanization has significantly impacted the growth of the Indian real estate market by increasing the demand for residential, commercial, and infrastructural developments. As more people migrate to urban centres in search of better job opportunities, education, and a higher quality of life, the need for adequate housing and real estate infrastructure has surged. This has led to the development of various housing projects, ranging from affordable to luxury segments, to cater to a diverse population.

Additionally, urbanization has driven the expansion of commercial spaces, retail hubs, and office complexes to support the growing workforce and businesses in cities. The pressure on existing urban infrastructure has also pushed developers to explore new growth areas, leading to the rise of suburbs and satellite towns with improved connectivity and amenities. Consequently, urbanization has created numerous investment opportunities and spurred growth across different real estate segments, making it one of the key factors in the sector's expansion.

- ***Infrastructure Development:*** Investments in infrastructure, such as highways, metro rail networks, airports, and expressways, have improved connectivity between cities and suburban or rural areas, reducing commute times and increasing the convenience of living in these regions. As a result, developers have been motivated to launch new projects in these well-connected locations and along the length of these upcoming transport infrastructure, driving real estate expansion beyond traditional urban centres.

  Additionally, infrastructure improvements, such as reliable power supply, efficient water systems, and modern sewage facilities, have enhanced the quality of life in various regions, making them more appealing to homebuyers and businesses. Smart city initiatives and projects aimed at developing social infrastructure, such as schools, hospitals, and entertainment hubs, have further supported real estate growth. These developments attract homebuyers who value proximity to amenities and convenience, while commercial real estate has also thrived in areas benefiting from infrastructure upgrades, as businesses are drawn to locations with strong transport and logistics networks. Overall, infrastructure development has created a ripple effect, boosted real estate demand and opened up investment opportunities across a wider geographic area.

- ***Investment Opportunities:*** Several favourable conditions have amplified investment opportunities in this sector. Economic growth, urban expansion, and increased transparency brought about by regulations like the Real Estate (Regulation and Development) Act (RERA) have improved investor confidence. RERA, in particular, has enhanced accountability and reduced risks associated with real estate investments by enforcing stricter norms for project approvals, delivery timelines, and consumer protection. Additionally, the introduction of Real Estate Investment Trusts (REITs) has opened up new avenues for investors, making it easier for smaller investors to participate in commercial real estate and benefit from regular dividends and portfolio diversification.

  Foreign direct investment (FDI) in real estate has also seen a surge, thanks to policy reforms that have eased investment norms. Developers have capitalized on these opportunities by undertaking large-scale residential, commercial, and mixed-use projects, further fuelling market expansion. The influx of investments has led to increased liquidity in the sector, enabling developers to launch new projects, adopt innovative construction technologies, and enhance the quality of real estate offerings. As a result, the Indian real estate market continues to grow, attracting more investments and contributing significantly to the country's economic development.

- ***Economic Growth:*** With rising GDP and increased economic stability, disposable incomes have grown, enabling more individuals and families to invest in homeownership and other real estate assets. As a result, demand for residential properties has surged, ranging from affordable housing to high-end luxury apartments, spurring large-scale development projects across the country.

  Moreover, economic growth has led to the creation of numerous job opportunities, particularly in urban centres where employment hubs are concentrated. This urban migration has intensified the need for both housing and commercial real estate, leading to the rapid development of new neighbourhoods and business districts.

  Improved economic conditions have attracted foreign investors, who view the Indian real estate market as a lucrative opportunity for long-term investments. Enhanced infrastructure, better governance, and regulatory reforms such as the introduction of RERA have further instilled confidence among investors. The influx of foreign capital has not only boosted liquidity but has also helped developers undertake ambitious projects and adopt advanced construction technologies, ultimately raising the standard and quality of real estate offerings. In essence, economic growth has provided the financial foundation and market stability needed for the real estate sector to thrive and continuously evolve.

- ***Changing Lifestyle Preferences:*** the trend toward nuclear families and dual-income households has fuelled the demand for compact, well-designed apartments and gated communities that offer a blend of privacy and community living. Smart homes equipped with advanced technology, such as automation systems, smart lighting, and energy-efficient features, have also gained popularity among younger buyers who value technology-driven living solutions. As a result, real estate developers are investing in smart housing projects to meet these preferences and stand out in a competitive market.

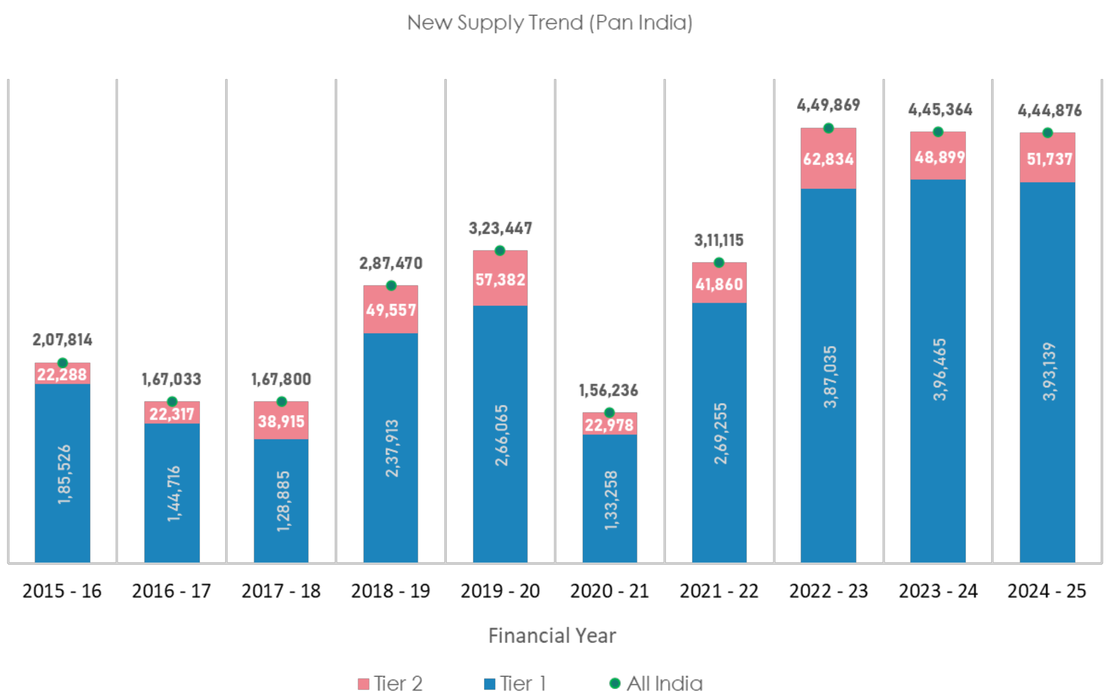
The desire for work-life balance has also influenced real estate trends, with more people seeking homes in locations that provide easy access to their workplaces, schools, healthcare facilities, and recreational spaces. The demand for properties in well-connected suburbs and satellite towns has surged, driven by improved infrastructure and the availability of affordable yet high-quality housing. Moreover, post-pandemic, there has been a growing interest in homes with dedicated workspaces, outdoor areas, and a focus on wellness, prompting developers to design properties that offer a holistic living experience.

Overall, the shift in lifestyle preferences has compelled real estate developers to innovate and cater to the aspirations of contemporary homebuyers, thereby driving growth and diversification in the Indian real estate market.

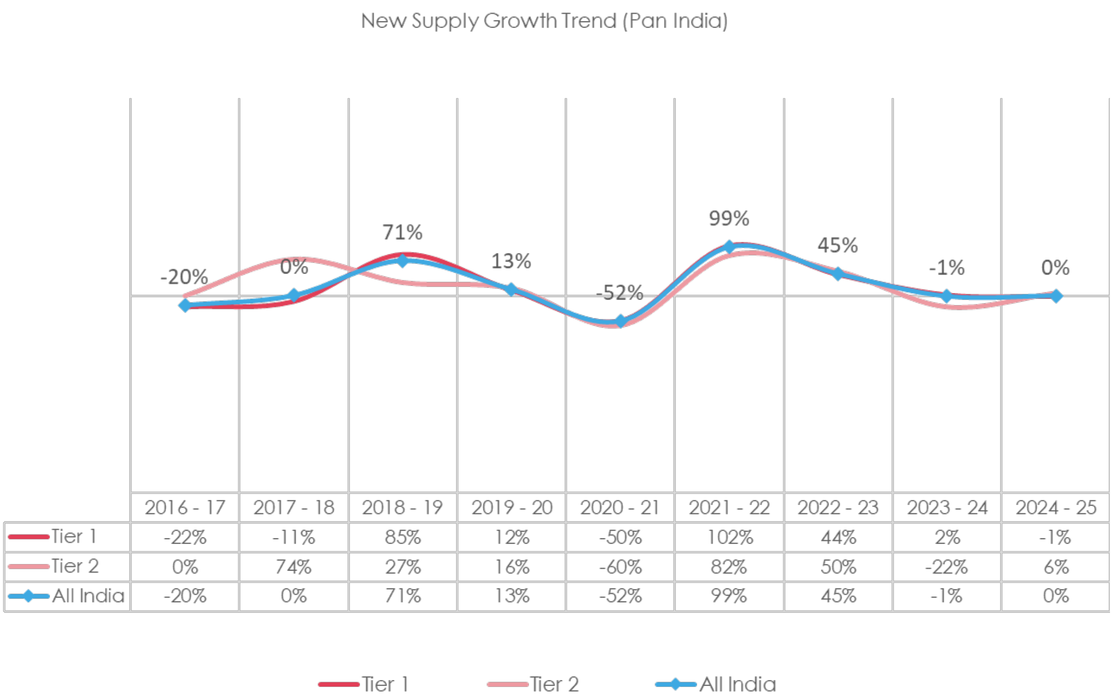
## 2.1. Residential Market Trend

The residential real estate market in India is currently undergoing a noticeable shift, with increasing demand for more spacious homes, particularly in suburban areas. This trend is largely driven by the rise of remote work and evolving lifestyle preferences, as people seek larger living spaces and better amenities outside of crowded urban centres. At the same time, affordable housing continues to be a major focus, supported by various government initiatives aimed at making homeownership more accessible, alongside the growing purchasing power of the middle class. As a result, the market is steadily recovering from previous slowdowns, with renewed interest in owning homes and a cautious, yet optimistic outlook for long-term growth.

### 2.1.1. Supply Trend



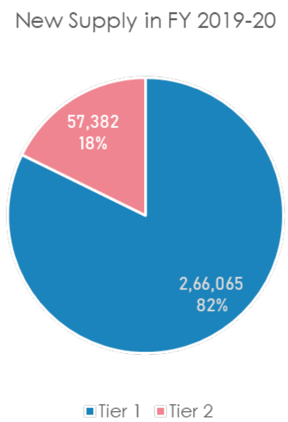

*Source: Liases Foras Database*
*Figure 5: Annual New Supply Trend across Pan India market*



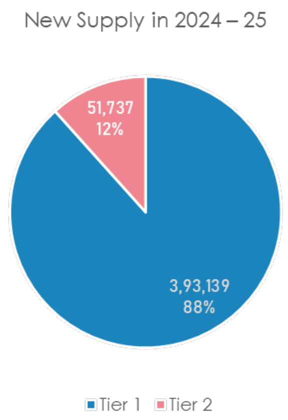

| | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|
| Tier 1 | -22% | -11% | 85% | 12% | -50% | 102% | 44% | 2% | -1% |
| Tier 2 | 0% | 74% | 27% | 16% | -60% | 82% | 50% | -22% | 6% |
| All India | -20% | 0% | 71% | 13% | -52% | 99% | 45% | -1% | 0% |

*Source: Liases Foras Database*
*Figure 6: Annual New Supply growth trend across Pan India market*

The supply of residential real estate in India had been steadily increasing since FY 2017-18, reflecting a growing demand for housing across the country. However, this upward trajectory was severely disrupted by the COVID-19 pandemic, as the nationwide lockdown brought construction activities to a standstill and delayed the launch of new projects. The impact on the sector was significant, with many ongoing developments halted and timelines for future launches pushed back. As the country gradually emerged from the lockdown and restrictions eased, the real estate sector experienced a rapid recovery, driven by a surge in investment and renewed buyer confidence. This rebound led to a marked increase in demand, which in turn boosted the supply of housing units, particularly in major Tier 1 cities specifically in Mumbai, Hyderabad, and Bengaluru. By FY 2022-23, just two years after the pandemic had initially disrupted the market, the residential real estate sector had fully recovered and surpassed its pre-COVID supply levels. The growth rate during this recovery period was not only faster than the pre-pandemic pace but also reflected the sector's resilience and potential for continued expansion in the post-pandemic era. The Supply available in the last three financial years shows that the residential real estate market after recovering from the Pandemic have now stabilized showing small YOY growth in Tier 2 cities.



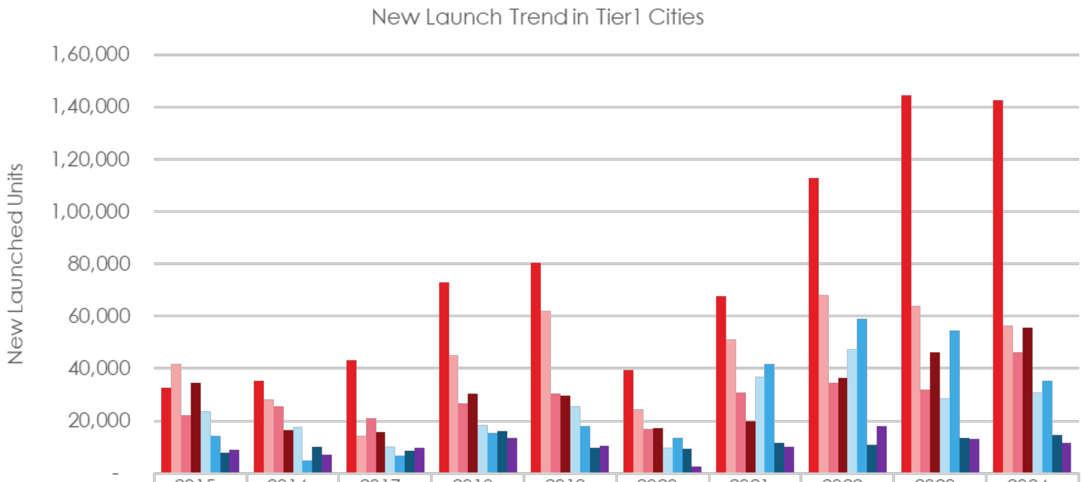

*Source: Liases Foras Database*
*Figure 7: Distribution of New Supply in Tier 1 & Tier 2 cities as in FY 2019-20*




*Source: Liases Foras Database*
*Figure 8: Distribution of New Supply in Tier 1 & Tier 2 cities in FY 2024-25*

By FY 2024 -25, the supply of residential units in India's Tier 1 cities have increased by 1.5 times, reaching almost 4 lakh units compared to just 2.66 lakh units in FY 2019-20. This sharp growth highlights a strong and sustained recovery in these urban areas, where the real estate market has not only returned to pre-pandemic levels but has continued to improve. The surge in supply reflects the ongoing demand and confidence in Tier 1 cities, which have benefitted from factors such as economic resilience, infrastructure development, and a continued shift in buyer preferences towards larger homes and suburban locations.

The growth in tier 2 cities had also recovered to its pre pandemic numbers and have shown stability in the market since FY 2022-23. In FY 2024-25, Tier 2 cities contributed to only about 12% of the national residential real estate supply, with 51,737 units, down from approximately 18% in FY 2019-20, when the supply in these cities was 57,382 units. This indicates that the Tier 2 cities combined are yet to match the pace of growth observed in Tier 1 cities which can be attributed to lower demand, slower economic growth, and reduced investor interest compared to their larger counterparts.




| | 2015 - 16 | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|---|
| MMR | 32,815 | 35,231 | 43,097 | 72,857 | 80,616 | 39,353 | 67,487 | 1,12,768 | 1,44,490 | 1,42,618 |
| Pune | 41,615 | 28,238 | 14,270 | 44,948 | 61,856 | 24,558 | 51,076 | 67,882 | 63,958 | 56,303 |
| NCR | 22,098 | 25,386 | 21,089 | 26,542 | 30,254 | 16,811 | 30,677 | 34,579 | 32,077 | 46,310 |
| Bangalore | 34,600 | 16,332 | 15,690 | 30,481 | 29,647 | 17,197 | 19,993 | 36,237 | 46,352 | 55,699 |
| Ahmedabad | 23,645 | 17,577 | 9,909 | 18,269 | 25,496 | 9,830 | 36,764 | 47,341 | 28,618 | 30,755 |
| Hyderabad | 14,339 | 4,944 | 6,798 | 15,373 | 18,081 | 13,558 | 41,855 | 59,172 | 54,667 | 35,173 |
| Chennai | 7,660 | 10,009 | 8,413 | 15,954 | 9,646 | 9,374 | 11,465 | 10,993 | 13,328 | 14,620 |
| Kolkata | 8,754 | 6,999 | 9,619 | 13,489 | 10,469 | 2,577 | 9,938 | 18,063 | 12,975 | 11,661 |

MMR Pune NCR Bangalore Ahmedabad Hyderabad Chennai Kolkata

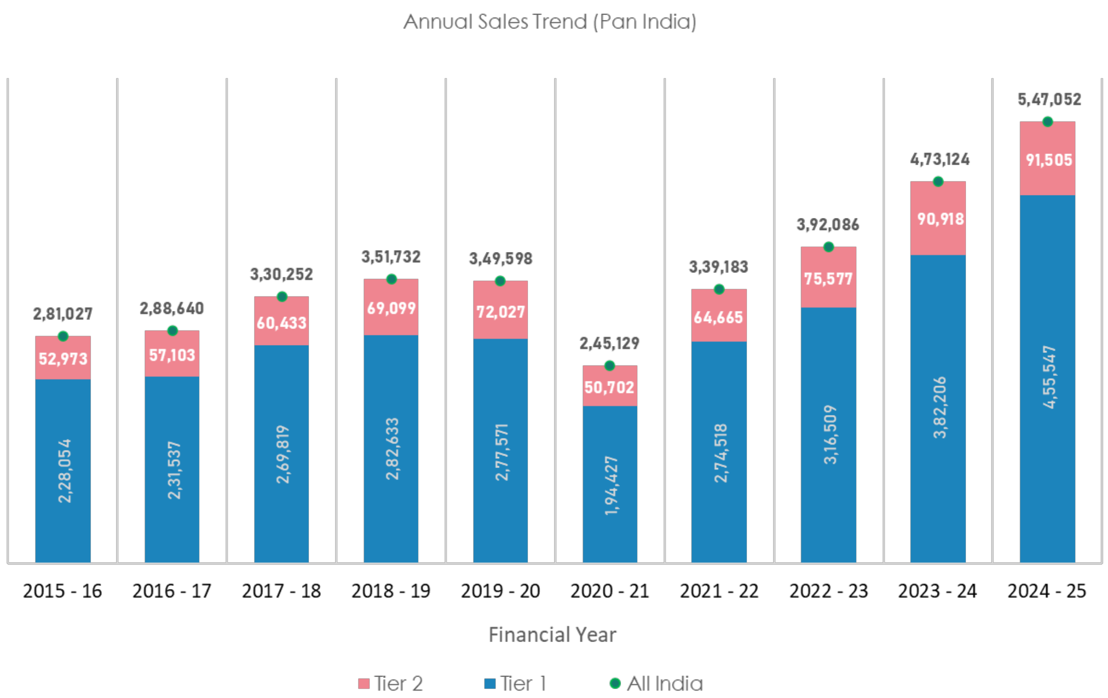
*Source: Liases Foras Database*
*Figure 9: Annual New Supply Trend across Tier 1 cities of India*

Among the Tier 1 cities in India, the Mumbai Metropolitan Region (MMR) has consistently received the largest share of new residential units over the years, while Kolkata has seen the lowest level of new supply. As of FY 2024-25, MMR alone has added 1,42,618 new housing units, which is almost 2.5 times the number of new units supplied in Pune, the second-highest city in terms of new residential supply. This stark contrast highlights the dominance of MMR in the real estate market, driven by factors such as high demand, economic activity, and ongoing urban development.

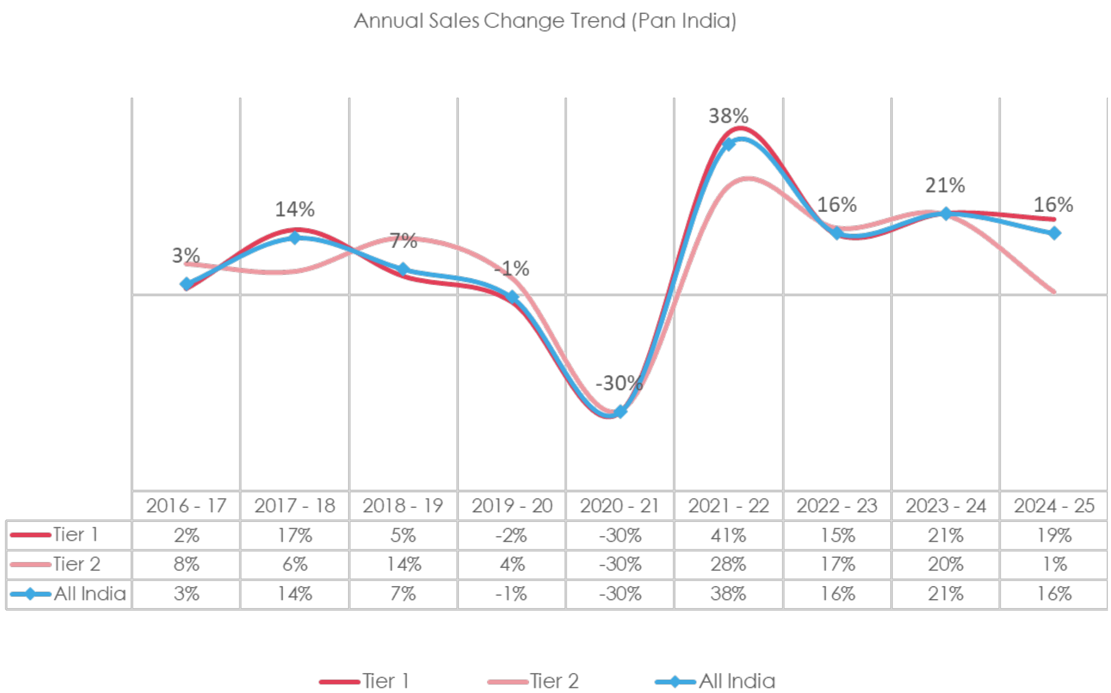
In the period following the lifting of the COVID-19 lockdown, several Tier 1 cities, including MMR, Kolkata, and Hyderabad, experienced a notable surge in the supply of new residential units. However, as of FY 2024-25, the situation has changed. Both Hyderabad and Kolkata have witnessed a decline in the growth of new housing supply, with negative growth observed in both markets.

In contrast, MMR has maintained a positive growth trajectory and have stabilised its market in terms of new supply, continuing to lead the market among Tier 1 cities. The region's ability to sustain growth despite broader challenges speaks to its resilience and attractiveness as a key real estate market. MMR's consistent delivery of new housing units, coupled with ongoing infrastructure improvements and a growing economy, ensures that it remains the primary hub for residential real estate development in India.

### 2.1.2. Annual Sales




*Source: Liases Foras Database*
*Figure 10: Annual Sales Trend across Pan India market*



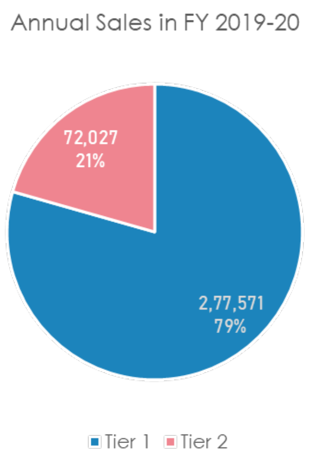

| | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|
| Tier 1 | 2% | 17% | 5% | -2% | -30% | 41% | 15% | 21% | 19% |
| Tier 2 | 8% | 6% | 14% | 4% | -30% | 28% | 17% | 20% | 1% |
| All India | 3% | 14% | 7% | -1% | -30% | 38% | 16% | 21% | 16% |

*Source: Liases Foras Database*
*Figure 11: Annual Salaes growth trend across Pan India market*

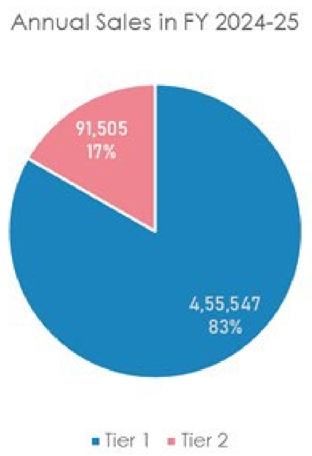
Before the COVID-19 pandemic, the annual sales in India's residential real estate market had been gradually increasing, driven by factors such as rising disposable incomes, urbanization, and favourable government policies promoting affordable housing. Major cities experienced a steady influx of buyers, with developers launching various projects to cater to diverse consumer needs. However, the onset of the pandemic in 2020 brought a significant disruption, leading to a sharp decline in sales as lockdowns halted construction, and economic uncertainty caused many potential buyers to defer their purchasing decisions.

Despite this initial setback, the residential real estate market in India rebounded strongly post-pandemic. By FY 2021-22, several factors contributed to this resurgence. The shift towards remote work prompted many buyers to seek larger homes with more amenities, particularly in suburban areas where space was more available and affordable. Additionally, government initiatives, such as reduced stamp duty and lower interest rates, played a crucial role in stimulating demand. The growing trend of digitalization also made it easier for buyers to explore properties online, facilitating transactions and improving overall market accessibility.

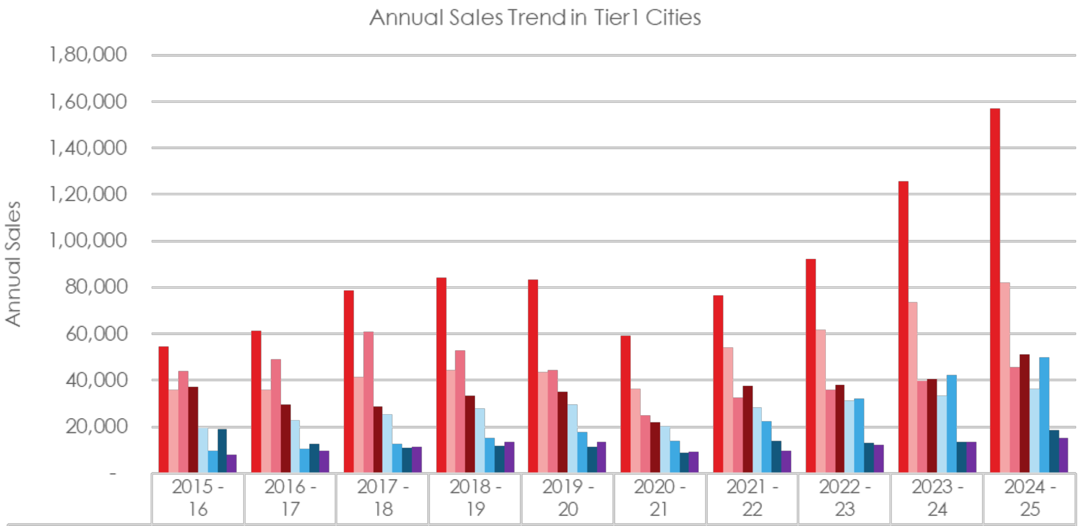
By FY 2024-25, the market has experienced steady expansion, fuelled by a mix of accumulated demand, continued urban development, and a revitalized desire for homeownership. Developers have adapted to changing buyer preferences, focusing on projects that emphasize quality and sustainability. Moreover, an increase in consumer confidence, alongside stable economic recovery, has further fuelled the market's upward trajectory. As a result, India's residential real estate sector is poised for continued growth, reflecting broader economic trends and evolving lifestyle choices.




*Source: Liases Foras Database*
*Figure 12: Distribution of Annual Sales across Tier 1 & Tier 2 Cities in FY 2019-20*




*Source: Liases Foras Database*
*Figure 13: Distribution of Annual Sales across Tier 1 & Tier 2 Cities of India in FY 2024-25*




| | 2015 - 16 | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|---|
| MMR | 54,383 | 61,206 | 78,677 | 84,263 | 83,238 | 59,147 | 76,486 | 92,237 | 1,25,706 | 1,57,192 |
| Pune | 35,968 | 35,703 | 41,517 | 44,361 | 43,583 | 36,341 | 54,058 | 61,629 | 73,582 | 81,876 |
| NCR | 43,936 | 49,070 | 61,066 | 52,741 | 44,267 | 24,921 | 32,541 | 35,957 | 39,735 | 45,526 |
| Bangalore | 37,264 | 29,655 | 28,608 | 33,261 | 34,844 | 22,062 | 37,459 | 37,863 | 40,451 | 51,168 |
| Ahmedabad | 19,489 | 22,789 | 25,176 | 28,026 | 29,473 | 20,017 | 28,171 | 31,310 | 33,391 | 36,381 |
| Hyderabad | 9,838 | 10,664 | 12,455 | 14,955 | 17,720 | 13,991 | 22,416 | 32,058 | 42,235 | 49,821 |
| Chennai | 19,135 | 12,808 | 10,998 | 11,792 | 11,181 | 8,884 | 13,774 | 13,159 | 13,645 | 18,345 |
| Kolkata | 8,041 | 9,642 | 11,322 | 13,234 | 13,265 | 9,064 | 9,613 | 12,296 | 13,461 | 15,238 |

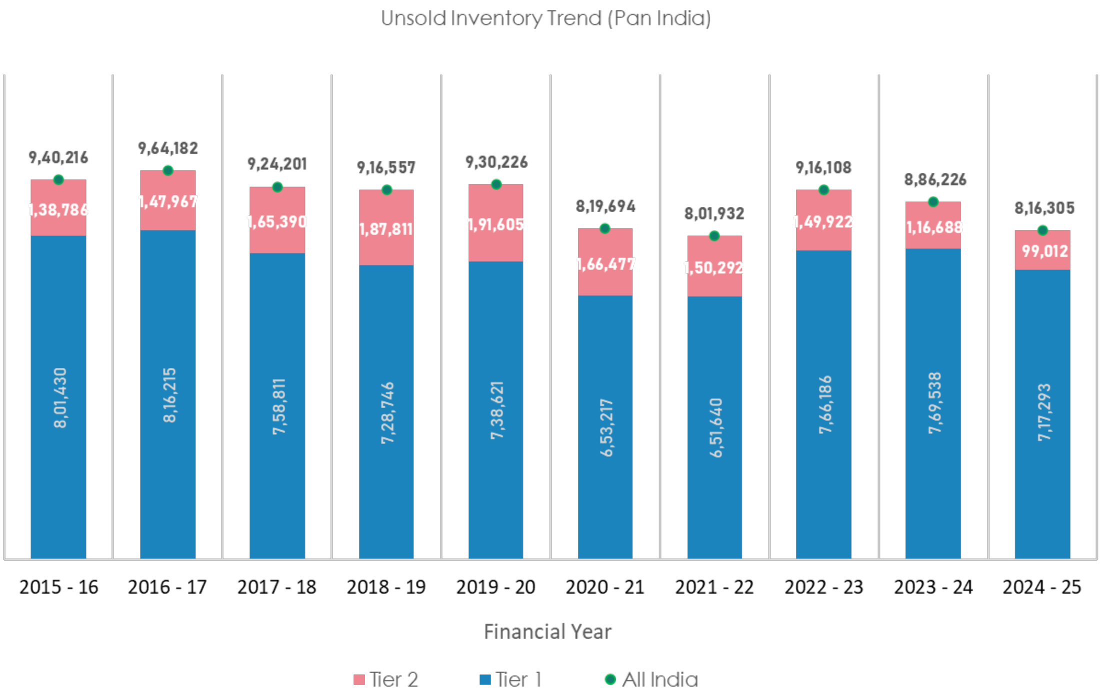
MMR Pune NCR Bangalore Ahmedabad Hyderabad Chennai Kolkata

*Source: Liases Foras Database*
*Figure 14: Annual Sales trend across Tier 1 cities of India*

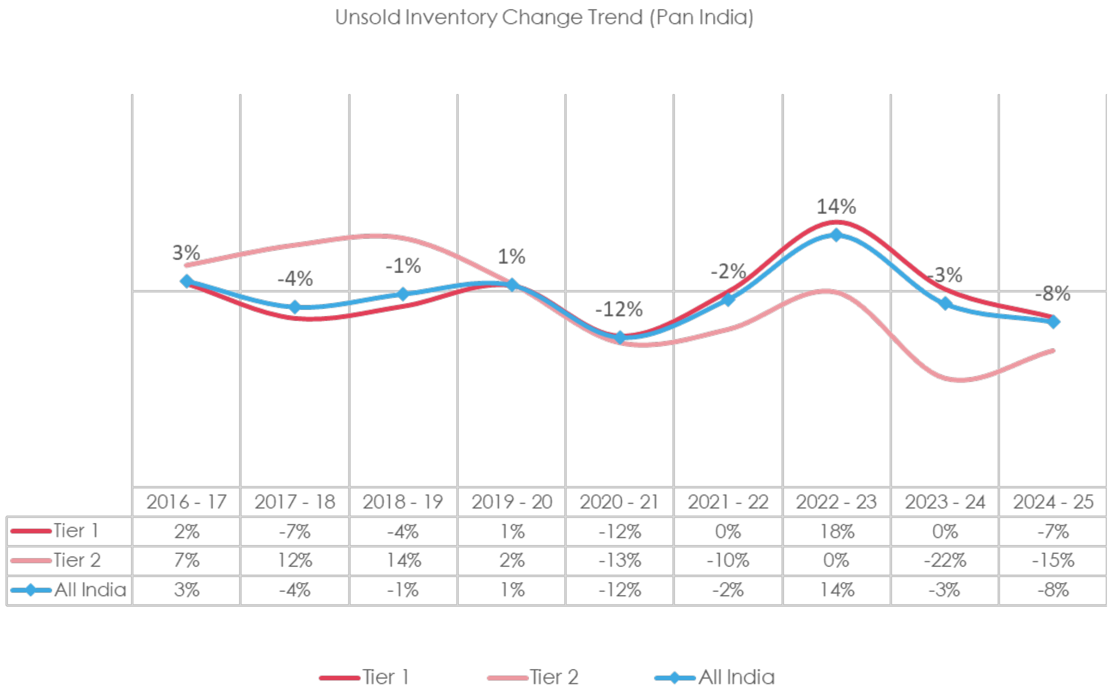
The demand for housing units has seen a significant increase across all Tier 1 cities, with particularly strong growth observed in the Mumbai Metropolitan Region (MMR) and Pune. Both cities are now experiencing an annual demand of more than 50,000 housing units, reflecting their prominence as key real estate markets in India. Since the end of the COVID-19 lockdown, the annual demand for residential units in MMR has surged by approximately 88%, reaching 1,57,192 units in FY 2024-25. The Urban Agglomeration has also shown a 25% YOY demand in the recent year, highlighting a strong rebound in one of India's largest real estate markets.

This upward trend in demand has remained steady in MMR, Pune and Hyderabad. In contrast, demand growth in other Tier 1 cities has either plateaued or begun to decline, suggesting a trend toward more stable, normalized demand for housing in these markets.

### 2.1.3. Unsold Inventory Trend




*Source: Liases Foras Database*
*Figure 15: Unsold Supply Trend among Tier 1 & Tier 2 cities across India*



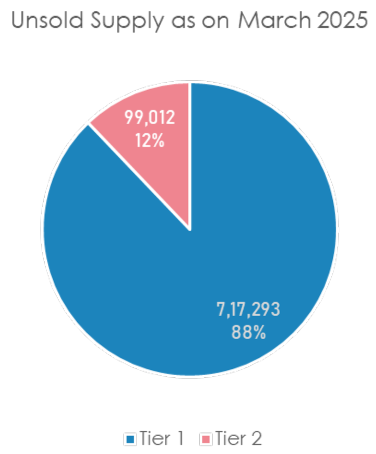

| | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|
| Tier 1 | 2% | -7% | -4% | 1% | -12% | 0% | 18% | 0% | -7% |
| Tier 2 | 7% | 12% | 14% | 2% | -13% | -10% | 0% | -22% | -15% |
| All India | 3% | -4% | -1% | 1% | -12% | -2% | 14% | -3% | -8% |

*Source: Liases Foras Database*
*Figure 16: Unsold supply growth trend across Tier 1 & Tier 2 cities in India*

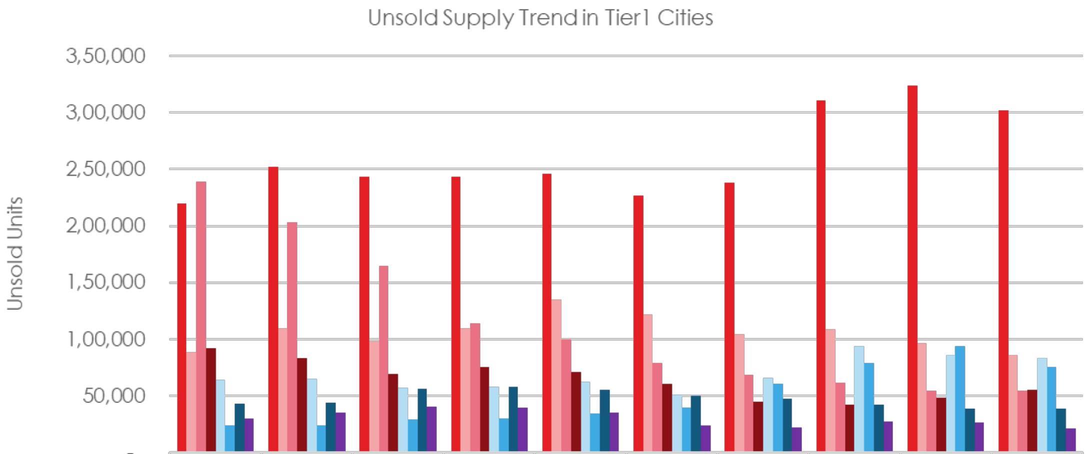
The unsold inventory of residential units across India has remained fairly consistent over the past few years, hovering between 8 lakh and 10 lakh units. The COVID-19 pandemic had a considerable impact on both the supply and demand dynamics of the real estate market. The economic uncertainty and job losses during the pandemic led to a slowdown in housing sales. As a result, the unsold inventory during this period remained relatively unchanged, with fewer new units being introduced to the market and slower sales.

In Tier 1 cities, the real estate market has managed to maintain a relatively balanced relationship between supply and demand. This alignment has helped stabilize the levels of unsold inventory in these cities, with supply and sales largely moving in sync. As a result, the unsold stock in Tier 1 cities has remained at similar levels, reflecting a steady demand for residential units and an ongoing, though controlled, flow of new housing projects.

However, the situation in Tier 2 cities has been notably different. These markets have been experiencing a sharp decline in unsold inventory, with the total unsold stock reaching a ten-year low of less than 1 lakh units. Since FY 2019-20, the unsold inventory in Tier 2 cities has been on a consistent downward trajectory, and has reached its lowest point in FY 2024-25. This decline is driven by decrease in the number of new housing units being supplied to these markets. As a result of fewer new units entering the market, the balance between supply and demand has shifted, leading to a rapid absorption of the existing unsold inventory.




*Source: Liases Foras Database*
*Figure 17: Distribution of Unsold Supply across Tier1 & Tier2 cities*



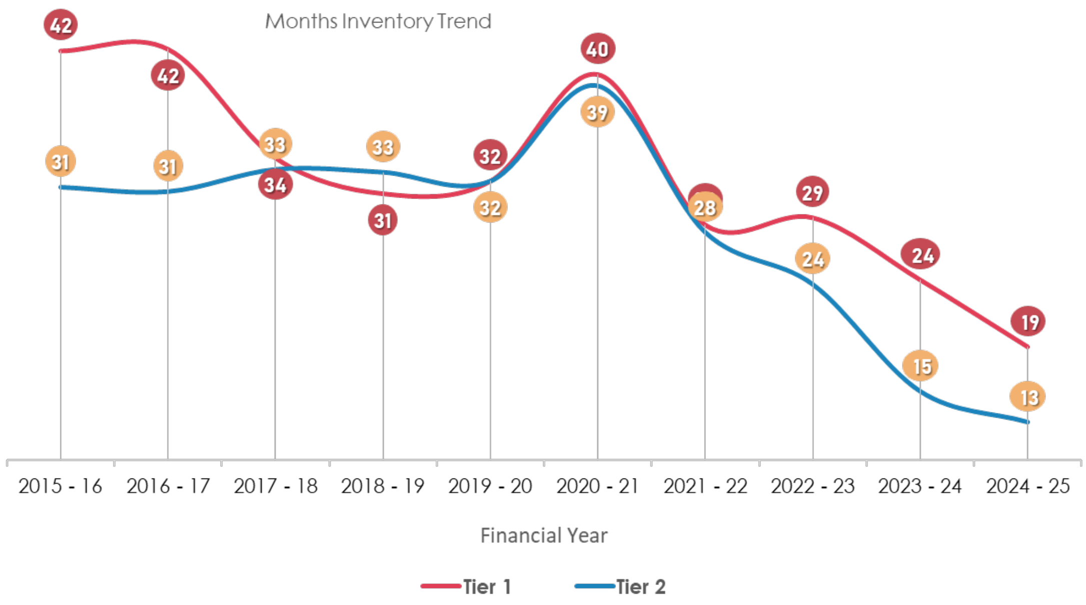

| | 2015 - 16 | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|---|
| MMR | 2,19,78 | 2,51,72 | 2,43,59 | 2,42,95 | 2,45,74 | 2,26,84 | 2,38,53 | 3,10,53 | 3,24,14 | 3,01,94 |
| Pune | 88,745 | 1,09,37 | 98,546 | 1,09,71 | 1,34,65 | 1,21,86 | 1,04,18 | 1,08,89 | 96,839 | 86,367 |
| NCR | 2,38,96 | 2,03,48 | 1,64,87 | 1,14,01 | 99,604 | 78,988 | 68,170 | 61,561 | 54,513 | 54,135 |
| Bangalore | 92,391 | 83,005 | 69,038 | 75,391 | 71,466 | 60,932 | 44,515 | 42,456 | 48,553 | 55,565 |
| Ahmedabad | 64,032 | 65,190 | 57,087 | 58,151 | 62,655 | 51,240 | 66,005 | 93,985 | 86,078 | 83,600 |
| Hyderabad | 24,299 | 23,976 | 29,103 | 30,290 | 34,385 | 39,630 | 60,392 | 79,107 | 94,165 | 75,220 |
| Chennai | 42,866 | 44,065 | 56,225 | 58,275 | 54,976 | 49,720 | 47,865 | 41,954 | 38,882 | 39,150 |
| Kolkata | 30,349 | 35,398 | 40,337 | 39,955 | 35,135 | 23,992 | 21,971 | 27,694 | 26,362 | 21,312 |

MMR Pune NCR Bangalore Ahmedabad Hyderabad Chennai Kolkata

*Source: Liases Foras Database*
*Figure 18: Unsold Supply trend across Tier 1 cities in Inida*

Following the conclusion of the pandemic, the residential real estate market in MMR, had experienced a surge in both demand and the supply of new housing units. This sharp increase in new supply, combined with strong demand, has resulted in an all-time high in unsold inventory in the city by FY 2023-24. However, the Inventory left at the end of FY 2024-25 (March 2025), suggests that the market has more or less stable with supply being in line with the demand of the urban agglomeration.

In summary, the overall demand for housing units across Tier 1 cities remains strong, and that the supply of newer units is in sync with the demand indicating a very stable market across major cities of India.

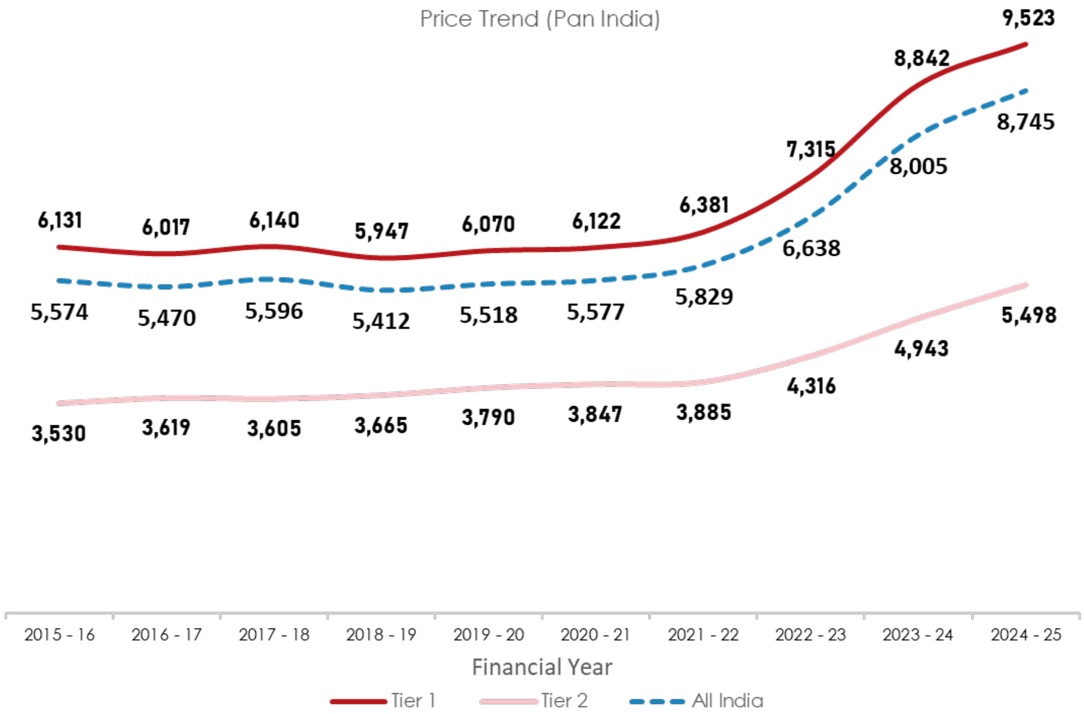



*Source: Liases Foras Database*
*Figure 19: Months Inventory trend across Tier 1 & Tier 2 cities of India*

There has been a noticeable downward trend in the months of inventory across both Tier 1 and Tier 2 cities, signalling an increasing rate of sales that is closely aligned with the ongoing supply of new housing units.

The decline in months of inventory is more pronounced and aggressive in Tier 2 cities compared to Tier 1 cities. This is largely due to the decreasing rate of new housing supply in these markets. As developers in Tier 2 cities have slowed down new launches, the available inventory has been absorbed more quickly, resulting in a steeper drop in months of inventory. This trend suggests that with fewer new units entering the market, the existing stock is being taken up more rapidly by buyers. In contrast, while Tier 1 cities continue to see a robust supply of new housing units, the rate at which inventory is being absorbed has been somewhat steadier, reflecting the ongoing demand but also a higher volume of new construction.

#### 2.1.4. Price Trends

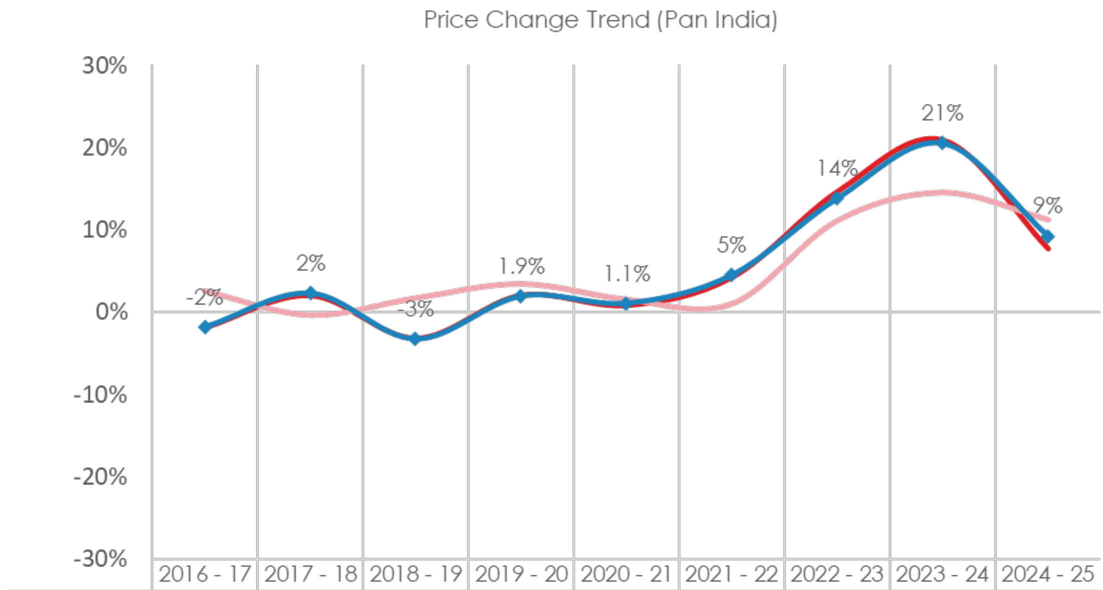



*Source: Liases Foras Database*
*Figure 20: Saleable price trends across Tier 1 & Tier 2 cities in India*

Saleable price rates in the Indian real estate market have been on a consistent upward trajectory for the past decade, driven by factors such as increasing demand, and rising construction costs. However, the pace of growth accelerated significantly after the COVID-19 lockdown was lifted in 2022. The market saw a broad-based surge in property prices across both Tier 1 and Tier 2 cities, with price hikes of more than 10% observed in the months following the easing of pandemic-related restrictions. This increase in prices reflects a rebound in buyer confidence, a surge in demand for housing, and the post-pandemic recovery of the economy.

Over the past five financial years, the average property prices in Tier 1 cities have grown by 56%, fueled by factors such as urbanization, economic activity, and an influx of investments. Similarly, Tier 2 cities have seen an even sharper rise in prices, with average property values increasing by 45% in the same period. This significant growth in Tier 2 cities can be attributed to several factors, including increasing better affordability compared to Tier 1 cities, improving infrastructure, and the availability of more land for development.

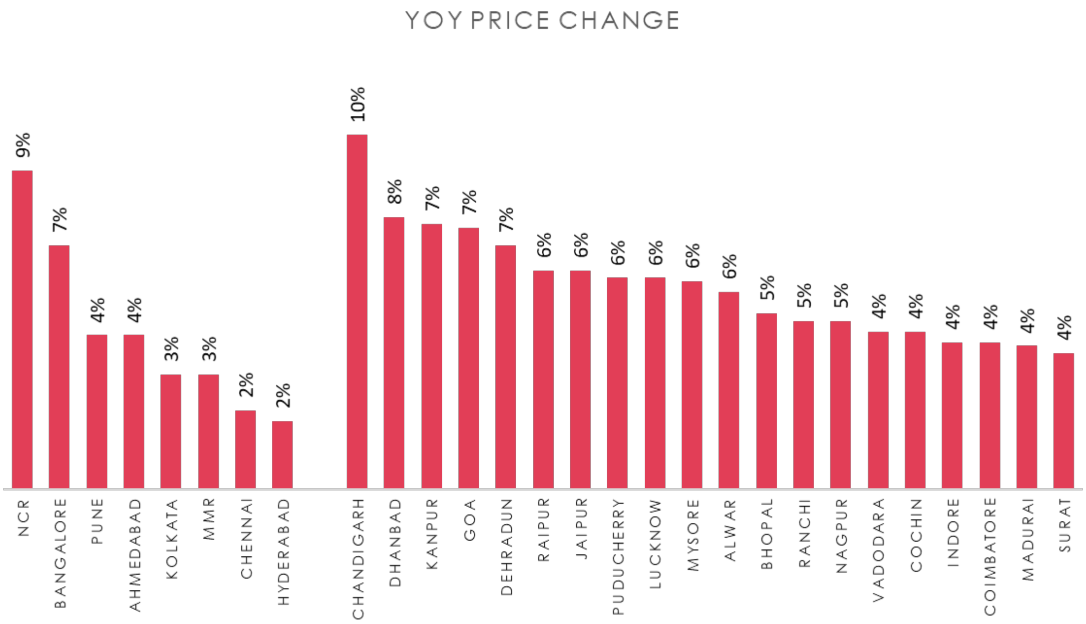
This post-lockdown price surge in both Tier 1 and Tier 2 cities signals a strong recovery in the real estate market. As demand continues to rise and supply remains constrained in many areas, it is expected that property prices will continue to trend upwards in the coming years, albeit at a potentially slower pace as markets reach new equilibrium points.



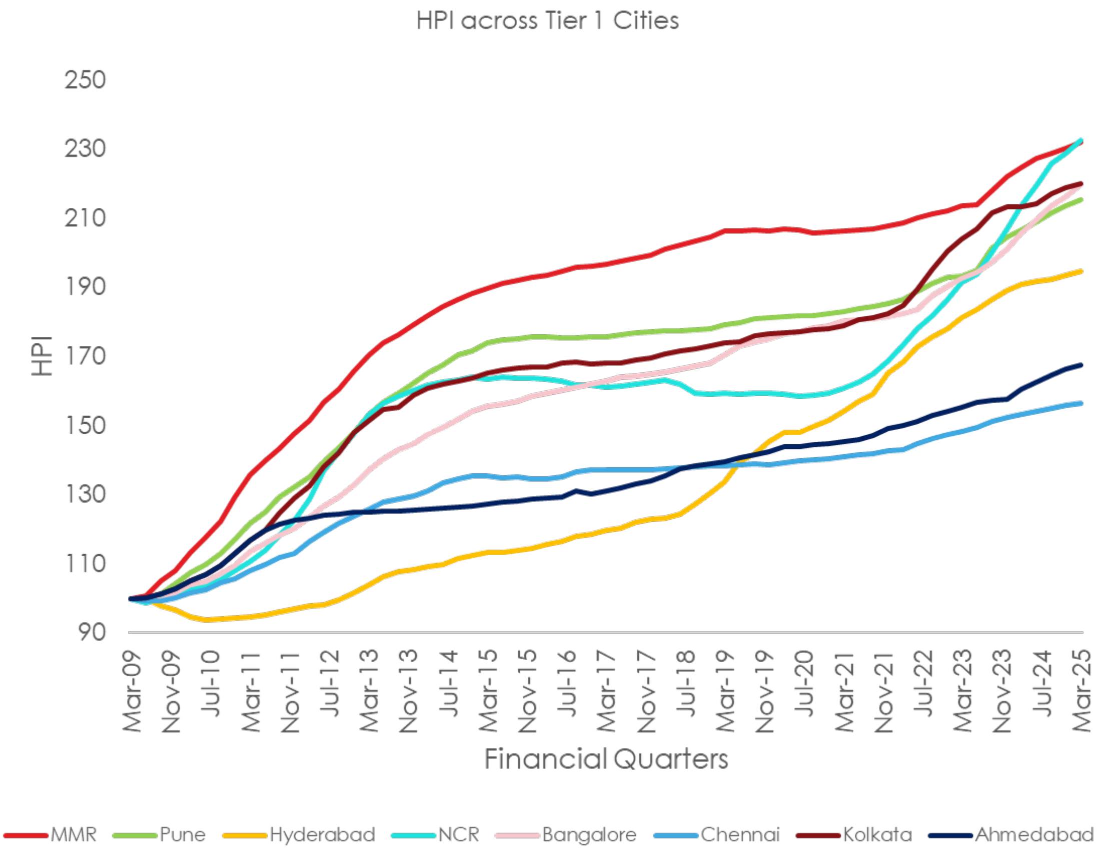

| | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|
| Tier 1 | -2% | 2% | -3% | 2.1% | 0.9% | 4% | 15% | 21% | 8% |
| Tier 2 | 3% | 0% | 2% | 3% | 1.5% | 1% | 11% | 15% | 11% |
| All India | -2% | 2% | -3% | 1.9% | 1.1% | 5% | 14% | 21% | 9% |

*Source: Liases Foras Database*
*Figure 21: Price growth trend across Tier 1 & Tier 2 cities in India*

Based on the rate of growth in residential property prices, Tier 2 cities have experienced a more significant increase, with average saleable rates rising by 11% compared to the previous financial year. In contrast, Tier 1 cities saw a more modest increase of only 8% in their average saleable rates over the same period. This suggests that the price growth in Tier 2 cities is outpacing that of Tier 1 cities, reflecting stronger demand and faster price appreciation in these emerging markets.



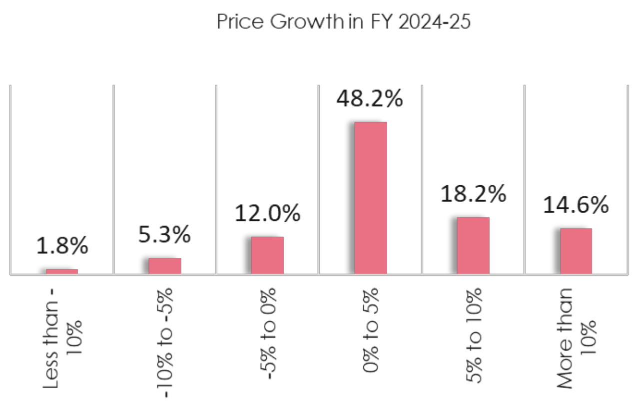

*Source: Liases Foras Database*
*Figure 22: Price increase in from FY 2023-24 to FY 2024-25 in Tier 1 and Tier 2 cities of India*




*Source: Liases Foras Database*
*Figure 23: Graph showing HPI trends across Tier 1 Cities of India*

Over the past five years, property prices across cities in India have seen significant increases, driven by strong demand, limited supply, and improving economic conditions. Among the Tier 1 cities, the National Capital Region (NCR) of Delhi has witnessed the highest jump in its average annual price, with a notable 9% increase compared to the previous year. This sharp rise can be attributed to factors such as a surge in demand, robust economic activity, and a scarcity of available properties in key areas. Following NCR, Bengaluru has also seen substantial price growth, with its average annual prices rising by 7%. These cities have become major hubs for IT, business, and industry, which has led to higher residential demand and, consequently, rising property values. On the other hand, Chennai and Hyderabad, has seen the smallest increase in its average annual price, rising by approximately 3% compared to the previous year.

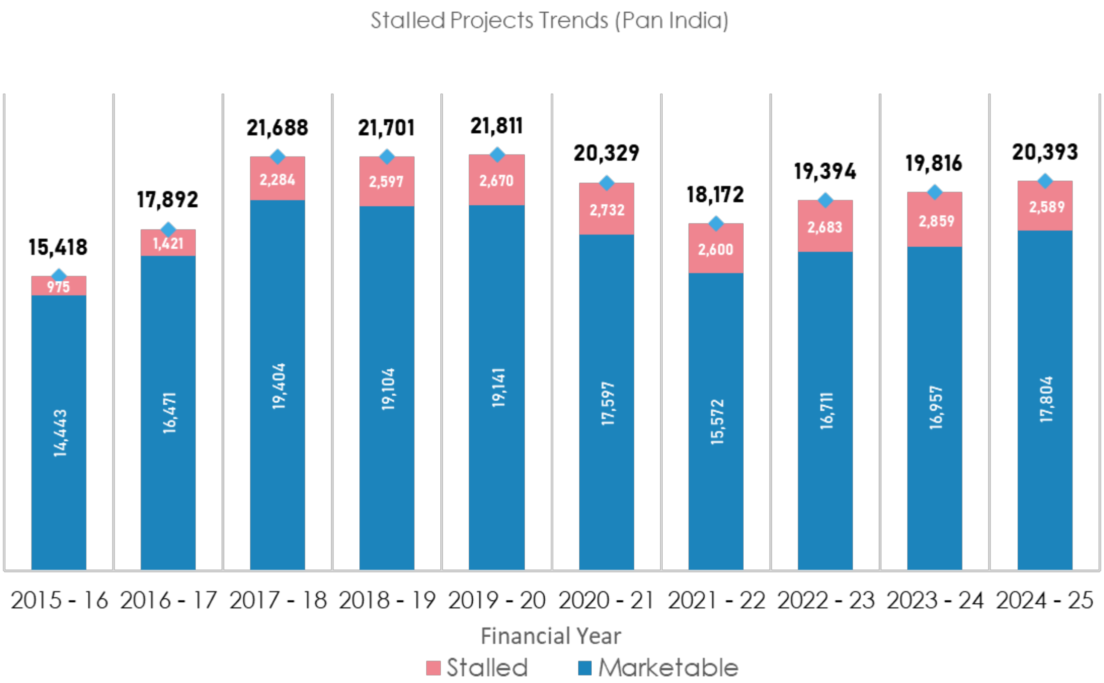
In Tier 2 cities, significant price growth has been observed as well, albeit with varying rates of increase. Chandigarh has experienced the largest rise in average annual prices among these cities, up by 10%, reflecting growing investor interest and an increasing number of residential projects. The growth in Tier 2 cities is indicative of a broader trend in which smaller cities are seeing heightened property values.



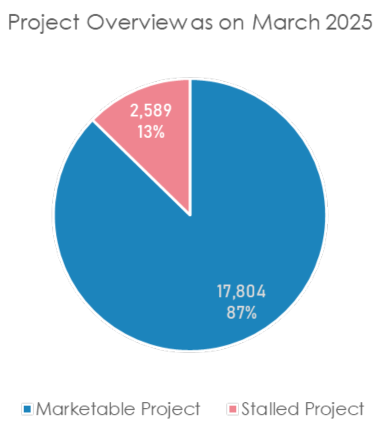
Source: Liases Foras Database
*Figure 24: Price growth across Pan India Pojects in FY 2024- 25*

Across India as a whole, approximately 32% of residential projects have experienced price increases of more than 5% over the past year, reflecting a nationwide trend of rising property values. Additionally, 14.6% of these projects have seen price hikes exceeding 10%, underscoring the strength of the market, particularly in high-demand areas. While the pace of price growth may vary across different cities, the overall upward trend suggests continued strength and resilience in the Indian residential market.

### 2.1.5. Stalled Projects

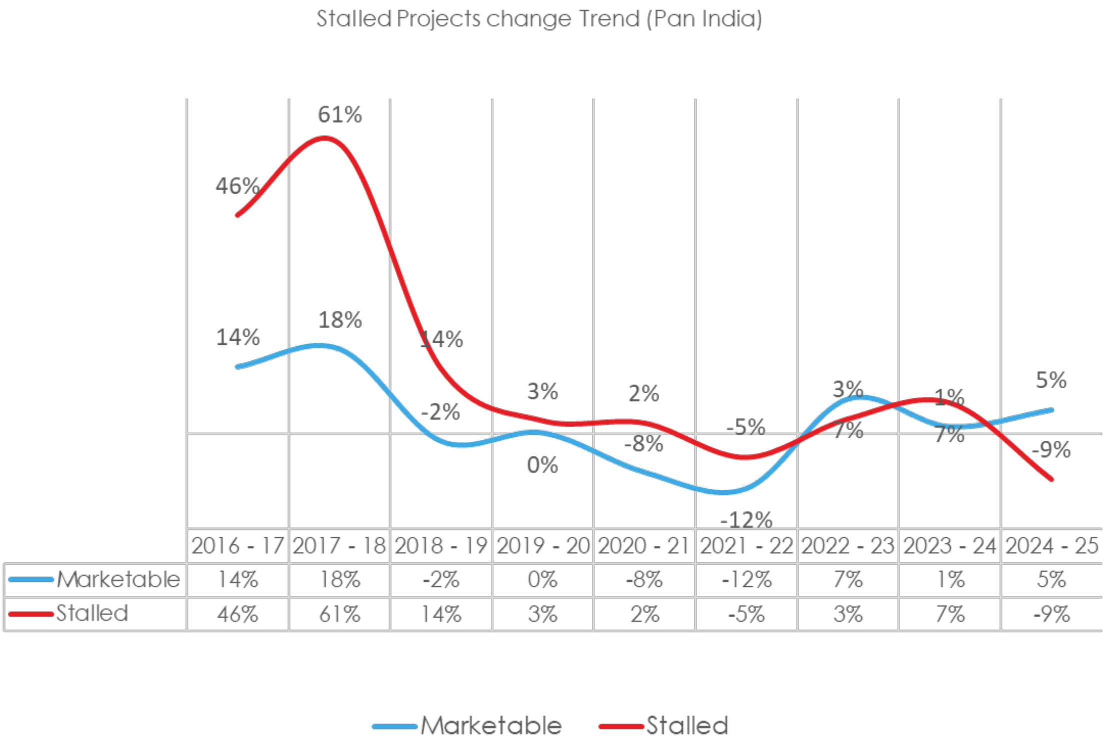



*Source: Liases Foras Database*
*Figure 25: Stalled and unsold Marketable units trend (Pan India)*




*Source: Liases Foras Database*
*Figure 26: Distribution of Stalled units to Unsold Marketable units as on March 2025*

As of March 2025, the residential real estate market in India is composed of 87% marketable projects, while the remaining 13% consist of stalled projects. This distribution highlights the ongoing challenges faced by the industry, but also indicates a more favourable outlook for the majority of the market. The share of stalled projects in the market, has remained between 12% - 14% over recent years.




| | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|
| Marketable | 14% | 18% | -2% | 0% | -8% | -12% | 7% | 1% | 5% |
| Stalled | 46% | 61% | 14% | 3% | 2% | -5% | 3% | 7% | -9% |

*Source: Liases Foras Database*
*Figure 27: Stalled project growth trend (Pan India)*

While stalled projects continue to account for a significant portion of the market, the overall reducing trend in this backlog is encouraging. The reduction in stalled inventory is likely to result in more available units for potential buyers, contributing to the overall stability and growth of the residential real estate sector in India. This shift is also indicative of a broader recovery in the construction and real estate sectors, which are benefiting from improving economic conditions, increased consumer demand, and greater investment in infrastructure.

## 3. Mumbai Metropolitan Region Residential Real Estate

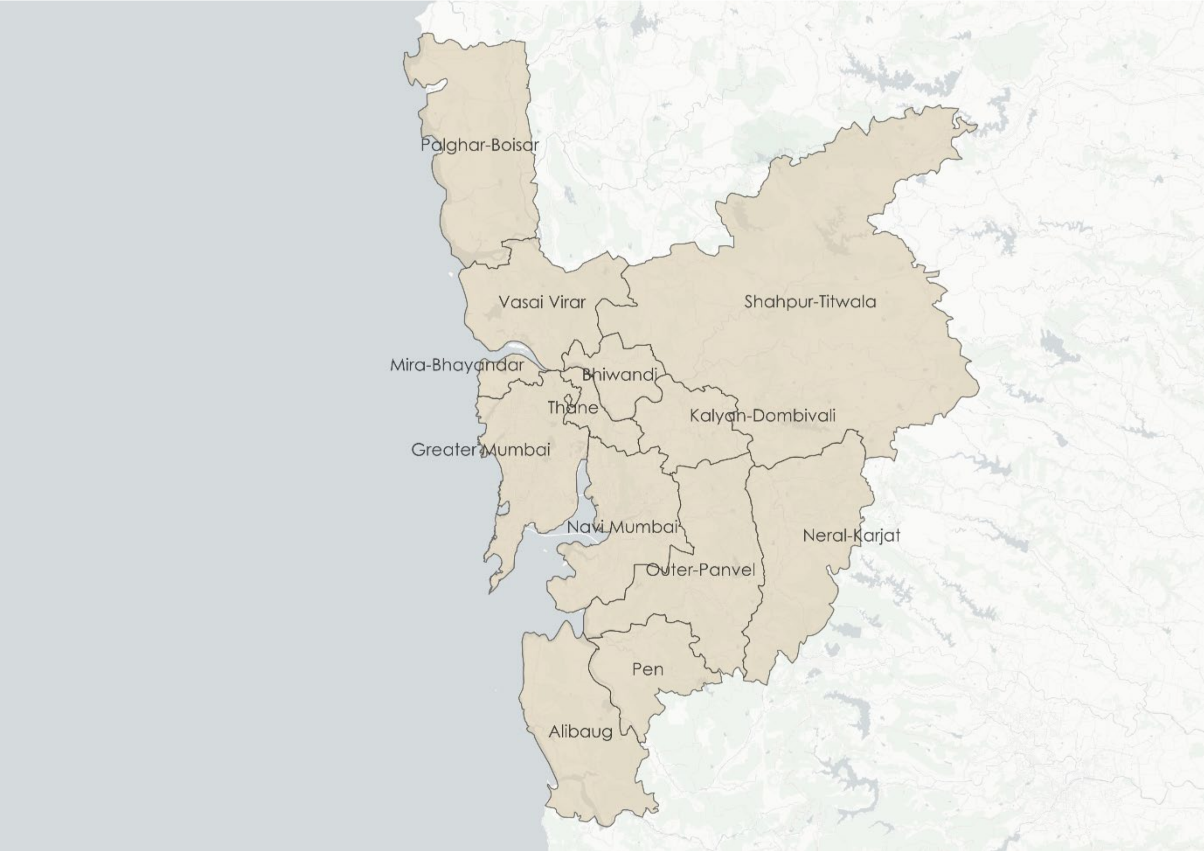
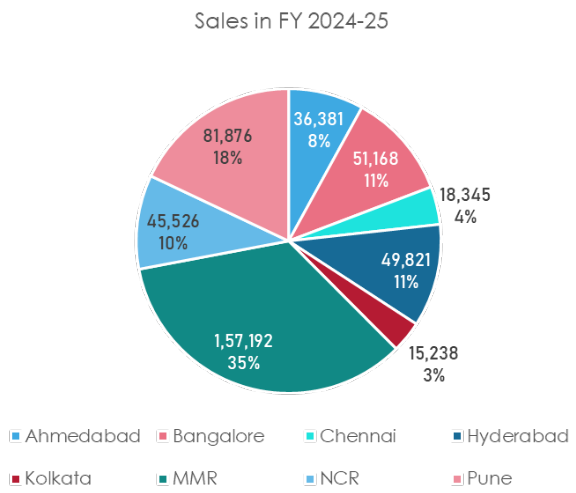



*Figure 28: Map showing Mumbai Metropolitan Region (MMR), along with its sub-region*

The residential real estate market in MMR is one of the most dynamic and fast-paced in India, fueled by the region's prominence as a major financial and commercial powerhouse. Home to a population of over 20 million people, the residential market consistently experiences a high demand for properties, which in turn drives property prices upward. The intense demand for housing, coupled with MMR's role as the country's financial capital and a global business hub, has created a thriving real estate market with opportunities across various price points and segments.

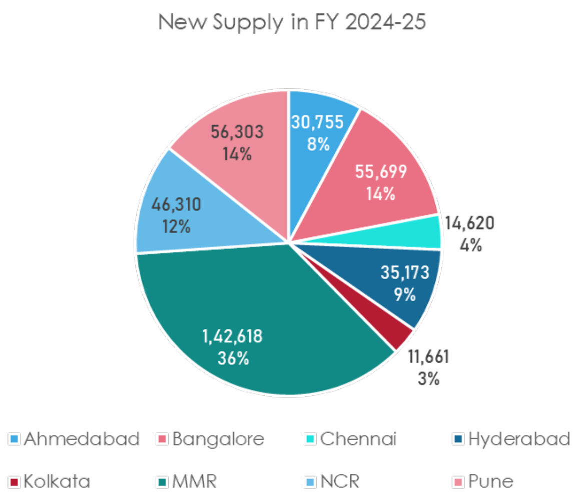
Despite facing significant challenges such as limited land availability and the scarcity of open spaces, MMR continues to offer diverse housing options, catering to a wide array of buyer preferences. From ultra-luxury apartments and penthouses in prime locations to more affordable residential developments on the periphery of the city, the market is designed to meet the needs of different buyer categories, from high-net-worth individuals to middle-class homebuyers. This diversity is further reflected in the growing demand for both ready-to-move-in homes and newly launched projects.

MMR residential market has its ability to provide a wide range of housing options for different income groups which ensures its continued growth and makes it a key player in the nation's real estate landscape. The city's status as a financial powerhouse, combined with a diverse real estate offering, makes MMR one of the most attractive and resilient housing markets in India.




*Source: Liases Foras Database*
*Figure 29: Distribution of Last Twelve Month Sales across Tier 1 cities of India*

Among all the residential markets in Tier 1 cities, MMR accounts for the largest share of absorbed stock. As of March 2025, the data for the financial year shows that MMR has contributed to 35% of the sold stock, with a total of 1,57,192 units sold. Following MMR, Pune has made a significant contribution, accounting for 18% of the total residential sales in Tier 1 cities in FY 2024-25. This highlights MMR's dominant position in the market and Pune's strong performance as a key real estate hub.




*Source: Liases Foras Database*
*Figure 30: Distribution of New supplied units in Last Twelve Months across Tier 1 cities of India*

In response to the growing demand for housing, MMR has seen a significant influx of new residential units in FY 2024-25. With 1,42,618 new units added to the market, MMR accounts for a substantial 36% of the total new housing supply across all Tier 1 cities in India. This makes MMR the largest contributor to new supply, reinforcing its dominant position in the country's real estate sector. The surge in new units reflects the region's continued growth. The high proportion of new supply in MMR indicates that developers are responding to the robust market conditions by introducing more inventory to meet the needs of a diverse population.

The MMR market stands out as the most active residential real estate market among Tier 1 cities in India, with the highest levels of both supply and annual sales. Several key factors contribute to MMR's dominant position in the market, including:

- Being ***India's financial and commercial capital***, MMR hosts major corporate headquarters, financial institutions, and the Bombay Stock Exchange, attracting a large workforce that drives demand for residential properties.

The high concentration of businesses and commercial hubs has led to a thriving rental market, as professionals often prefer to live near their workplaces to minimize commute times. This has made residential real estate in MMR an attractive investment for property owners, given the potential for steady rental yields and property value appreciation. The region's status as a financial centre also attracts significant foreign and domestic investment in real estate, further driving growth and enabling the development of large-scale residential projects and urban infrastructure.

Overall, MMR's role as India's financial and commercial capital creates a continuous influx of people, diverse housing needs, and a favourable investment climate, all of which contribute to the dynamic and robust residential real estate market.

- ***The rapidly growing and densely populated urban population*** in the MMR has been a major catalyst for the expansion of its residential real estate market. With an ever-increasing influx of people moving to MMR for job opportunities, education, and a better standard of living, the demand for housing has seen exponential growth. This high population density, combined with ongoing urban migration, has created a constant need for residential spaces across different segments, from affordable housing to luxury apartments.

As more people flock to MMR, the pressure on available land and existing housing inventory has increased, driving developers to explore innovative solutions to meet the housing demand. This has led to the construction of high-rise apartments, gated communities, and mixed-use developments that maximize the use of limited urban space. The densely populated nature of the region has also spurred the development of compact and efficient housing units, catering to a wide range of income groups and preferences.

The dense urban population also supports a thriving rental market, as many individuals and families opt to rent rather than buy, especially in prime locations where property prices are high. This creates a strong investment opportunity for property owners and investors who can benefit from steady rental income. Additionally, the high demand for housing has led to the appreciation of property values, making real estate investment in MMR a lucrative option for many.

- ***Significant infrastructure projects***, such as metro rail expansions, the Mumbai Trans Harbour Link, and new highways, have enhanced connectivity, making peripheral areas more attractive for residential development. With major investments in transport, connectivity, and urban infrastructure, MMR has seen a transformation that has made various areas more accessible and attractive for residential development.

These infrastructure enhancements have opened up new real estate opportunities, particularly in suburban and peripheral areas that were previously considered too remote or difficult to reach. For example, the upcoming Navi Mumbai International Airport is a game-changer for areas like Panvel and Ulwe, making them prime locations for residential investment. Improved connectivity encourages homebuyers and investors to consider these emerging areas, leading to the rapid development of housing projects and an increase in property values.

Additionally, the development of modern road networks, bridges, and flyovers has made commuting more convenient, further enhancing the appeal of residential properties in both established and developing neighbourhoods. This ease of travel has led to the expansion of integrated townships and large-scale residential projects, offering homebuyers the advantage of urban amenities without the challenges of city-centre congestion. Infrastructure projects have also supported the creation of self-sustained communities, with real estate developers integrating shopping centres, schools, hospitals, and recreational facilities to meet the growing demand for quality living environments.

Recent trends show a growing interest in suburban areas, as professionals seek more spacious living options in response to the rise of remote work. Localities like Thane, Navi Mumbai, and the outskirts are becoming increasingly popular due to their competitive pricing and amenities compared to prime urban areas. Developers are launching integrated townships and residential projects that align with modern lifestyle demands. Overall, while Mumbai's real estate remains costly, ongoing infrastructure improvements and better transportation links are likely to enhance accessibility and further shape the residential market.

## 3.1. Transport Infrastructure Development in MMR

### 3.1.1. Mass Rapid Transit Infrastructure of MMR

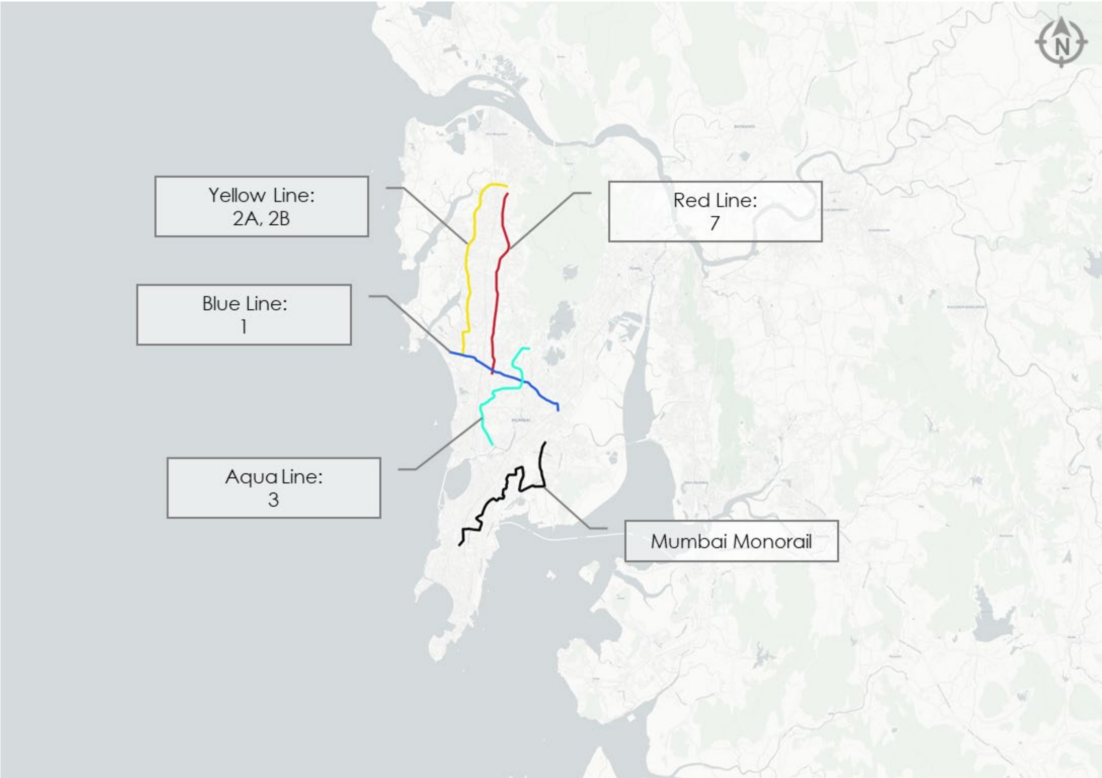



*Figure 31: Figure showing existing metro infrastructure in MMR*

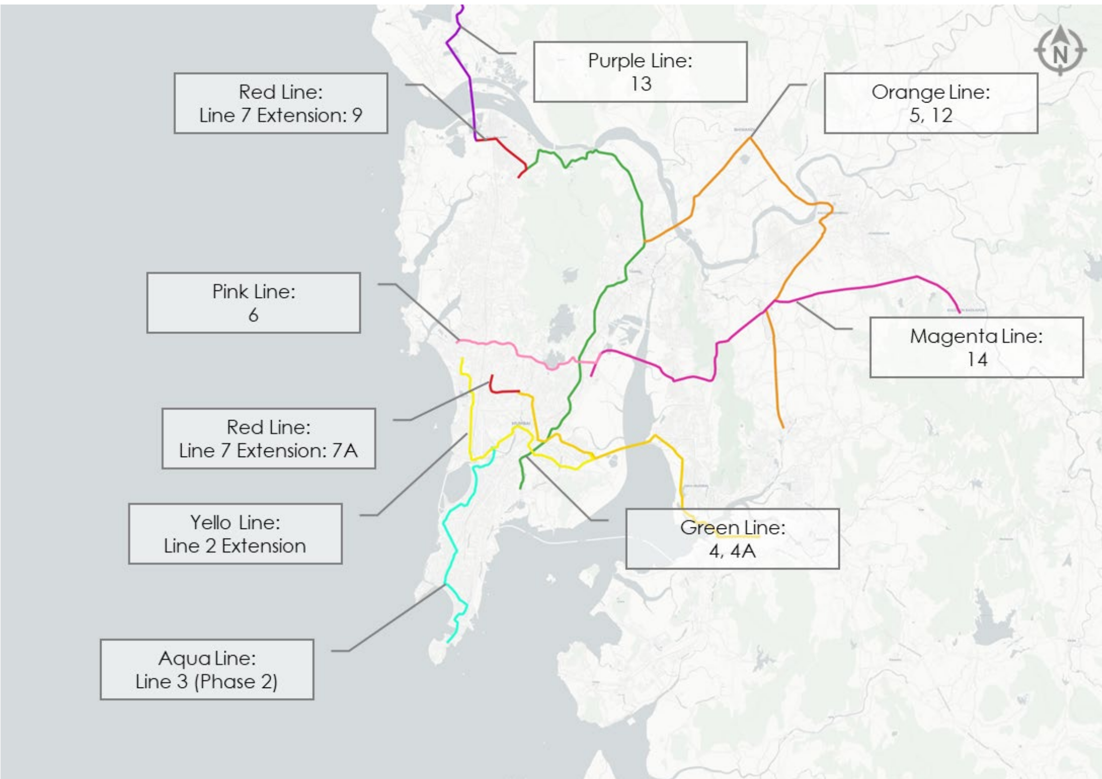



*Figure 32: Under Construction metro infrastructures in MMR*

The Table below shows the list of Existing and proposed Metro Infrastructure of MMR.

| *Line* | *Terminals / Corridor* | *Length (Km)* | *Stations* | *Status* |
|---|---|---|---|---|
| Line-1 | Verova – Andheri – Ghatkopar | 11.4 | 12 | Operational |
| Line-2A | Dahisar (E) – DN Nagar | 18.6 | 17 | Operational |
| Line-2B | DN Nagar – Mandale | 23.64 | 22 | Operational |
| Line-3 | Cuffe Parade – BKC – Seepz – Aarey Colony | 33.5 | 27 | Partially Operational |
| Line-4 | Wadala – Kasarawadavali | 32.32 | 32 | Under Construction (Was expected by 2023) |
| Line-4A | Kasarawadavali – Gaimukh (extn of Line-4) | 2.88 | 2 | Under Construction (Was expected by 2023) |
| Line-5 | Thane – Bhiwandi – Kalyan | 24.95 | 17 | 12.811 km Under Construction; Rest On-Hold |
| Line-6 | Swami Samarth Nagar – Vikhroli | 15.18 | 13 | Under Construction (expected by 2026) |
| Line-7 | Dahisar (E) – Andheri (E) | 16.5 | 14 | Operational |
| Line-7A | Andheri (E) – CSI Airport (extn of Line-7) | 3.17 | 2 | Under Construction |
| Line-8 | CSIA – NMIA (Airport Connector) | 35 | 7 | Proposed |
| Line-9 | Dahisar (E) – Mira Bhayander (extn of Line-7) | 11.38 | 8 | Under Construction |
| Line-10 | Gaimukh – Shivaji Chowk in Mira Road (extn of Line-4) | 9.2 | 4 | Approved |
| Line-11 | Wadala – Chhattrapati Shivaji Maharaj Terminus (extn of Line-4) | 12.77 | 10 | Proposed |
| Line-12 | Kalyan – Taloja (extn of Line-5) | 22.17 | 19 | Under Construction (expected by 2027) |
| Line-13 | Shivaji Chowk (Mira Road) – Virar | 23 | 20 | Proposed |
| Line-14 | Kanjurmarg – Badlapur | 45 | 40 | Proposed |

*Source: The Metro Rail Guy*

**Mass Rapid Transit System (MRTS):** Mumbai Metro is a rapid transit system designed to ease the city's traffic congestion and provide a more efficient transportation option for its growing population. The network is being built in phases, with the first phase featuring Line 1 (Versova-Andheri-Ghatkopar) opening in 2014. Once completed, the metro is expected to span over 300 kilometers, connecting key areas of Mumbai and its suburbs.

With modern technology and high-capacity trains, Mumbai Metro aims to offer a fast, safe, and environmentally friendly alternative to road travel. The system is designed to reduce travel times, ease congestion, and cut down on pollution. As the network expands with new lines like Line 5, Line 7, and Line 9, it will become an integral part of Mumbai's broader public transport infrastructure, complementing other modes like buses and monorails to create a more connected and sustainable urban transport system.

**Mumbai Monorail:** The Mumbai Monorail is an elevated transport system aimed at reducing traffic congestion and offering an alternative travel option for the city's residents. Launched in 2014 with the first phase of Line 1 (Chembur to Wadala), it is India's first monorail project. The monorail serves densely populated areas and provides a solution for shorter, congested routes that are not easily served by traditional metro systems.

Designed with modern, eco-friendly, and driverless trains, the Mumbai Monorail is quieter and more energy-efficient than conventional railways. While its initial coverage is limited, the monorail is seen as an important component of Mumbai's broader public transport network, working alongside the metro and bus systems to improve connectivity. Future expansion plans aim to enhance its role in the city's transportation infrastructure, offering a convenient and sustainable option for commuters.

### 3.1.2. Other major Transport Infrastructures of MMR

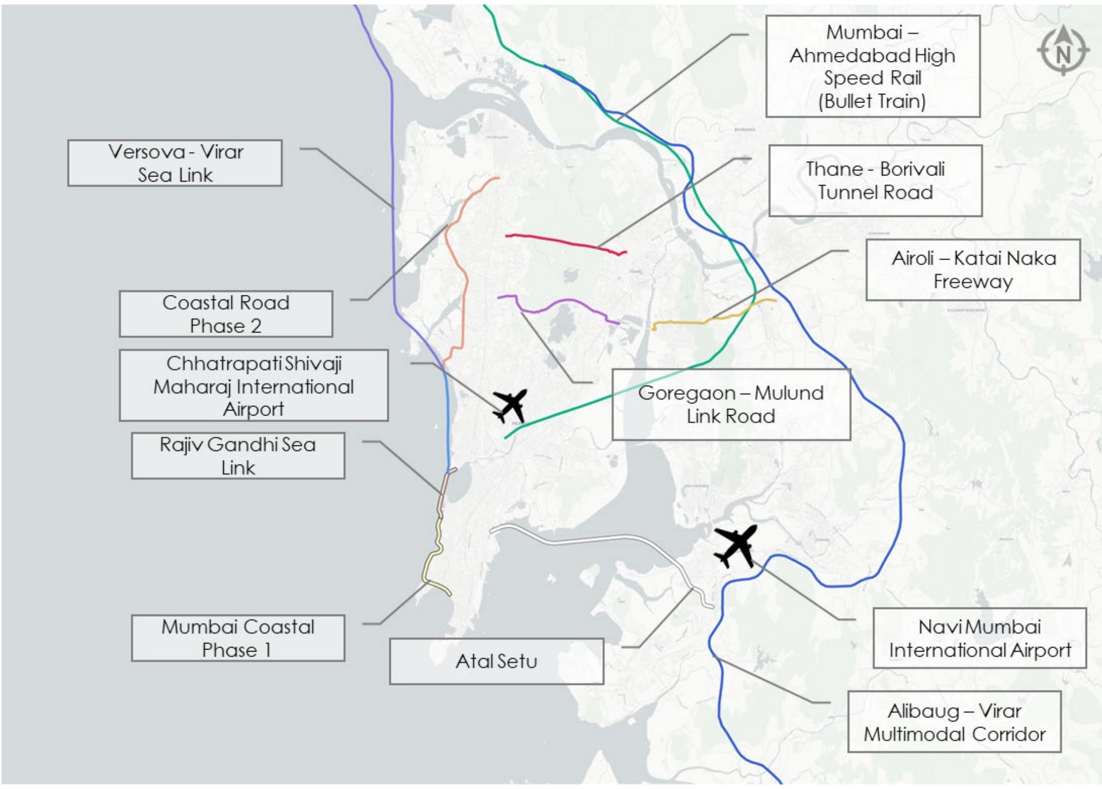



*Figure 33: Other Transport Infrastructures existing/ proposed in MMR*

The table below lists the existing and upcoming transport infrastructures in MMR:

| *Infrastructure* | *Length* | *Status* |
|---|---|---|
| Atal Setu (Mumbai Trans Harbour Link (MTHL)) | 21.8 km | Operational |
| Thane - Borivili Tunnel Road | 11.8 km | Under Construction (Expected Completion Year: 2028) |
| Goregaon - Mulund Link Road | 12.2 km | Foundation Laid (Expected Completion Year: 2028) |
| Mumbai Coastal Road Phase 1 | 10.58 km | Under Construction (Expected Completion Year: December 2024) |
| Rajiv Gandhi Sea Link | 5.6 km | Operational |
| Coastal Road Phase 2 | 22.93 km | Partially Operational |
| Versova - Virar Sea Link | 16.5 km | DPR under preparation |
| Navi Mumbai International Airport | - | Under Construction |
| Ahmedabad-Mumbai High Speed Rail Corridor | 508.17 km | Under Construction |
| Virar-Alibaug Multimodal Corridor | 126 km | Land Acquisition & Bidding |

*Source: News Articles*

**Mumbai Trans Harbour Link (MTHL):** The Atal Setu, also known as the Mumbai Trans Harbour Link (MTHL), is a landmark infrastructure project designed to enhance connectivity between Mumbai and Navi Mumbai. Spanning approximately 22 kilometers across the Mumbai Harbour, the sea bridge provides a direct road link, significantly reducing travel time between the two cities from over 90 minutes to approximately 30 minutes. The MTHL alleviate traffic congestion, and has improve overall transportation efficiency. Currently it stands as one of the longest sea bridges in India, playing a crucial role in facilitating the seamless movement of goods and people across the Mumbai metropolitan region.

**Thane - Borivili Tunnel Road:** The Twin Tunnel Road is a proposed underground infrastructure project designed to enhance connectivity between the eastern and western suburbs of Mumbai. The tunnel will provide a direct, high-speed link between Thane, a key suburb to the east, and Borivali, a major area on the western side of the city. By bypassing the heavily congested road networks and the challenging terrain of the Western Ghats, the tunnel is expected to significantly reduce travel time between these two critical locations.

This project is part of broader efforts to improve Mumbai's transportation infrastructure and address chronic traffic congestion. The Thane-Borivali Tunnel is expected to offer an efficient, congestion-free route, easing traffic on key corridors such as the Western Express Highway. Equipped with modern safety features, the tunnel aims to streamline travel across the city's northern suburbs, improving connectivity and supporting regional mobility. While still in the planning phase, the tunnel is poised to play a vital role in enhancing Mumbai's road network and fostering smoother, more efficient urban transport.

**Goregaon - Mulund Link Road:** The Goregaon-Mulund Link Road (GMLR) is a major infrastructure project aimed at improving connectivity between the western and eastern suburbs of Mumbai. Spanning approximately 9 kilometers, the GMLR will link Goregaon in the west with Mulund in the east, significantly cutting down travel time between these areas. The road is expected to alleviate traffic congestion on existing routes like the Western Express Highway by offering a more direct and efficient alternative. Part of a broader effort to ease Mumbai's traffic challenges, the GMLR will also enhance access to key commercial, residential, and industrial hubs. Once completed, the link road will play a vital role in strengthening the city's transport network and improving overall urban mobility.

**Mumbai Coastal Road Phase 1:** The project, spanning 10.58 kilometers from Marine Lines to Worli, significantly enhances coastal connectivity along Mumbai's western shoreline. Featuring elevated roads, underpasses, and bridges, it is destined to reduce traffic congestion, cut down travel times, and offer a more scenic route along the Arabian Sea, all while upgrading existing infrastructure.

This infrastructure improvement has had a profound effect on the residential real estate market, particularly in neighborhoods like Worli, Prabhadevi, and Marine Lines. The better connectivity and reduced commute times have made these areas more attractive to high-end buyers, resulting in a surge in demand and an increase in property values. Furthermore, the project is expected to spur future development in the surrounding areas, strengthening the appeal of these neighborhoods and boosting investment in both residential and commercial real estate.

**Rajiv Gandhi Sea Link:** Also known as the Bandra-Worli Sea Link, is a cable-stayed bridge that connects the Bandra and Worli neighborhoods of Mumbai, spanning the Arabian Sea. Completed in 2009, the 5.6-kilometer-long bridge is designed to ease traffic congestion between the western suburbs and the city's southern regions. It is a key part of Mumbai's road infrastructure, providing a high-speed, efficient route that significantly reduces travel time, especially during peak hours. The Sea Link has not only improved connectivity but also become an iconic landmark of Mumbai, known for its striking design and contribution to the city's urban mobility. Its impact extends to the real estate market, particularly in areas like Bandra and Worli, where property values have risen due to improved accessibility and the scenic views it offers.

**Coastal Road Phase 2:** This phase will enhance connectivity between key areas like Worli, Malabar Hill, and Cuffe Parade, further reducing travel time and easing traffic congestion. The improved infrastructure is expected to make these prime coastal areas more accessible, boosting demand for luxury properties, particularly in neighborhoods with scenic sea views and proximity to the new road.

**Versova - Virar Sea Link:** The infrastructure project that will improve connectivity along Mumbai's western coastline. Spanning approximately 16.5 kilometers, it will connect Versova in the south to Virar in the north, providing a direct, high-speed route that bypasses the congested Western Express Highway. The sea link will feature modern engineering solutions, including multiple lanes, elevated roadways, and a robust design to handle high traffic volumes. The sea link is expected to play a crucial role in decongesting the northern suburbs, improving access to developing areas like Mira-Bhayandar and Virar, and easing the commute for thousands of residents in the region.

**Navi Mumbai International Airport:** It is a major infrastructure project located in the Navi Mumbai region of Maharashtra, designed to alleviate congestion at the existing Chhatrapati Shivaji Maharaj International Airport in Mumbai. It is set to become one of India's largest and most modern airports, with a planned capacity to handle over 12 million passengers in its first phase, eventually expanding to 60 million passengers annually. The airport will feature state-of-the-art terminals, multiple runways, and advanced air traffic management systems. It is expected to boost connectivity, economic growth, and real estate development in Navi Mumbai and the surrounding regions.

**Ahmedabad-Mumbai High Speed Rail Corridor:** The project is a high-speed rail initiative designed to connect Ahmedabad in Gujarat with Mumbai in Maharashtra. This ambitious venture is being executed by the National High-Speed Rail Corporation Limited (NHSRCL), with technical assistance from Japan. The corridor will feature three stations within the Mumbai Metropolitan Region (MMR) — Bandra, Diva, and Vasai Virar. By enhancing connectivity to Ahmedabad, a city experiencing significant economic growth, the MMR is expected to witness an increased influx of trade, business activity, and employment opportunities, thereby attracting greater investment and boosting economic growth.

**Virar-Alibaug Multimodal Corridor:** The Alibaug-Virar Multimodal Corridor is designed to enhance regional connectivity between Alibaug, a prominent tourist destination, and Virar, Mumbai, and Navi Mumbai. By integrating roadways, railways, and waterways, the corridor will facilitate efficient and rapid commuting between these regions. This improved connectivity is expected to stimulate the development of satellite towns along the corridor, unlocking significant untapped potential across the connected areas.

### 3.2. Residential Market Trend

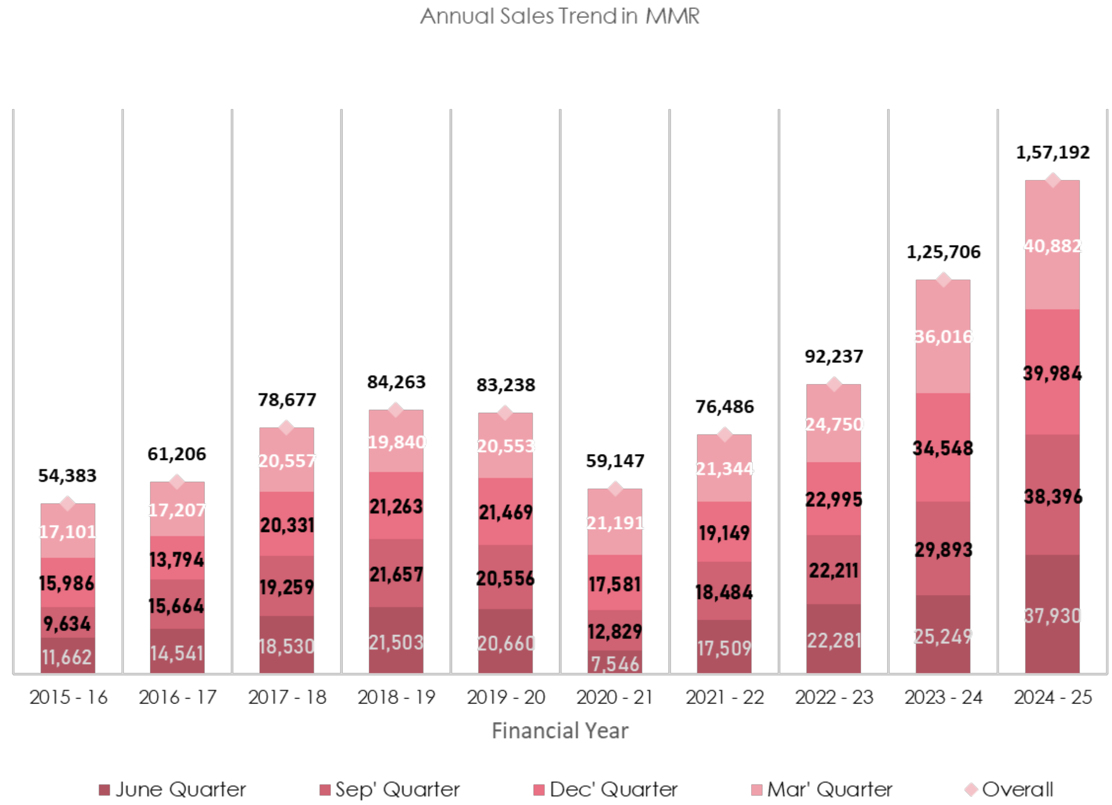
MMR housing market has been experiencing strong growth, driven by a steady increase in demand for residential properties and a consistent rise in the supply of available units. This upward trend in the market was evident even before the onset of the pandemic, and the post-pandemic period has witnessed a remarkable rate of recovery and growth. Following the lifting of lockdown restrictions, MMR has seen a significant surge in annual sales, along with a sharp increase in the number of new housing units being introduced. The market has not only regained its pre-pandemic momentum but has also surpassed previous growth levels, signaling renewed confidence among buyers, developers, and investors.

Among the various sub-markets within the MMR region, Navi Mumbai and Thane have emerged as the most active and high-performing areas. These two regions have shown impressive growth in both annual sales and new housing supply, making them stand out within the larger MMR market. The surge in activity in Navi Mumbai and Thane can largely be attributed to recent infrastructure advancements that have greatly improved connectivity and accessibility, making these areas increasingly attractive to both homebuyers and real estate investors.

Key infrastructure projects, such as the completion of the Atal Setu Bridge, have significantly reduced travel times and improved connectivity between these regions and central Mumbai. Additionally, the near-completion of the proposed metro system, which will pass through Navi Mumbai and Thane, is expected to further enhance the ease of commuting within the MMR. This metro expansion, along with other ongoing projects, has played a crucial role in driving demand for residential properties, as these regions become more connected to major employment hubs and commercial centers in the city. The improved transport infrastructure is particularly appealing to buyers who are looking for affordable yet well-connected housing options, as it offers the convenience of living in a suburban area without sacrificing proximity to the city.

Navi Mumbai and Thane have become one of the key growth areas, driven by improved connectivity and infrastructure, making them more appealing to both homebuyers and investors. These developments have positioned both regions as vital contributors to the overall success of the MMR real estate market, and their continued growth is expected to play a central role in the region's future expansion.

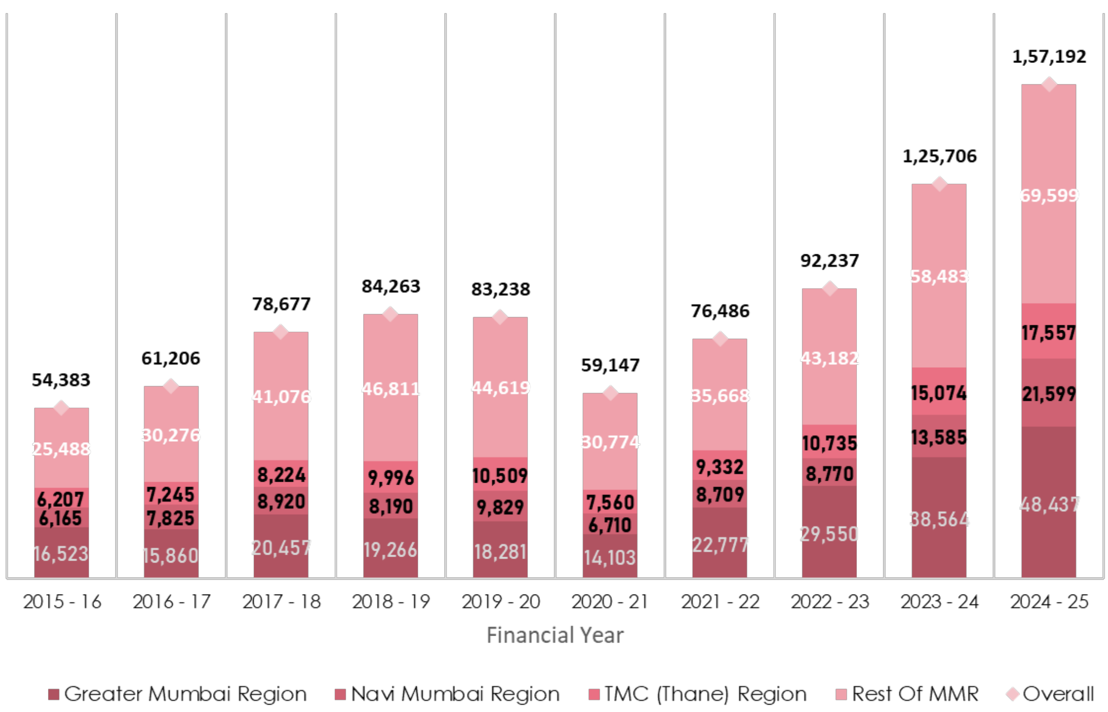
### 3.2.1. Annual Sales Trend




*Source: Liases Foras Database*
*Figure 34: Annual Sales Trend across MMR Residential market*

The MMR real estate market has demonstrated consistent growth in annual sales over the years, with the only significant dip occurring during the pandemic. After the lockdown was lifted, the region quickly regained its momentum, recovering to pre-pandemic levels in almost a year. In fact, MMR not only bounced back swiftly but has also seen impressive year-on-year growth in annual sales since the pandemic. In FY 2021-22, the market experienced a strong 29% increase in sales, followed by a 21% growth in FY 2022-23, and a strong 36% and 25% growth in FY 2023-24 and FY 2024-25.

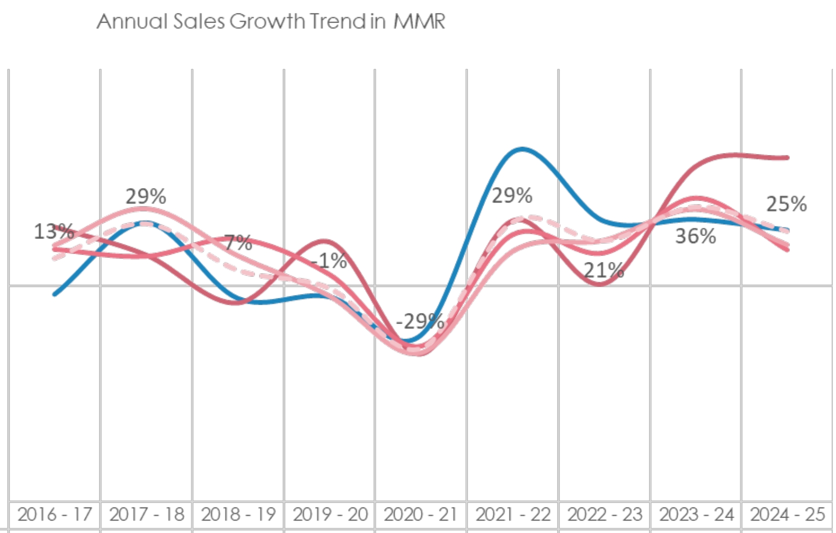
Annual Sales Trend in MMR




*Source: Liases Foras Database*
*Figure 35: Distribution of Annual Sales across different Sub-rehions of MMR*

The Greater Mumbai Region has consistently accounted for a substantial portion of total annual sales in the MMR real estate market, typically contributing around 30% of the overall sales volume. In FY 2024-25, this region recorded 48,437 units in annual sales, which is almost 2.5 times the sales seen in the Navi Mumbai Region, which totalled 21,599 units for the same period. The Greater Mumbai region's dominant share of the market has resulted in relatively stable demand levels, with year-on-year changes remaining more moderate compared to other regions in MMR. This stability reflects its established position as a key driver of real estate activity, particularly in prime areas like South Mumbai and Central Mumbai.

In contrast, both the Navi Mumbai and Thane regions have experienced significantly higher growth rates in recent years. In FY 2024-25, Navi Mumbai saw a remarkable 59% increase in demand compared to the previous year. This surge in demand can be attributed to several factors, including the expansion of infrastructure, improved connectivity, and the growing appeal of these regions as more affordable alternatives to central Mumbai. The rise in demand for residential properties in these areas highlights a shift in buyer preferences, with more people seeking well-connected suburban locations that offer better value for money and a higher quality of living.



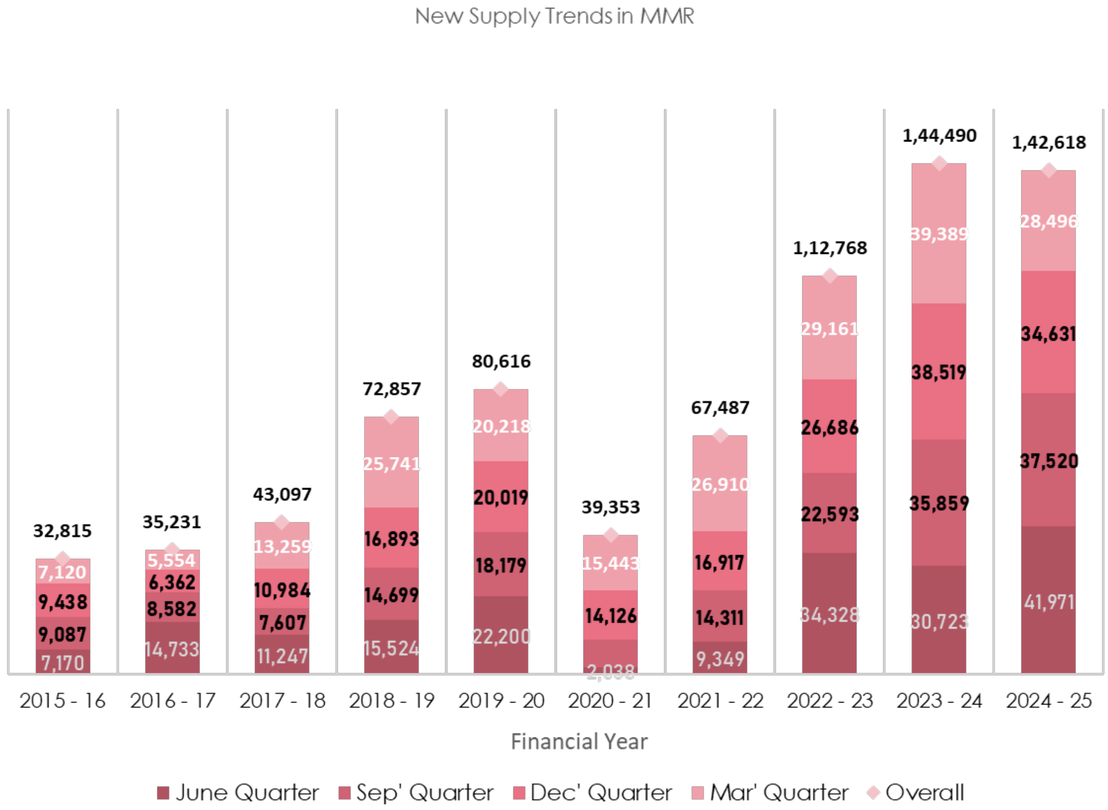

| | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|
| Greater Mumbai Region | -4% | 29% | -6% | -5% | -23% | 62% | 30% | 31% | 26% |
| Navi Mumbai Region | 27% | 14% | -8% | 20% | -32% | 30% | 1% | 55% | 59% |
| TMC (Thane) Region | 17% | 14% | 22% | 5% | -28% | 23% | 15% | 40% | 16% |
| Rest Of MMR | 19% | 36% | 14% | -5% | -31% | 16% | 21% | 35% | 19% |
| Overall Growth | 13% | 29% | 7% | -1% | -29% | 29% | 21% | 36% | 25% |

Greater Mumbai Region Navi Mumbai Region TMC (Thane) Region
Rest Of MMR Overall Growth

*Source: Liases Foras Database*
*Figure 36: Annual Sales growth trend across different sub-regions of MMR*

While Greater Mumbai remains the largest market in MMR, the rapid growth in Navi Mumbai and Thane indicates that these areas are emerging as key real estate hubs, with substantial demand for both residential and commercial properties. This trend is expected to continue as infrastructure projects, including new metro lines and transportation links, enhance connectivity and further drive the appeal of these regions to homebuyers and investors alike.

### 3.2.2. New Supply Trend

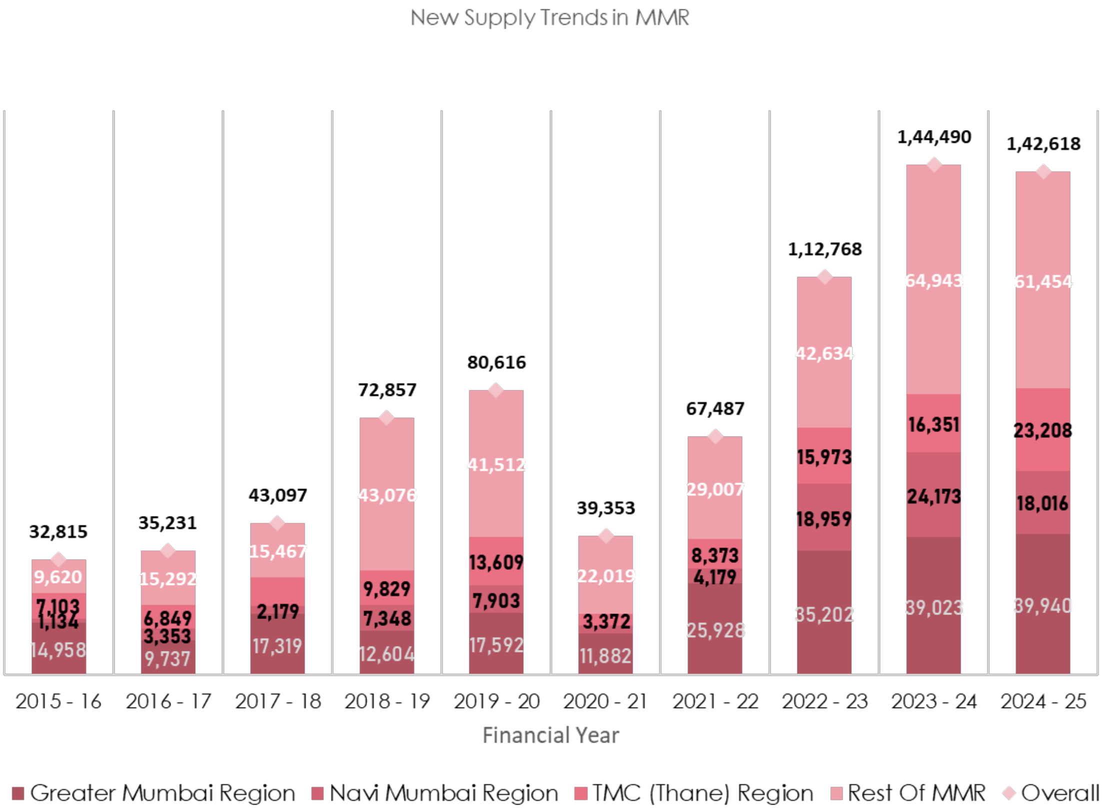



*Source: Liases Foras Database*
*Figure 37: New Supply Trends in MMR residential market*

The supply of new housing units in the MMR market has been growing at a rapid pace over the past few financial years, reflecting the region's strong demand and developers' increasing confidence in the market. In FY 2023-24, MMR reached a significant milestone, recording its highest-ever supply of new housing units, with a total of 1,44,490 units added to the market. The following FY 2024-25 also recorded close to its previous new supply units with 1,42,618.

This robust growth in supply signals a positive outlook for the region, as the market continues to expand to meet the demands of a growing population and rising buyer interest. If the current trend persists, MMR is set to achieve its highest supply levels in over a decade by the end of 2024. This marks a period of significant expansion, as developers continue to capitalize on favourable market conditions and infrastructure developments to bring more residential options to market.

Aside from the temporary decline in supply during the pandemic year, the MMR housing market has seen relatively stable or positive growth in new supply over the past ten years. The ongoing increase in the number of new units introduced to the market is a testament to the resilience of the region's real estate sector, which has successfully navigated challenges such as land constraints and fluctuating demand. As infrastructure projects such as the metro expansions and new road networks continue to improve connectivity, the supply of new housing units is expected to remain strong, further supporting the region's long-term growth trajectory.

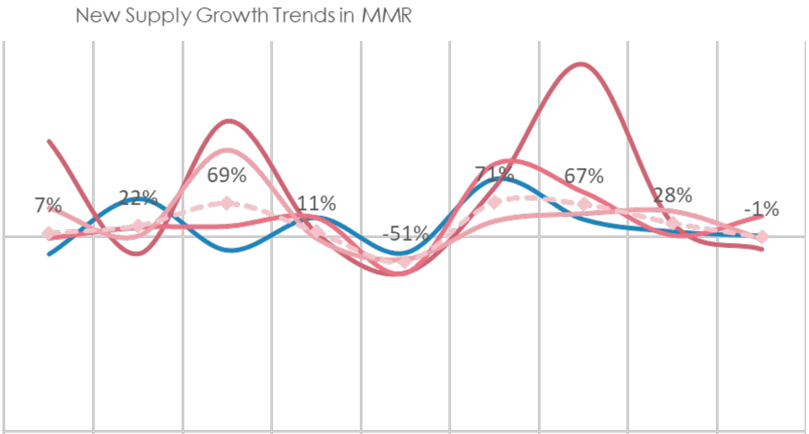



*Source: Liases Foras Database*
*Figure 38: New Supply Trends across different Sub-regions of MMR*

Historically, the MCGM (Municipal Corporation of Greater Mumbai) area has been a major contributor to the new housing supply in the MMR region, accounting for around 30% of the total new units introduced in recent years. This trend continued particularly after the lockdown was lifted, as demand for housing in central Mumbai remained strong. However, in recent years, a noticeable decline in the volume of new supply in MCGM has been observed. This trend is not isolated to MCGM alone, but is also seen in other prominent areas of MMR, such as Navi Mumbai and Thane, which were once major drivers of new supply in the region.

The increasing new supply in outer MMR areas suggests a new interest in the real estate development focus within MMR. Developers are increasingly turning to the peripheral and fringe areas of the region, where land availability is higher and costs are comparatively lower. As a result, new residential projects are being developed further out from the city's core, in areas that were once considered suburban but are now benefiting from improved infrastructure and connectivity. This shift is likely influenced by several factors, including rising land prices and demand for more affordable housing options closer to the city's outskirts, as well as enhanced transportation links such as new metro lines and highways.

The movement of new supply towards the fringes of MMR is not only reflective of changing market dynamics but also a strategic response to the region's growing population and urban expansion. As areas like Navi Mumbai and Thane become more developed, new hubs are emerging in the far reaches of the region, signalling a transformation in the way housing is being supplied and marketed. This trend is expected to continue as the MMR region expands further, with increased investment in infrastructure and a growing desire for more affordable housing options in the periphery.

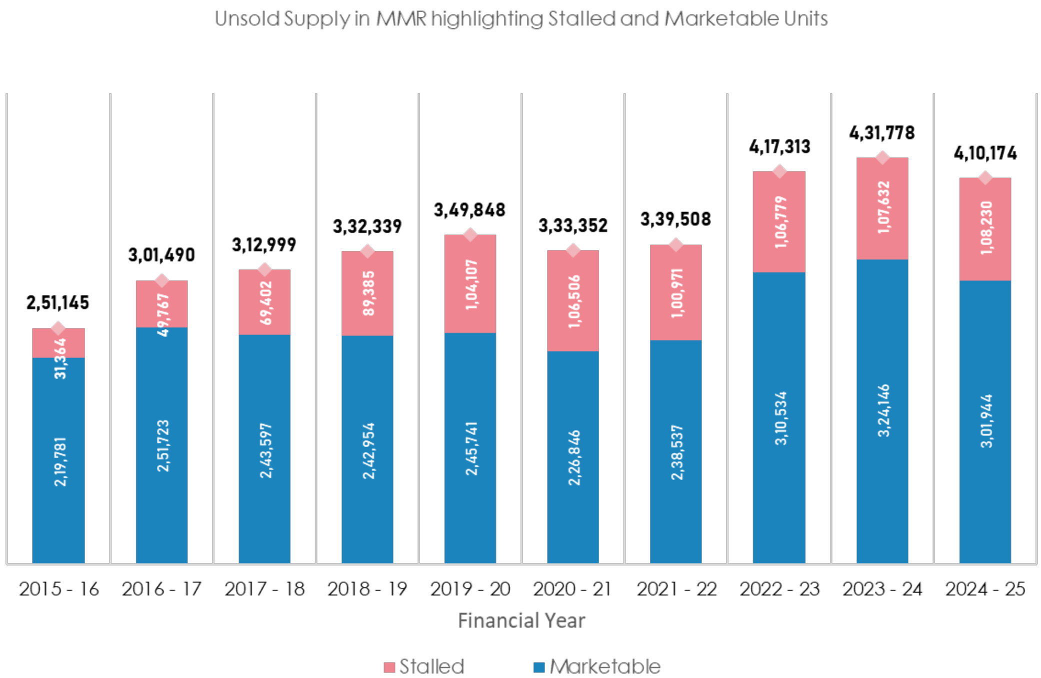



| | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|
| Greater Mumbai Region | -35% | 78% | -27% | 40% | -32% | 118% | 36% | 11% | 2% |
| Navi Mumbai Region | 196% | -35% | 237% | 8% | -74% | 101% | 354% | 28% | -25% |
| TMC (Thane) Region | -4% | 19% | 21% | 38% | -75% | 148% | 91% | 2% | 42% |
| Rest Of MMR | 59% | 1% | 179% | -4% | -47% | 32% | 47% | 52% | -5% |
| Overall Growth | 7% | 22% | 69% | 11% | -51% | 71% | 67% | 28% | -1% |

Greater Mumbai Region Navi Mumbai Region TMC (Thane) Region
Rest Of MMR Overall Growth

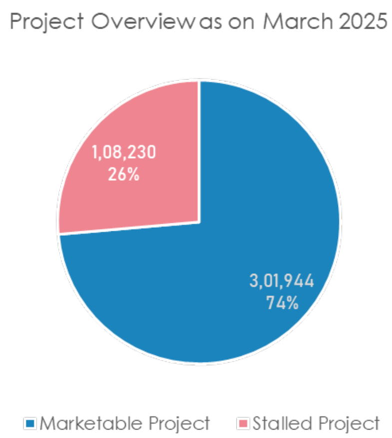
*Source: Liases Foras Database*
*Figure 39: New Supply Growth Trend across different sub-regions of MMR*

### 3.2.3. Unsold Supply Trend

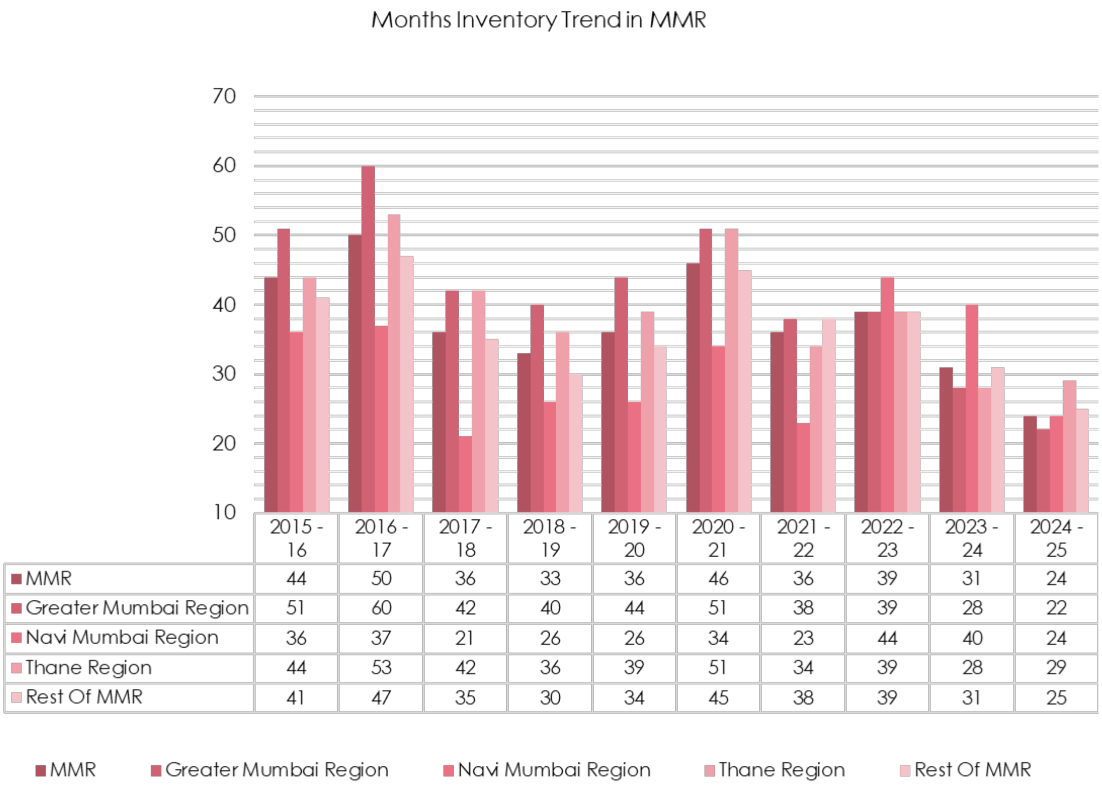



*Source: Liases Foras Database*
*Figure 40: Unsold Supply Trend includiing Stalled and marketable stock in MMR residential market*

In the MMR real estate market, the growth in new housing supply is in pace with the growth in annual demand for residential units on a year-on-year basis. This balance between supply and demand has led to a stable unsold inventory, with a small decline in YOY inventory form the last year. As of FY 2024-25, the unsold inventory including the stalled units in the region sits at 4.1 lakh units, a merely 5% less compared to the previous year, indicating a very stable market.




*Source: Liases Foras Database*
*Figure 41: Distribution of Stalled and marketable unsold units in MMR as on March 2025*




| | 2015 - 16 | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|---|
| MMR | 44 | 50 | 36 | 33 | 36 | 46 | 36 | 39 | 31 | 24 |
| Greater Mumbai Region | 51 | 60 | 42 | 40 | 44 | 51 | 38 | 39 | 28 | 22 |
| Navi Mumbai Region | 36 | 37 | 21 | 26 | 26 | 34 | 23 | 44 | 40 | 24 |
| Thane Region | 44 | 53 | 42 | 36 | 39 | 51 | 34 | 39 | 28 | 29 |
| Rest Of MMR | 41 | 47 | 35 | 30 | 34 | 45 | 38 | 39 | 31 | 25 |

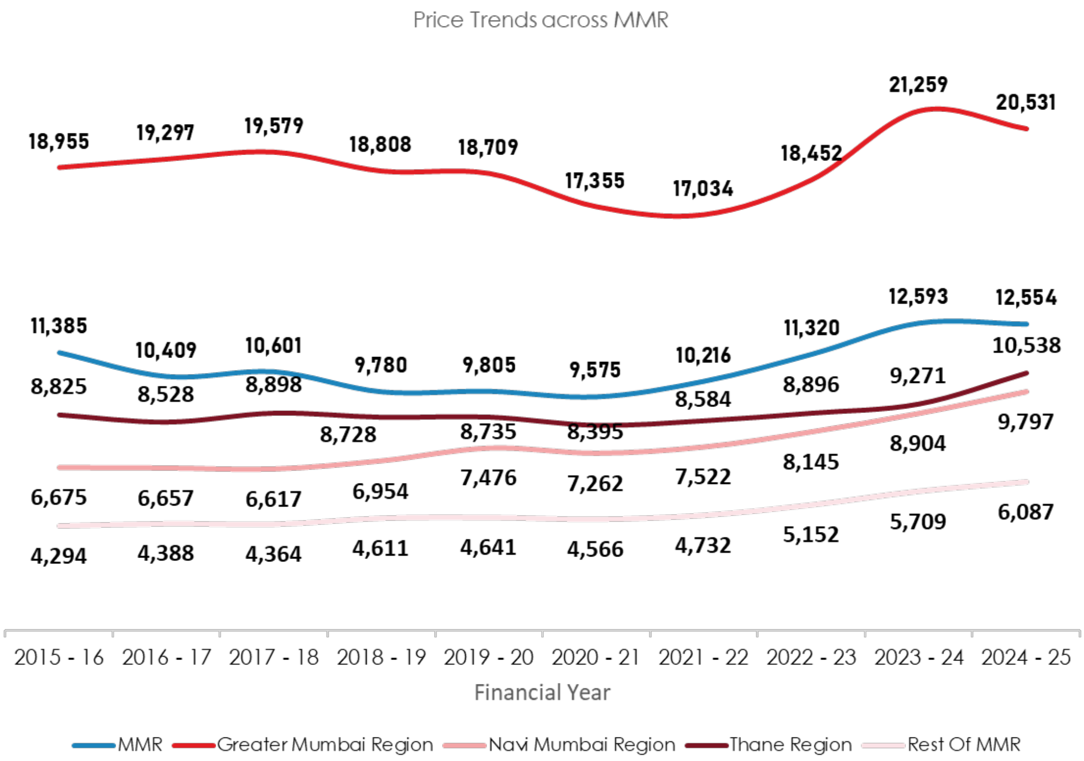
*Source: Liases Foras Database*
*Figure 42: Months Inventory trend across different sub-regions of MMR*

Despite the significant volume of unsold inventory and the continuous addition of new residential units to the MMR market each year, the months of inventory has been steadily decreasing in recent years. This trend indicates that demand for residential units has been keeping pace with the supply, suggesting that the market is gradually balancing itself out. In other words, although the supply has increased, the demand has been strong enough to absorb a substantial portion of the new units, keeping the months of inventory on a downward trajectory.

As of March 2025, MMR's overall months of inventory stands at 24. However, this figure varies across different sub-markets within MMR. The Greater Mumbai Region, for instance, has the lowest months of inventory at just 22 months. This suggests a relatively quicker absorption of new units, where real estate is more limited and highly sought after. In contrast, Thane Region has the highest months of inventory in MMR at 29.

While the reduction in months of inventory across MMR suggests a healthy market, the dynamics within specific regions like Thane reflect the complexities of balancing supply and demand. As infrastructure projects continue to improve connectivity and the region's appeal grows, it is expected that the absorption rate will catch up with the supply in Navi Mumbai, helping to bring down the months of inventory in the coming years.

### 3.2.4. Price Trends



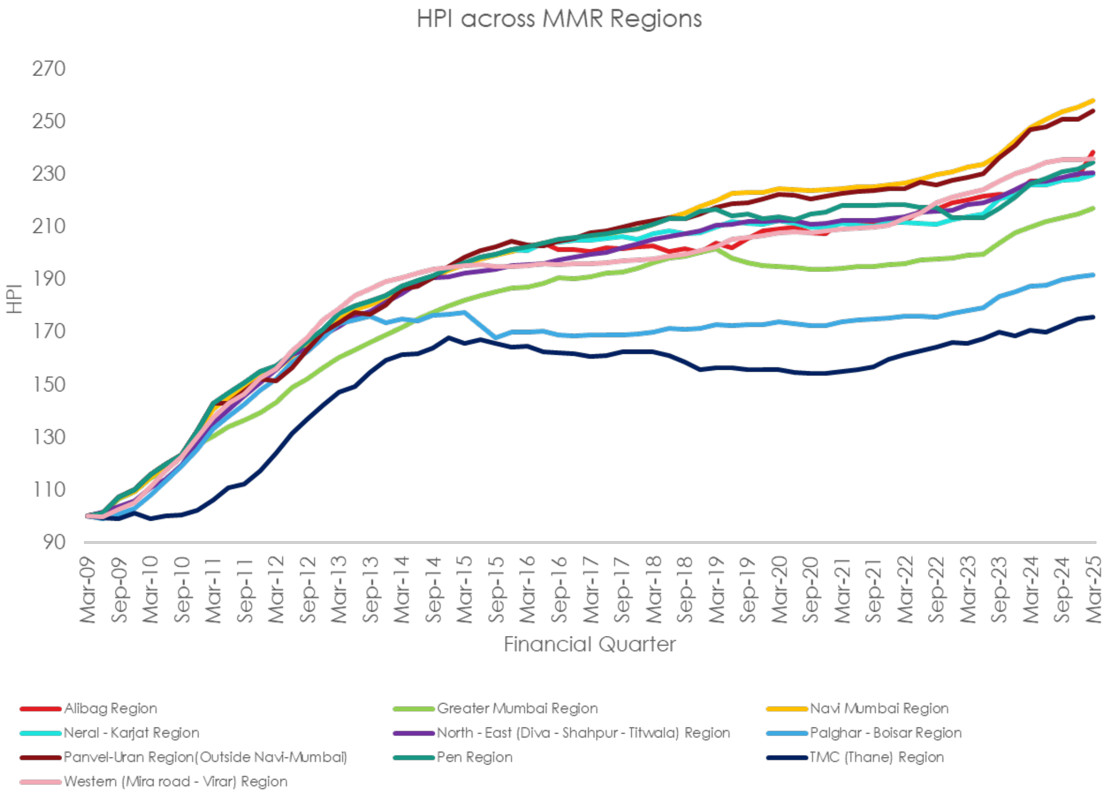

*Source: Liases Foras Database*
*Figure 43: Average Saleable Price trends across different sub-regions of MMR*

The trends in average saleable prices for properties in MMR have shown a consistent upward trajectory since the pandemic restrictions were lifted. This gradual increase in prices reflects the broader recovery of the real estate market, with FY 2023-24 marking a particularly notable year. During this period, the average saleable price across most regions in MMR saw a sharp rise of approximately 11%, the highest growth observed in recent years.

Among the various regions in MMR, MCGM stands out with the highest average saleable price. As of March 2025, the average saleable price in MCGM is 20,531 INR per square foot (PSF), which is significantly higher compared to other areas in the region. In fact, this price is nearly four times greater than the average saleable price found in the surrounding areas of MMR, highlighting the premium value placed on real estate within the city's boundaries.

After MCGM, the next region with the highest average saleable price is Thane, which has witnessed substantial growth in property values in recent years. As of March 2025, the average saleable price in Thane stands at 12,554 INR PSF. While this is considerably lower than the prices in MCGM, it still reflects the strong demand for properties in Thane, which has increasingly become an attractive location for buyers due to its improved infrastructure, connectivity, and relatively affordable pricing compared to the heart of Mumbai.

These trends reflect a dynamic and evolving real estate market in the MMR, with significant price disparities across different regions. While Greater Mumbai remains the most expensive and sought-after market, areas like Thane are emerging as strong contenders for those seeking a balance of affordability and convenience, contributing to the continued growth of property prices in the region.




*Source: Liases Foras Database*
*Figure 44: Graph showing HPI trend for different regions of MMR*

## 4. Micro-Market Analysis (MCGM)


*Figure 45: Map showing MCGM and its suburbs.*

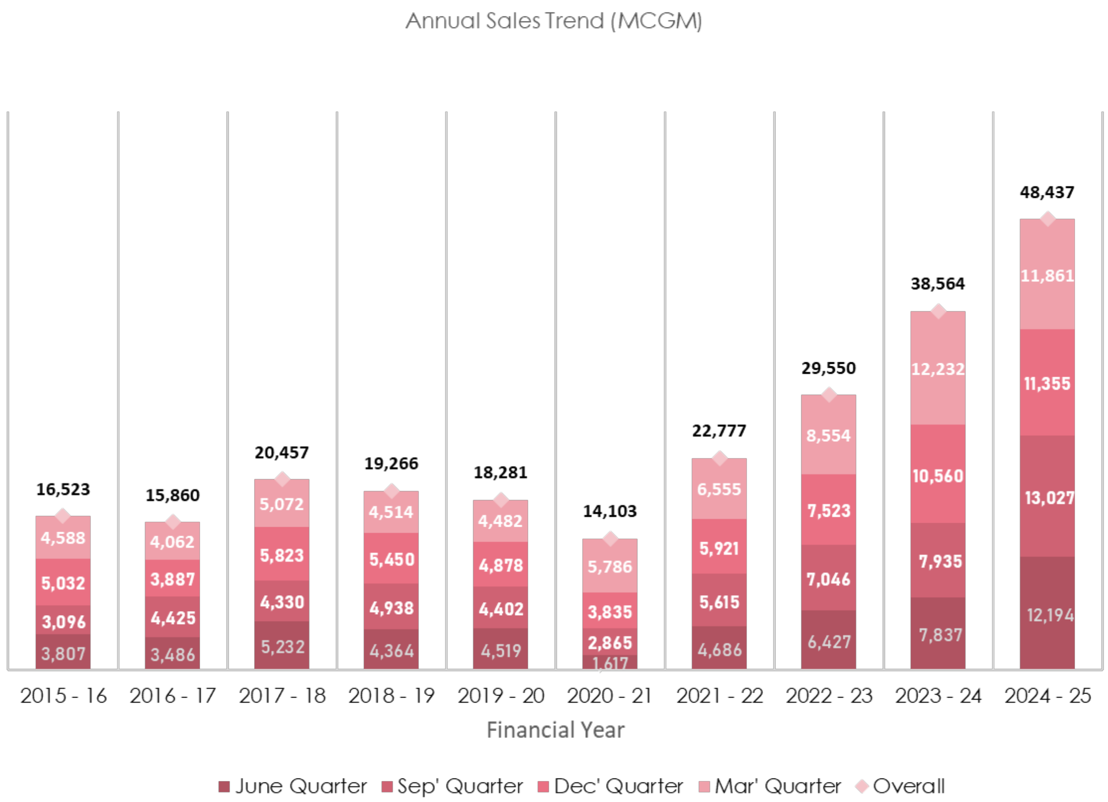
The residential real estate market within MCGM remains a highly dynamic and resilient sector, driven by strong demand for both luxury and mid-range housing. Prime areas such as South Mumbai, Worli, BKC, and Lower Parel continue to attract affluent buyers and investors, bolstered by their strategic locations, proximity to commercial hubs, and upscale amenities. Meanwhile, the suburban regions, including Andheri and Goregaon, are experiencing growth in affordable and mid-income housing, making them increasingly popular among young professionals and growing families. The overall trend is one of diversification, with both high-end luxury properties and more affordable options seeing significant demand.

The luxury housing sector continues to be a robust segment in the MCGM real estate market, fuelled by the arrival of corporate executives, international investors, and high-net-worth individuals in search of prestigious addresses in prime locations like South Mumbai and other upscale neighbourhoods.

Despite facing challenges such as limited land availability and high demand, the MCGM market remains one of the most attractive and resilient in India. Its diverse range of offerings, coupled with its position as a commercial hub, ensures that it continues to thrive and draw significant interest from both domestic and global investors.

## 4.1. MCGM Residential Market Trends

### 4.1.1. Annual Sales Trend

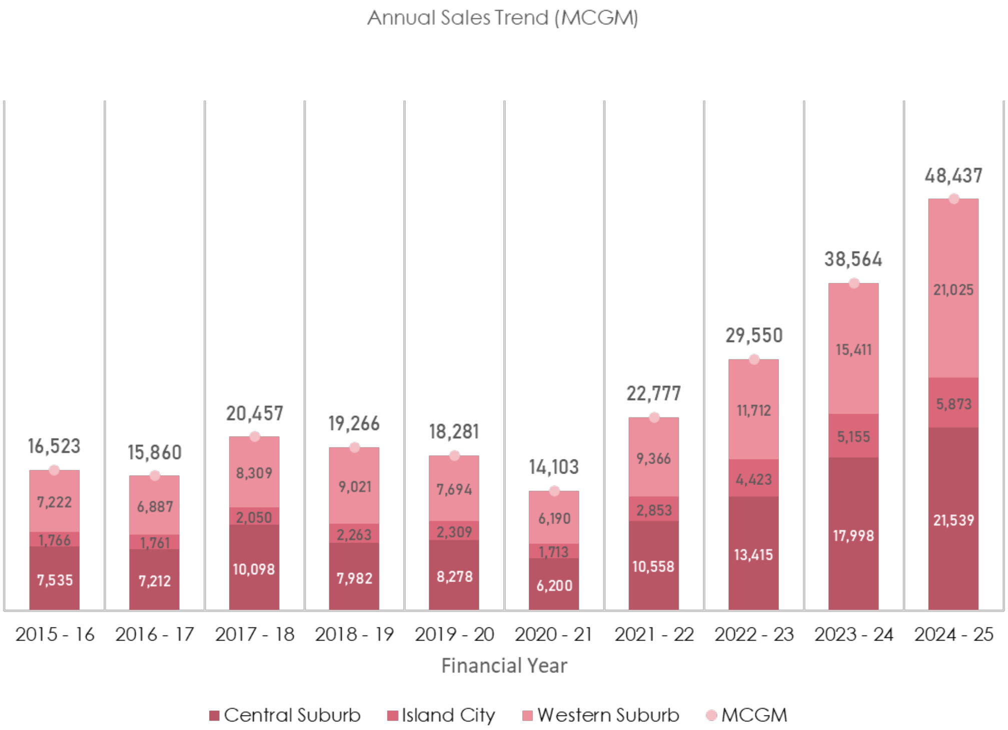



*Source: Liases Foras Database*
*Figure 46: Annual Sales trends across MCGM residential market*

Since the lifting of the lockdown, the micro market has shown consistent and steady growth in annual sales, with the highest volume typically observed in the December or March quarter of each financial year. This seasonal trend highlights the market's cyclical nature, with buyers often choosing to finalize their purchases toward the end of the year. However, what stands out even more is the remarkable recovery and subsequent growth the market has experienced following the pandemic.

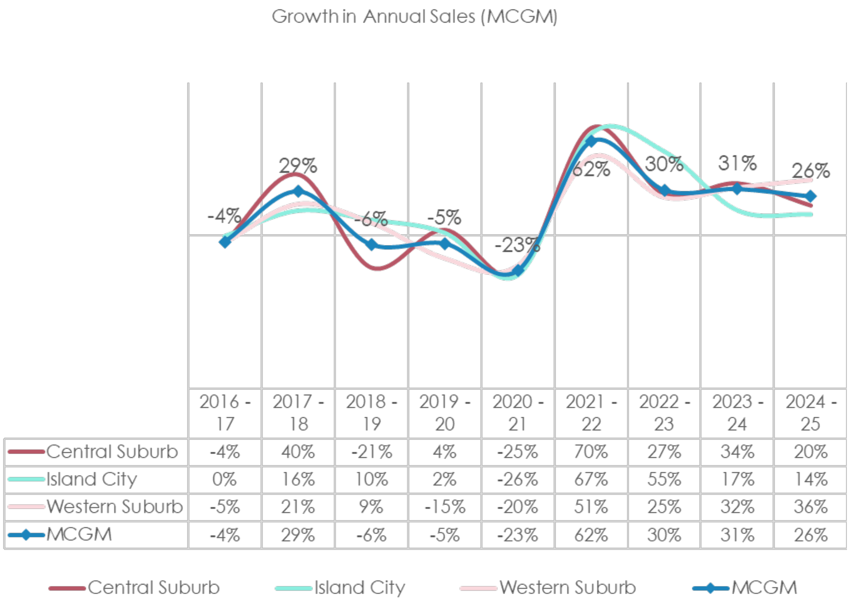
In the year immediately following the lockdown, the real estate market not only managed to recover its pre-pandemic levels but also achieved a significant leap in annual sales. By the end of FY 2021-22, annual sales surged by approximately 24%, reaching 22,777 units, compared to 18,281 units sold in FY 2019-20, before the lockdown. An increase of nearly 8,600 units in just a year from FY 2020-21 to FY 2021-22 underscores the pent-up demand that had built up during the pandemic and reflects the market's ability to bounce back stronger.

The continued upward trajectory in annual sales suggests a sustained demand for residential properties in the micro market, with township developments playing a key role in meeting the evolving preferences of homebuyers. The robust performance in FY 2021-22 sets a positive precedent for the coming years, reflecting a strong, growing real estate market in the post-pandemic world.




*Source: Liases Foras Database*

*Figure 47: Distribution of annual sales in different suburbs of MCGM*



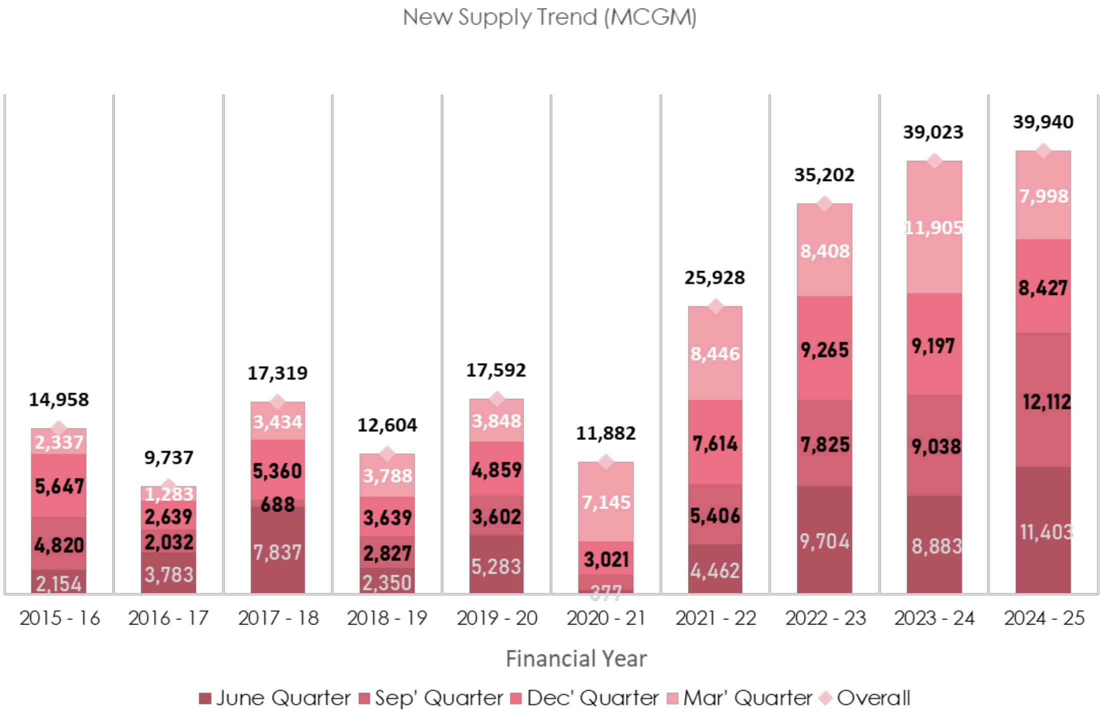

| | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 | 2024 - 25 |
|---|---|---|---|---|---|---|---|---|---|
| Central Suburb | -4% | 40% | -21% | 4% | -25% | 70% | 27% | 34% | 20% |
| Island City | 0% | 16% | 10% | 2% | -26% | 67% | 55% | 17% | 14% |
| Western Suburb | -5% | 21% | 9% | -15% | -20% | 51% | 25% | 32% | 36% |
| MCGM | -4% | 29% | -6% | -5% | -23% | 62% | 30% | 31% | 26% |



*Source: Liases Foras Database*

*Figure 48: Growth in Annual Sales of different suburbs of MCGM*

### 4.1.2. New Supply Trend

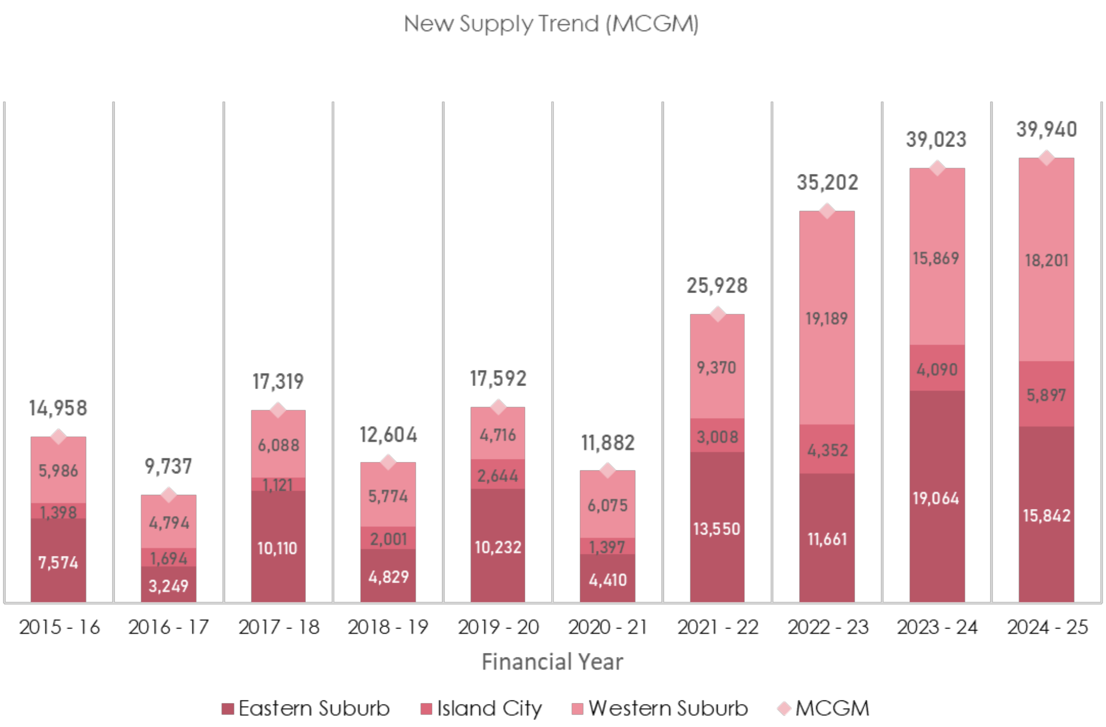



*Source: Liases Foras Database*
*Figure 49: New Supply Trend in MCGM residential market*

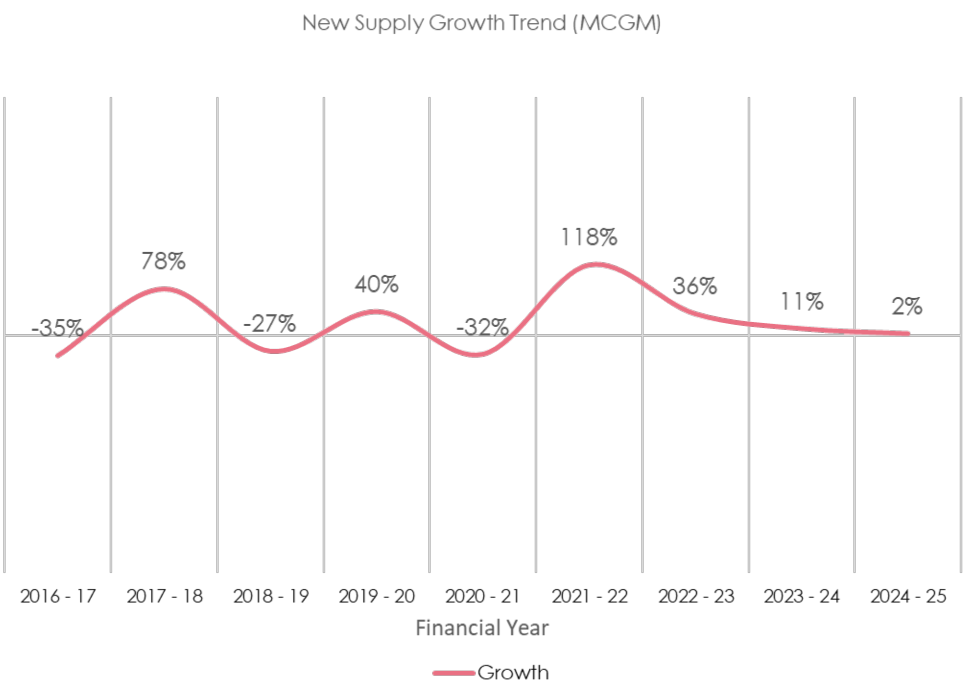
The year-on-year trend highlights a notable shift in the supply of new residential units in the market, particularly following the end of the pandemic in 2021. Before the onset of the pandemic, the market typically saw an annual influx of new units ranging from 11,000 to 18,000, depending on various economic conditions, market demand, and project timelines. This level of supply had remained relatively steady, with the market adjusting to existing demand patterns and development cycles.

However, in the financial years following the pandemic's conclusion, the market has witnessed a significant surge in new residential supply. After FY 2021-22, the annual supply of new units has increased to approximately 40,000 units by FY 2024-25, marking a substantial rise in volume.

The consistent rise in the volume of new residential units indicates a market that is not only recovering but also expanding to accommodate the evolving needs of homebuyers in the post-pandemic world.

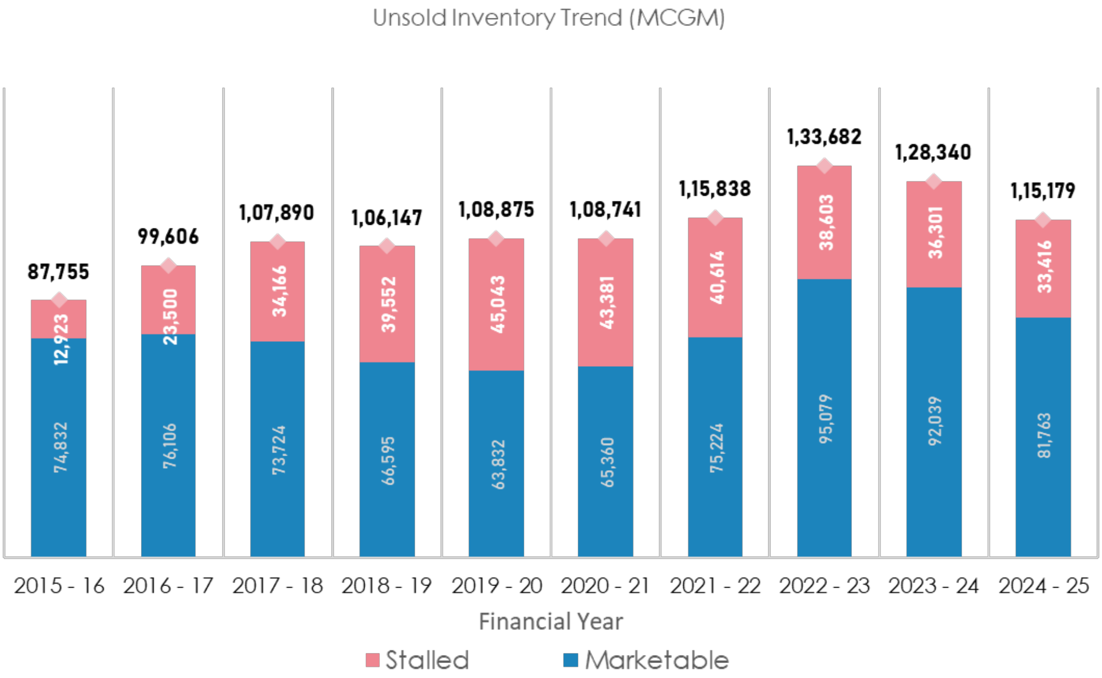



*Source: Liases Foras Database*
*Figure 50: New supply trend across different suburbs of MCGM*




*Source: Liases Foras Database*
*Figure 51: Growth in new supply trend in MCGM residential market*

### 4.1.3. Unsold Inventory

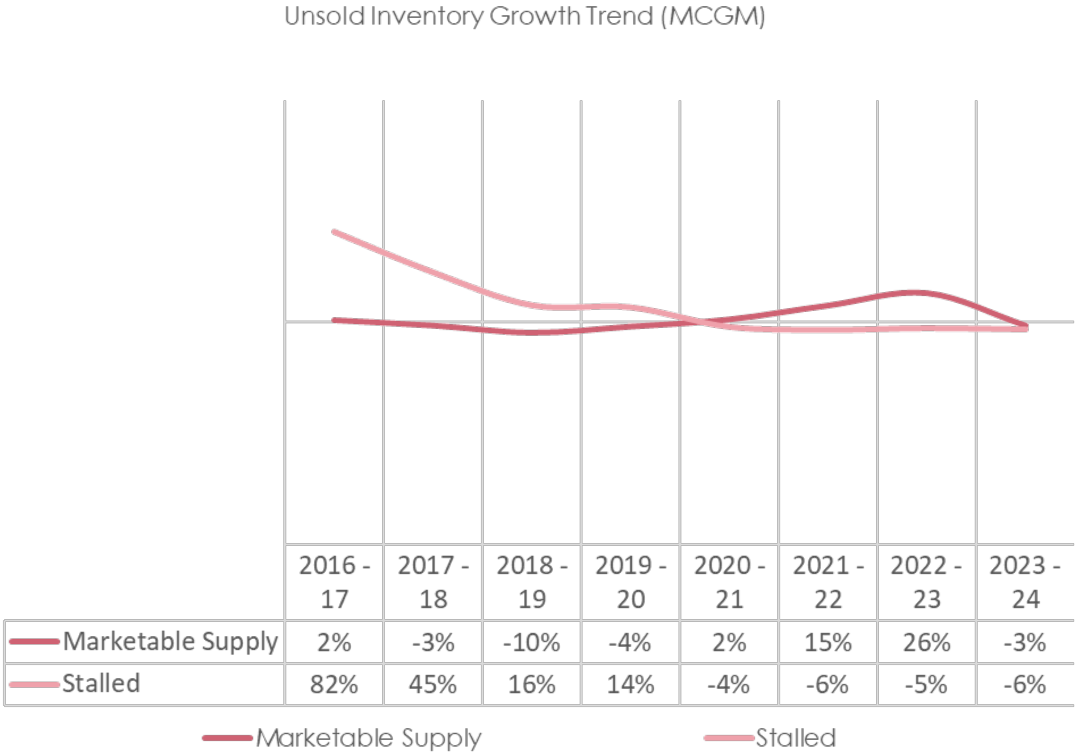



*Source: Liases Foras Database*
*Figure 52: Unsold Inventory trend including Stalled and marketable unsold stock in MCGM*

With demand for residential properties in the MCGM continuing to rise and the supply of new units continuing to increase hand in hand over the years, the unsold inventory in the region has roughly stabilized with slight declining trend in the recent financial years. However, despite the growth in supply, a portion of the unsold units remains stagnant, reflecting ongoing challenges in certain segments of the market.

As of March 2025, approximately 29% of the total unsold inventory in the MCGM market is classified as stalled, meaning these units are either facing construction delays, regulatory hurdles, or other issues preventing them from being sold. The remaining 71% of the unsold stock, equivalent to around 81,763 units, is considered marketable and ready for sale.

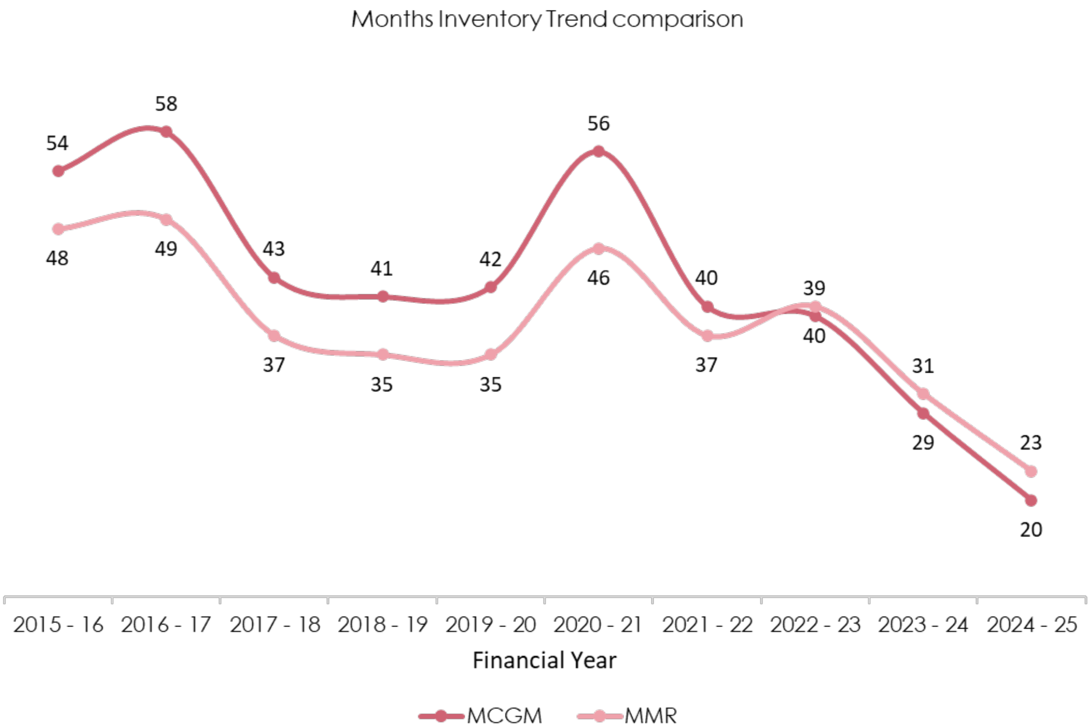
Interestingly, while the overall unsold stock has been steady, the level of stalled inventory has been declining in the past few years, suggesting that the issues affecting these projects—such as delayed approvals, funding challenges, or infrastructure problems—are being overcome strategically.




| | 2016 - 17 | 2017 - 18 | 2018 - 19 | 2019 - 20 | 2020 - 21 | 2021 - 22 | 2022 - 23 | 2023 - 24 |
|---|---|---|---|---|---|---|---|---|
| Marketable Supply | 2% | -3% | -10% | -4% | 2% | 15% | 26% | -3% |
| Stalled | 82% | 45% | 16% | 14% | -4% | -6% | -5% | -6% |

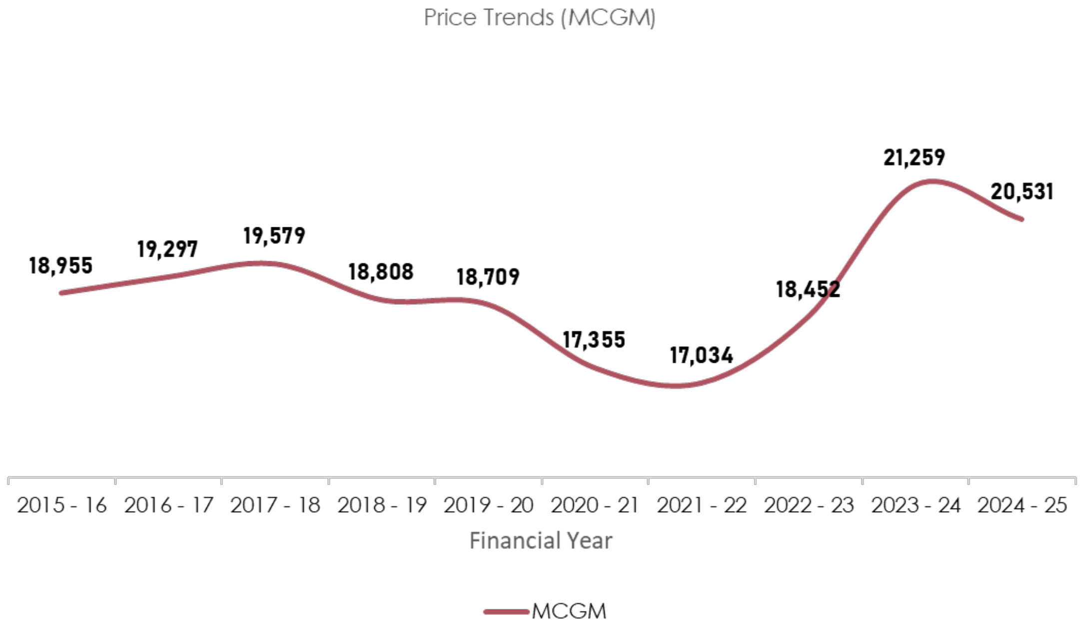
*Source: Liases Foras Database*
*Figure 53: Growth in stalled stock and unsold marketable stock in MCGM residential market*

The months of inventory trend for the MCGM market has shown a sharp decline over the years, and as of March 2025, it stands at 22 months. This is notably lower than the overall months of inventory for the entire Mumbai Metropolitan Region (MMR), which stands at 23 months as of the same period.



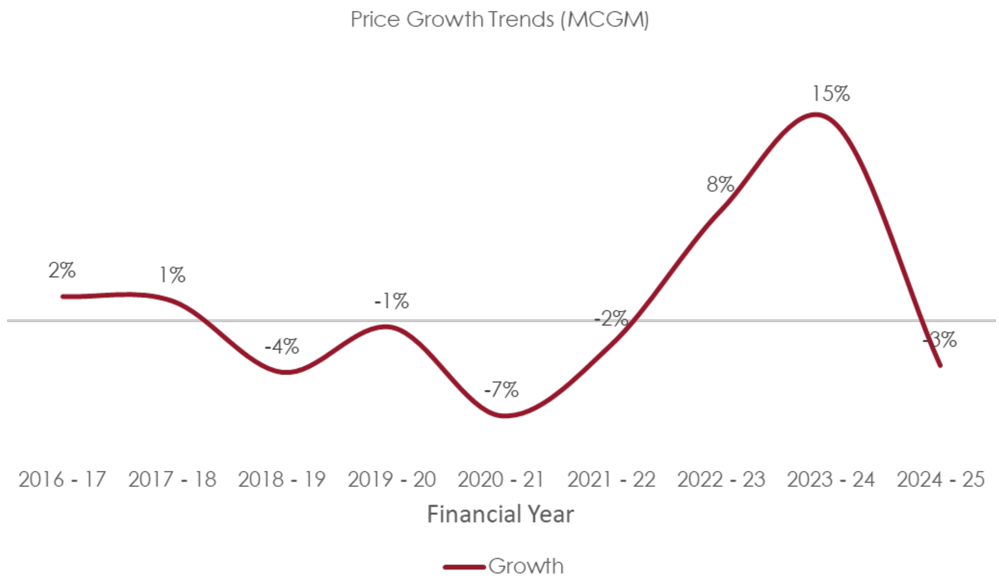

*Source: Liases Foras Database*
*Figure 54: Months inventory trend comparison between MCGM and MMR*

### 4.1.4. Price Trends




*Source: Liases Foras Database*
*Figure 55: Saleable Price Trends across MCGM residential market*

The average saleable rate for apartments in the MCGM market experienced a significant decline during the pandemic. However, it has since recovered and even surpassed pre-pandemic levels, rising by approximately 15% in FY 2023-24 to reach 21,259 INR per square foot and is only 3% lower in FY 2024-25 at 20,531 INR PSF. Following the end of the lockdown, the MCGM market saw a sharp rebound in saleable price rates. The most notable price appreciation occurred between FY 2022-23 and FY 2023-24, with a remarkable increase of up to 8% and 15% respectively. This surge highlights the rapid recovery and strong demand for apartments in the region post-pandemic.




*Source: Liases Foras Database*
*Figure 56: Price growth trend in MCGM market*

### 4.1.5. Byculla Micro Market Analysis

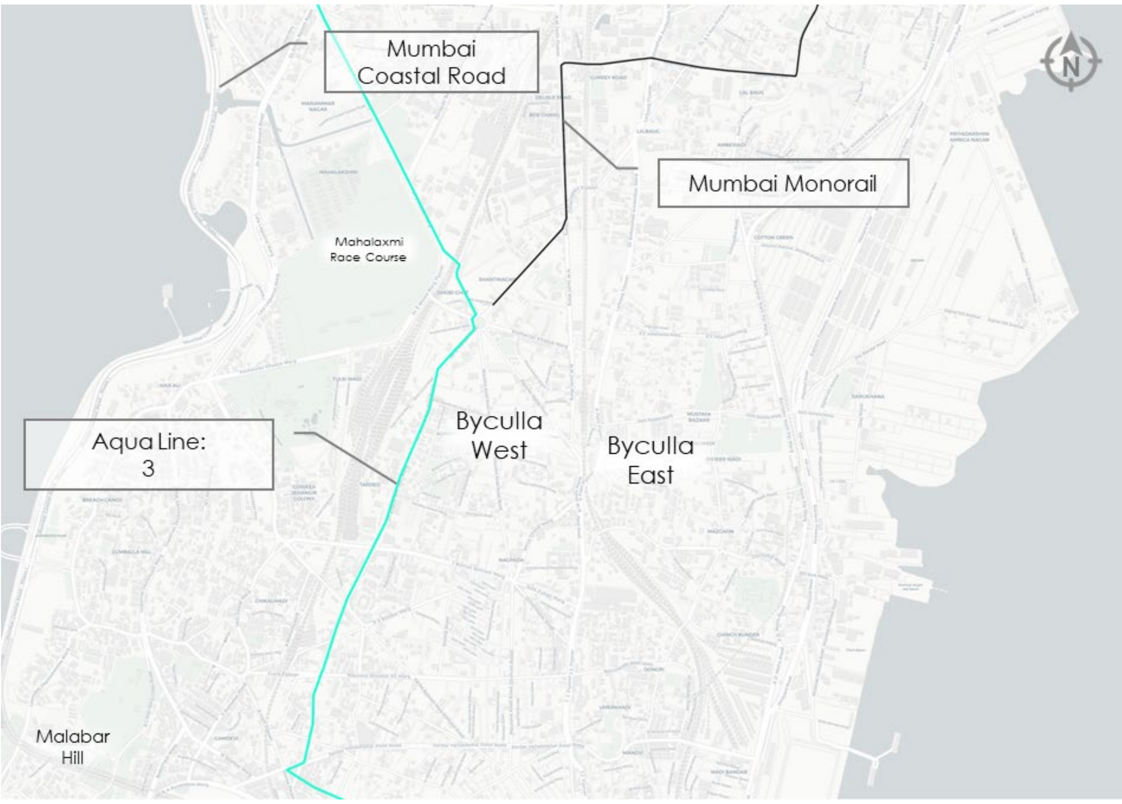


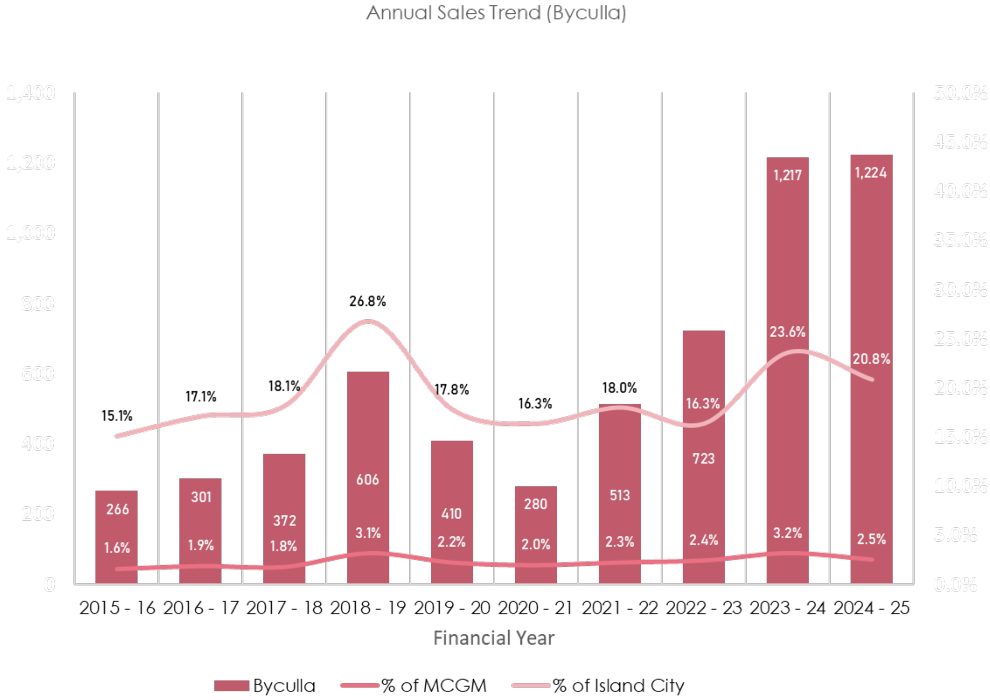

*Figure 57: Map showing Byculla locality with neighboring transport infrastructure*

Byculla is a historic and lively area in South Mumbai, known for its colonial heritage and central location. It lies between Mazgaon and Byculla East, offering easy access to important areas like Nariman Point and Lower Parel. The locality is home to many businesses, including offices and retail spaces, which help drive its strong economic activity. With transport hubs like the Byculla Railway Station and the Eastern Freeway nearby, the area is well-connected to other parts of the city.

While Byculla, like much of South Mumbai, faces challenges such as high population density and traffic congestion, it remains a thriving part of the city. Ongoing developments, such as the extension of the Aqua Line, will provide faster connections to Central Mumbai and the international airport, further boosting Byculla's appeal as both a residential and commercial destination.

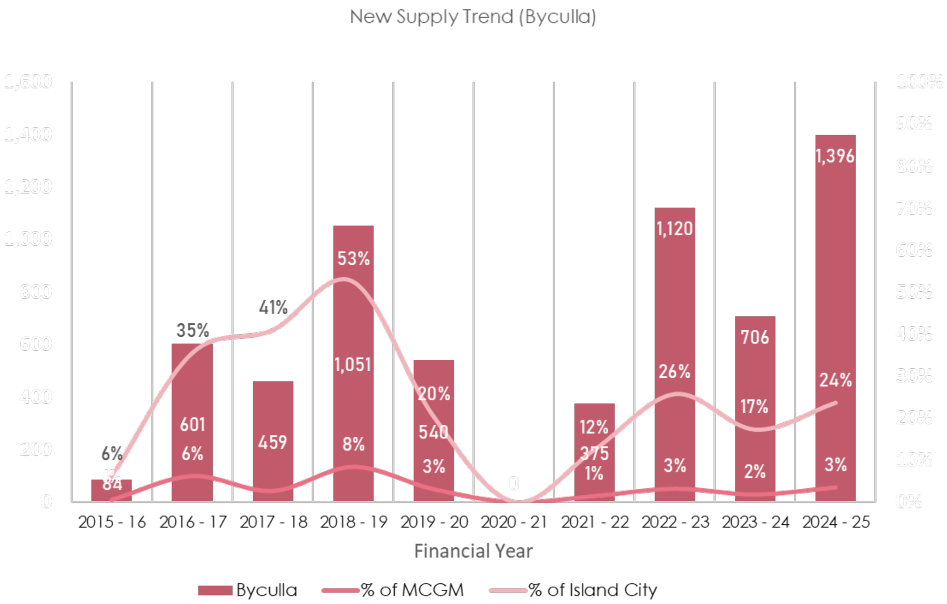
Over the years until the year 2023, Byculla Residential Market has observed consistency and shown modest growth in demand, supply and price trends. In the past two years, there has been a significant increase in market activity, likely due to the completion and operation of Phase 1 of the Aqua Line and Monorail, which generated anticipation among developers and investors, as Phase 2, which will pass through Byculla, is expected to start by 2025.

### 4.1.5.1. *Annual Sales Trend*



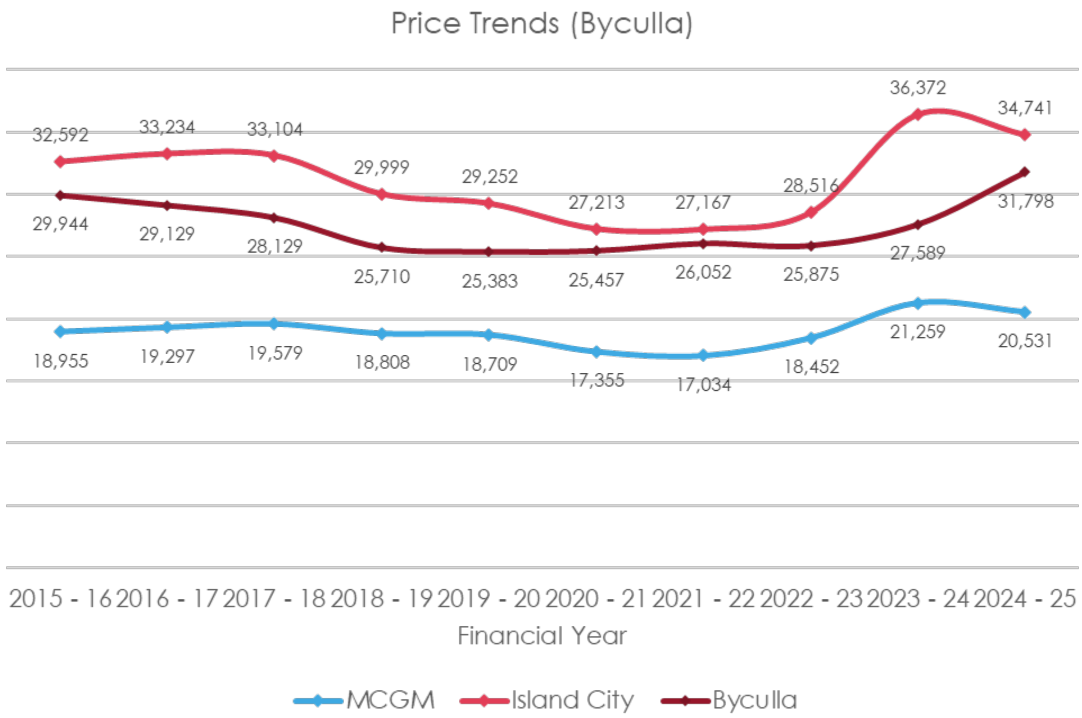

*Source: Liases Foras Database*
*Figure 58: Annual Sales Trend in Byculla Market and it's contribution to MCGM & Island City market*

### 4.1.5.2. *New Supply Trend*



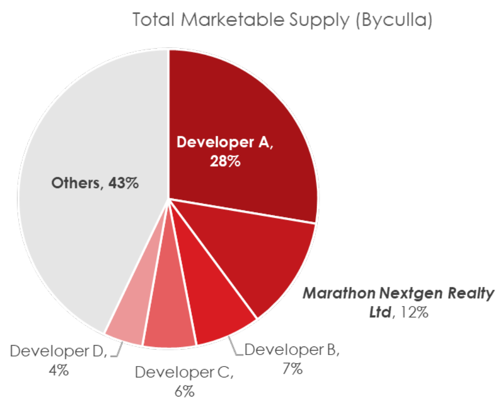

*Source: Liases Foras Database*
*Figure 59: New Supply Trend in Byculla Market and it's contribution to MCGM & Island City market*

*4.1.5.3. Price Rate Trends*



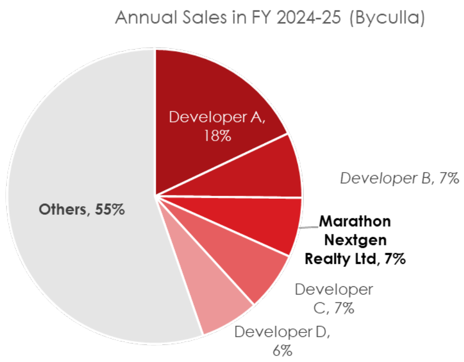

*Source: Liases Foras Database*
*Figure 60: Comparative price trend of Byculla market with MCGM & Island City market*

*4.1.5.4. Relative position of Marathon Nextgen Realty Limited across the Byculla Market*



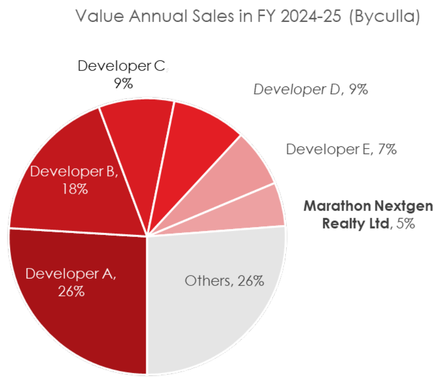

*Source: Liases Foras Database*
*Figure 61: Position of Marathon Nextgen Realty Limited in market w.r.t. Total marketable Supply as on March 2025*

As of March 2025, the micro market has a total marketable supply of over 8,800 units of which Marathon Nextgen Realty Limited holds 12% share making it the developer with second highest supply in the existing market.




*Source: Liases Foras Database*
*Figure 62: Position of Marathon Nextgen Realty Limited in market with respect to Annual Sales of FY 2024-25*

In FY 2024-25, the market of Byculla saw 1,224 sales of which Marathon Nextgen Realty contributed 7% making it the developer with third highest sales in the market, which is almost equal to the developer with second highest sales in the market.




*Source: Liases Foras Database*
*Figure 63: Position of Marathon Nextgen Realty Limited in market with respect to value of annual sales in FY 2024-25*

Value of sold units in FY 2024-25 crossed 7,500 Cr INR, and Marathon Nextgen Reality contributed 5.1% to this overall value positioning them at rank 6$^{th}$ in the Byculla market.

Monte South, developed by Marathon Nextgen Realty Limited, is the most prominent project in the Byculla micro-market, having been launched in 2013. As of March 2025, the project ranks third in the market in terms of total marketable supply, with 936 residential units. Despite being launched over a decade ago, demand for Monte South remains strong, reflecting its lasting appeal and the quality of its offerings. In fact, the project recorded the third highest sales with 80 units in the Byculla market in FY 2024-25, highlighting its continued popularity among homebuyers. Based on the total value of units sold in FY 2024-25, Monte South holds the sixth position in the Byculla micro-market for the year, further solidifying its position as a key player in the local real estate sector.

### 4.1.6. Bhandup Micro Market Analysis

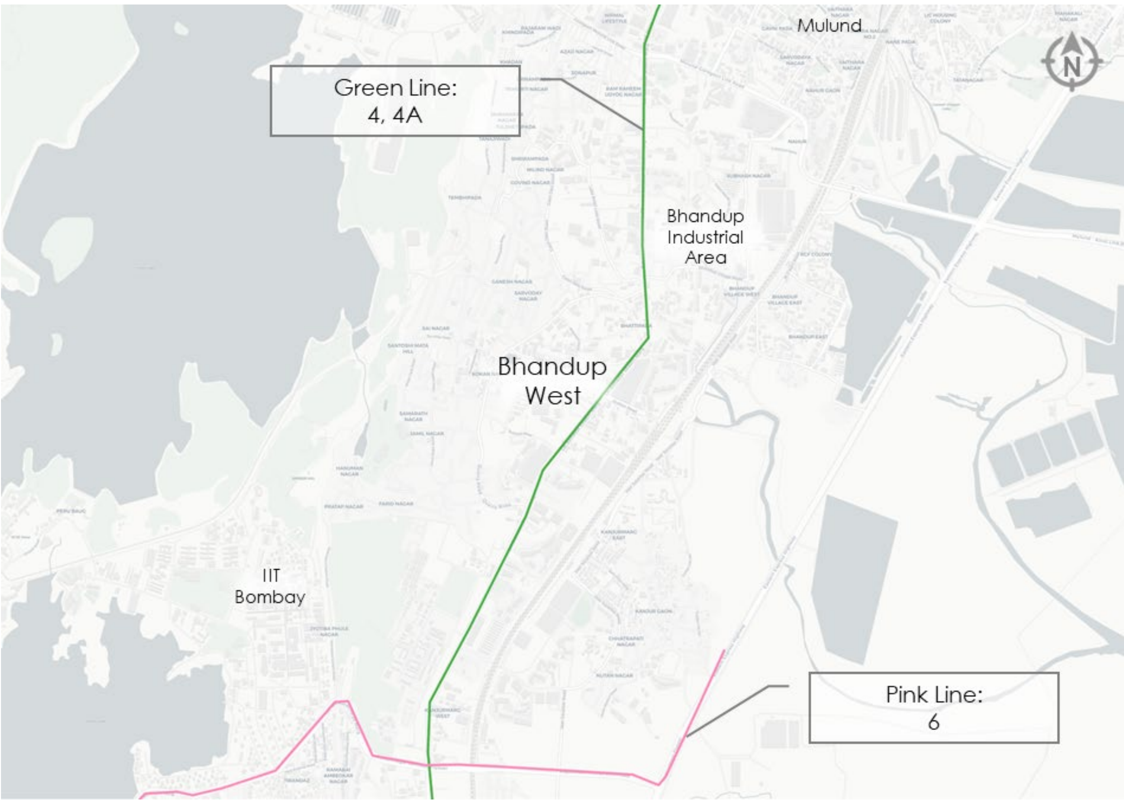


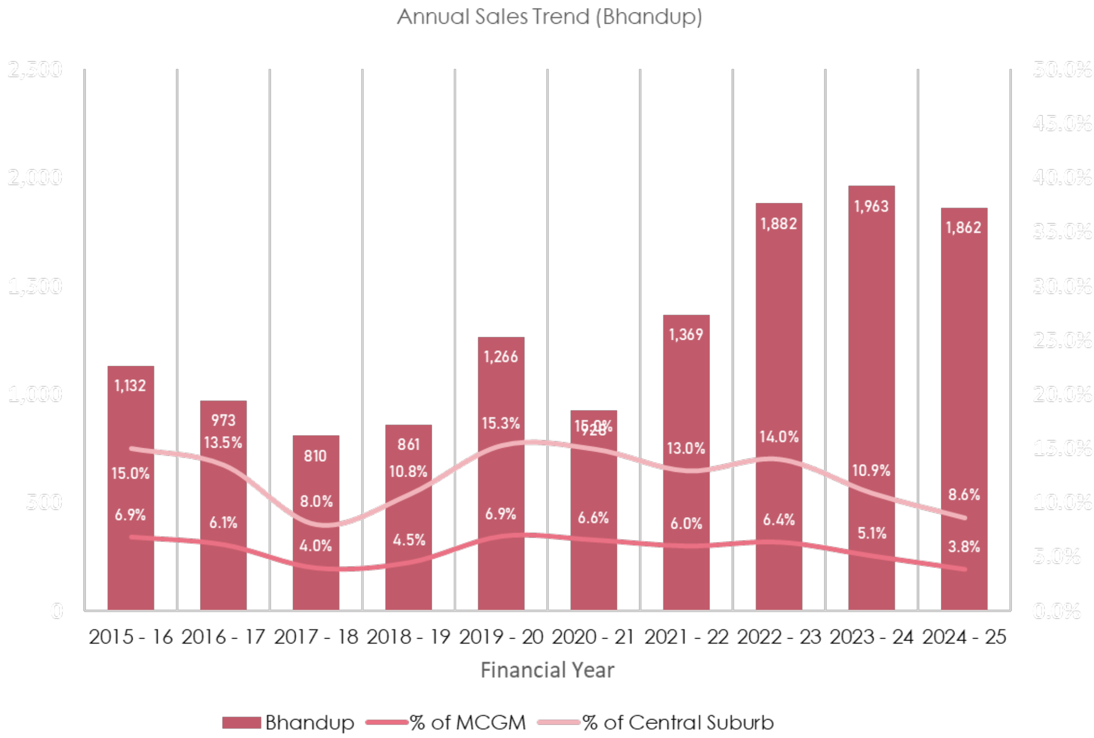

*Figure 64: Map showing location of Bhandup with proposed Transport Infrastructure*

Bhandup is a developing micro-market in northeastern Mumbai, known for its residential appeal, affordable housing options, and strong connectivity to other parts of the city. Located strategically between Mulund, Ghatkopar, and in close proximity to Thane, and Navi Mumbai, it has become an important residential hub in the central suburbs of Mumbai.

Once an industrial area, Bhandup has transformed into a vibrant residential centre. The area is well-connected, with the Bhandup Railway Station on the Central Line offering easy access to South and Central Mumbai. Additionally, the upcoming Green Line and Pink Line metro extensions, along with a robust road network, are set to further enhance connectivity.

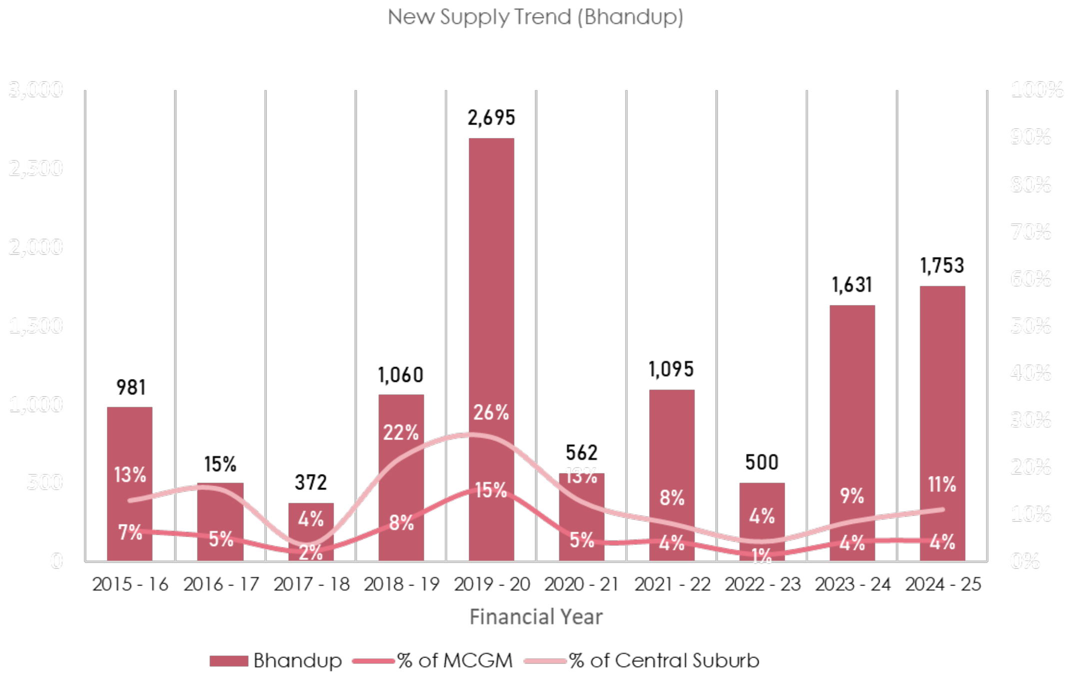
The Bhandup market has experienced an overall increase in annual demand for housing units, driven by its excellent connectivity. However, while demand has grown, the year-on-year supply has been inconsistent and has yet to surpassed pre-COVID levels. This is likely due to the area's geographical constraints, including lakes and hills to the west and wetlands to the east. Additionally, the presence of numerous congested low-end developments presents challenges for developers in introducing high-end projects, despite Bhandup's strategic location. Consequently, residential prices in the market have remained stable, with modest annual increases, positioning Bhandup as one of the more affordable markets within the MCGM area.

#### 4.1.6.1. Annual Sales Trend



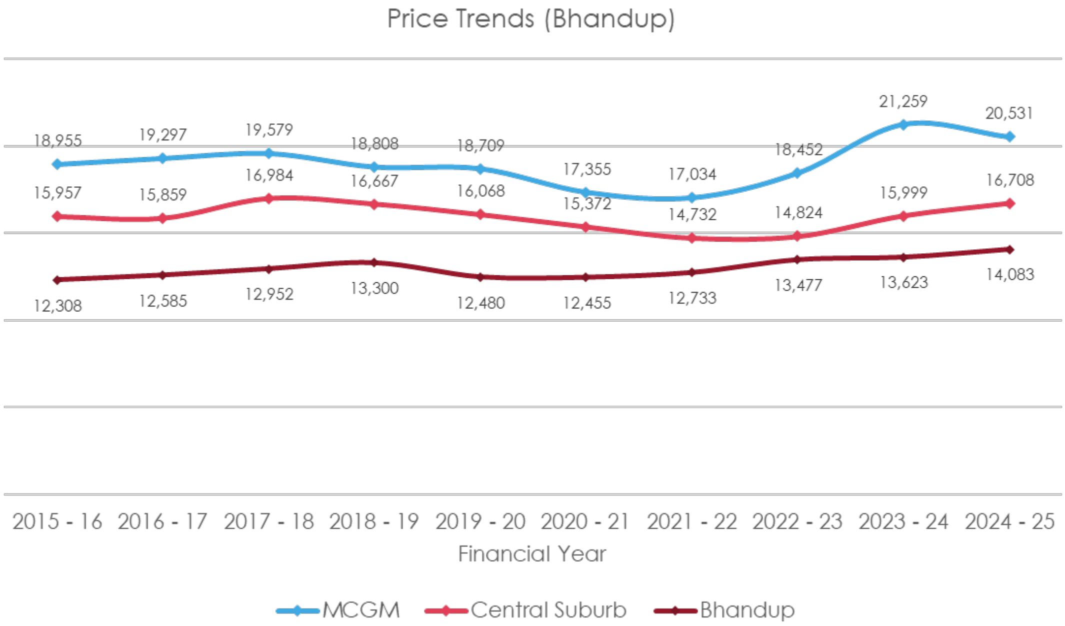

*Source: Liases Foras Database*
*Figure 65: Annual Sales Trend in Bhandup market with respect to MCGM & Central Suburb market*

#### 4.1.6.2. New Supply Trend



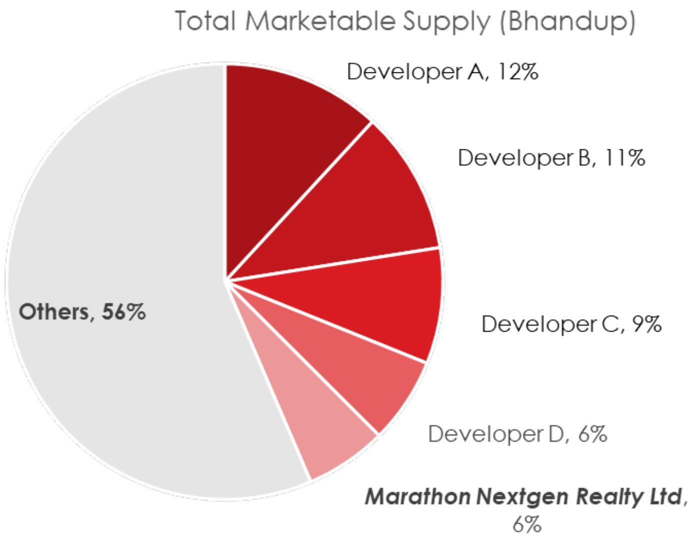

*Source: Liases Foras Database*
*Figure 66: New Supply Trend in Bhandup market with respect to MCGM & Central Suburb market*

*4.1.6.3. Price Rate Trend*



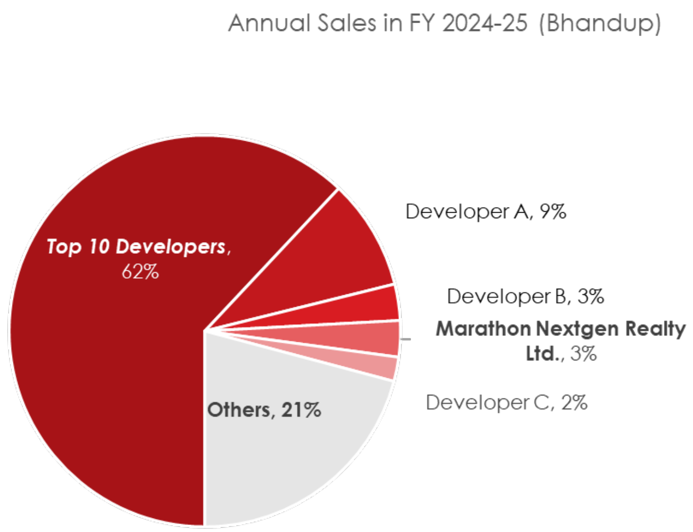

*Source: Liases Foras Database*
*Figure 67: Comparative price trend of Bhandup market with MCGM & Central Suburb market*

*4.1.6.4. Position of Marathon Nextgen Realty Limited in the market*




*Source: Liases Foras Database*
*Figure 68: Position of Marathon Nextgen Realty Limited in market w.r.t. Total marketable Supply as on March 2025*

As of March 2025, the micro market has a total marketable supply of over 11,200 units of which Marathon Nextgen Realty Limited holds 6% share making it the developer with 5th highest supply in the existing market.




*Source: Liases Foras Database*
*Figure 69: Position of Marathon Nextgen Realty Limited in market with respect to Annual Sales of FY 2024-25*

In FY 2024-25, the market of Bhandup saw 1,862 sales of which Marathon Nextgen Realty contributed 3% making it among the top 15 developer in terms of sales in the market.

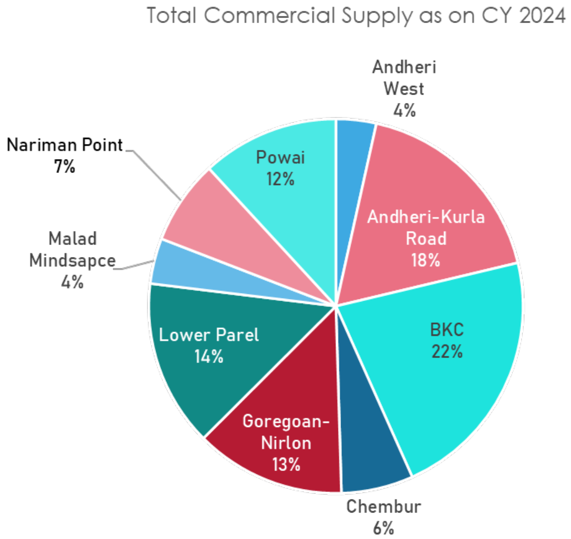
Marathon Nextgen Realty Limited has developed several prominent projects in the Bhandup micro-market, including Marathon Neovalley, Marathon Neopark, and Marathon Neosquare. Among these, Marathon Neopark stands out as it successfully sold out all of its 322 units by 2018. As of March 2025, Marathon Neovalley ranks 7th in the Bhandup market in terms of total marketable supply, with 527 residential units. Meanwhile, Marathon Neosquare, launched in 2016, ranks 17th in the market with a smaller supply of just 173 units.

### 4.2. MCGM Commercial Market Trend

The commercial real estate market in Greater Mumbai is dynamic, with key business districts such as Bandra-Kurla Complex (BKC), Andheri, and Parel playing crucial roles in the city's commercial landscape. These areas cater to a broad spectrum of industries, from multinational corporations to small and medium-sized enterprises (SMEs), tech startups, and media houses. Each of these locations has its unique attributes that attract businesses looking for prime office space, modern infrastructure, and strategic positioning within Mumbai.

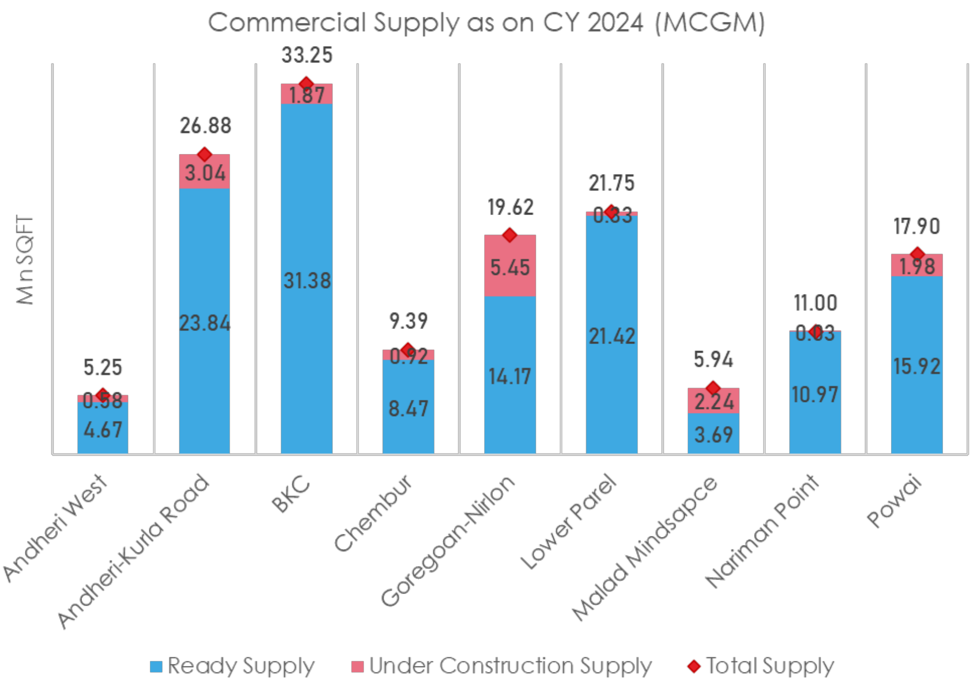
In general, the commercial real estate market in Greater Mumbai is characterized by high demand for Grade A office spaces and continued interest from international companies seeking to establish a presence in the city. The rise of co-working spaces and flexible office solutions is another key trend, particularly in areas like Andheri and BKC, where companies are increasingly looking for cost-effective and adaptable office environments. Infrastructure projects, such as the Mumbai Metro expansion and the coastal road project, are expected to further enhance connectivity and accessibility in these areas, ensuring that BKC, Andheri, and Parel continue to attract businesses looking for prime locations in the city.

### 4.2.1. Commercial Supply




*Source: Liases Foras Database*
*Figure 70: Commercial Supply across different Economic hubs of MCGM*

As of December 2024, the area of BKC (Bandra-Kurla Complex) boasts the largest share of commercial real estate supply within the MCGM (Municipal Corporation of Greater Mumbai) region, comprising a significant 22% of the total commercial supply. This is followed by several key commercial districts, each holding substantial portions of the market. Andheri-Kurla Road comes in second, with 18% of the overall commercial supply, while Lower Parel holds 14%. Goregaon-Nirlon and Powai follow closely, accounting for 13% and 12% of the total commercial supply in MCGM, respectively. Together, these areas represent the prime commercial hubs in the city, contributing to a major portion of Mumbai's dynamic commercial real estate landscape.

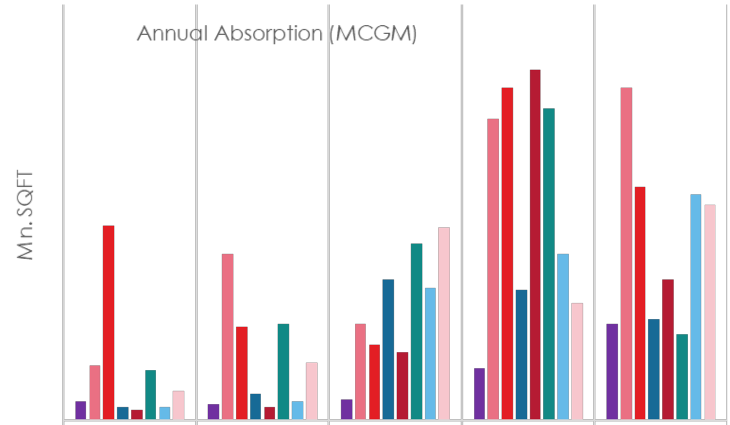



*Source: Liases Foras Database*
*Figure 71: Commercial Supply across different Economic hubs of MCGM*

As of December 2024, BKC (Bandra-Kurla Complex) dominates the MCGM commercial real estate market with the largest ready supply of office space, totalling 31.38 million square feet. In contrast, the Goregaon-Nirlon Economic Hub leads in terms of under-construction commercial supply, with 5.45 million square feet currently being developed. Following Goregaon-Nirlon, the Andheri-Kurla Economic Hub ranks second, with 3.04 million square feet of office space under construction. Additionally, Andheri-Kurla holds the second-highest ready supply of office space in the market, offering 23.84 million square feet.

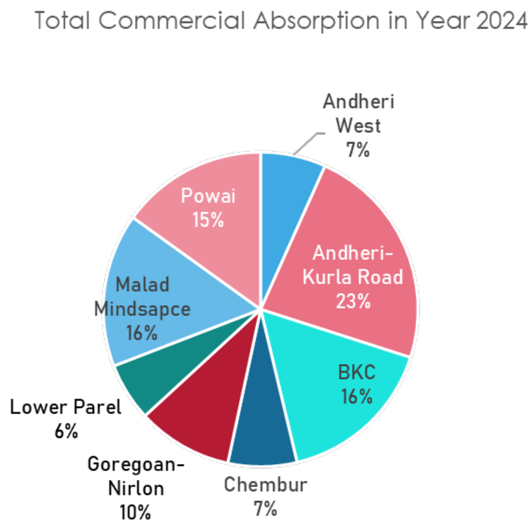
On the other hand, the Andheri West region and the Malad Mindspace Economic Hub have relatively smaller supplies of commercial space, with just 5.25 million square feet and 5.94 million square feet, respectively. These figures reflect the concentration of commercial real estate in a few key areas, with BKC and Andheri-Kurla emerging as the most prominent commercial hubs in Mumbai, while other regions have more limited availability.

### 4.2.2. Annual Absorption




| | 2020 | 2021 | 2022 | 2023 | 2024 |
|---|---|---|---|---|---|
| Andheri West | 0.07 | 0.06 | 0.08 | 0.2 | 0.37 |
| Andheri-Kurla Road | 0.21 | 0.64 | 0.37 | 1.16 | 1.28 |
| BKC | 0.75 | 0.36 | 0.29 | 1.28 | 0.9 |
| Chembur | 0.05 | 0.1 | 0.54 | 0.5 | 0.39 |
| Goregoan-Nirlon | 0.04 | 0.05 | 0.26 | 1.35 | 0.54 |
| Lower Parel | 0.19 | 0.37 | 0.68 | 1.2 | 0.33 |
| Malad Mindsapce | 0.05 | 0.07 | 0.51 | 0.64 | 0.87 |
| Powai | 0.11 | 0.22 | 0.74 | 0.45 | 0.83 |

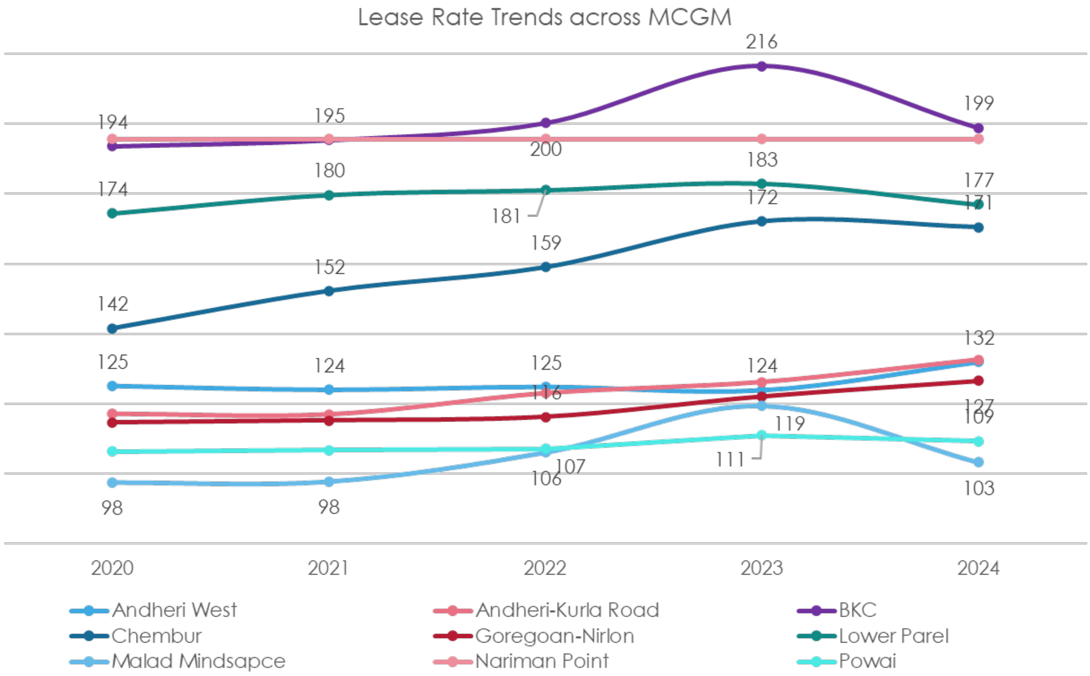
*Source: Liases Foras Database*
*Figure 72: Annual Absorption Trend in different economic hubs of MCGM*




*Source: Liases Foras Database*
*Figure 73: Commercial offices absorption distribution across different economic hubs of MCGM*

In the years following the conclusion of the pandemic, there has been notable growth in the absorption of commercial office space across the MCGM market, with the Andheri-Kurla Economic Hub leading in terms of absorption. BKC has consistently experienced high levels of office space absorption, with varying rates of year-on-year growth. In addition to this overall trend, the Goregaon-Nirlon Economic Hub saw the highest absorption in the year 2023, accounting for approximately 20% of the total office space absorbed in the entire MCGM market that year. Following Goregaon-Nirlon, the economic hubs of BKC, Lower Parel, and Andheri-Kurla also recorded significant absorption in the same period with 19%, 18% and 17% of total absorption witnessed in MCGM market respectively.

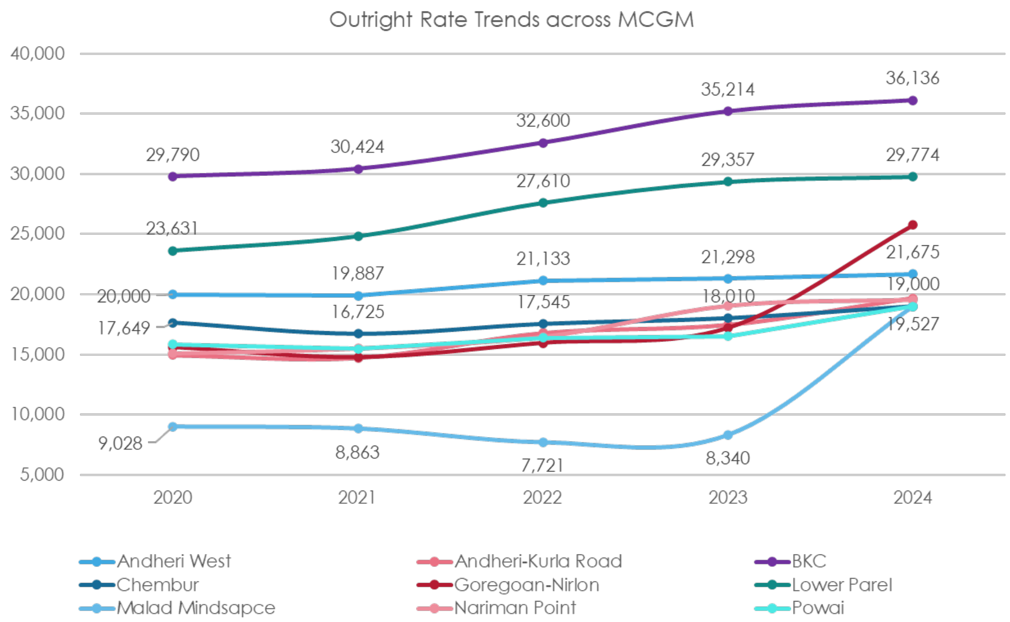
### 4.2.3. Commercial Price Rates




*Source: Liases Foras Database*
*Figure 74: Lease Rate trend across different economic hubs of MCGM*

Over the years, the economic hubs within the MCGM have experienced relatively modest growth in lease trends, even with the challenges posed by the pandemic. Despite fluctuations in the market, certain hubs have maintained a more consistent rental trajectory. As of December 2024, BKC continues to dominate the commercial real estate landscape with the highest lease rates in the MCGM region, where rents are averaging ₹199 per square foot per month. This is in stark contrast to Powai and Malad, which has the lowest commercial lease rates within MCGM, with prevailing rents at ₹109 per square foot per month and ₹103 per square foot per month and.

Looking at the broader market trends, Chembur stands out for experiencing the most consistent growth in rental prices over the past few years. From 2020, when the average rent in Chembur was ₹142 per square foot per month, the area has seen a notable increase, with rents climbing to ₹177 per square foot per month as of December 2024. This marks one of the most significant rent increases among the economic hubs of MCGM, indicating a growing demand and a shift in the area's attractiveness as a commercial destination.

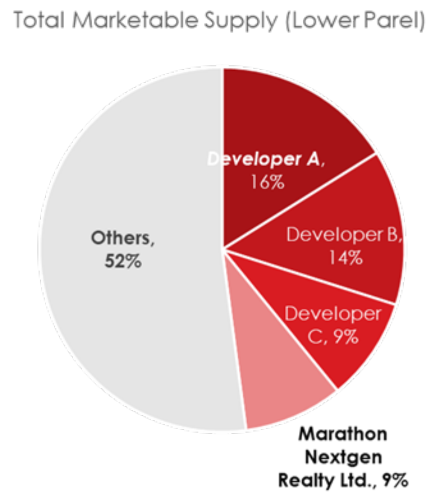



*Source: Liases Foras Database*

*Figure 75: Outright rate trends across different economic hubs of MCGM*

Similar to the stable trend in lease rates, the economic hubs across the MCGM commercial market have seen stable rates with slight upward trajectory in outright sale rates over the past five years. Among these hubs, BKC and Lower Parel have experienced the most notable growth. As of December 2024, BKC commands the highest outright sale rates in the market, with commercial spaces averaging ₹36,136 per square foot. Following closely, Lower Parel has also witnessed an increase in sale rates, with office spaces priced at ₹29,774 per square foot.

### 4.2.4. Performance of Marathon projects in MCGM Commercial Market

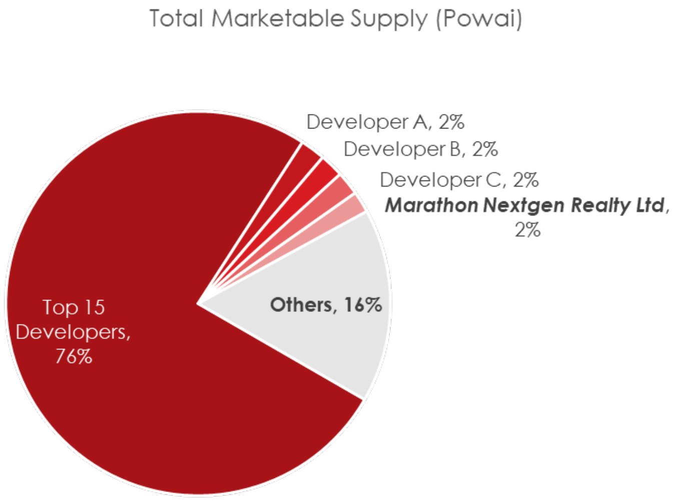



*Source: Liases Foras Database*

*Figure 76: Position of Marathon Nextgen Realty Limited in market w.r.t. Total marketable Supply as on December 2024*

In the commercial real estate market in Lower Parel, Futurex, a project developed by Marathon Nextgen Realty Limited, offering a substantial 1.7 million square feet of office space across multiple towers is ranked 4th in terms of Total Supply and ranked 1st among commercial projects with offices available for sale only. This sizable offering has established Marathon Nextgen Realty as one of the leading players in the area's commercial sector.

From an absorption perspective, Futurex ranks first among all marketable commercial projects in the MCGM region, highlighting its strong demand in the region. Since its launch in March 2007, the project has achieved impressive sales, with approximately 92% of its office space, or over 1.56 million square feet, already sold.




*Source: Liases Foras Database*
*Figure 77: Position of Marathon Nextgen Realty Limited in market w.r.t. Total marketable Supply as on September 2024*

As of December 2024, the Powai micro market has a total marketable and leasable supply of over 20.45 Mn SQFT. Marathon Nextgen Realty Limited holds come in 19th in terms of supply in the existing market.

Marathon Millennium by Marathon Nextgen Realty Limited, while a newer entrant to the Powai market, has also shown promising sales performance. Since it became marketable in mid-2021, the development has successfully sold around 66% of its available office space, which amounts to over 200,000 square feet. This demonstrates the project's solid uptake in a relatively short period, reflecting growing interest in the project as it continues to gain visibility in the market. Proposed Infrastructure projects such as Green Metro Line and the Goregaon-Mulund Link Road are in close proximity to Marathon Millenium which can potentially improve its attractiveness among business and employers in near future.

## 5. Micro-Market Analysis (Dombivli)

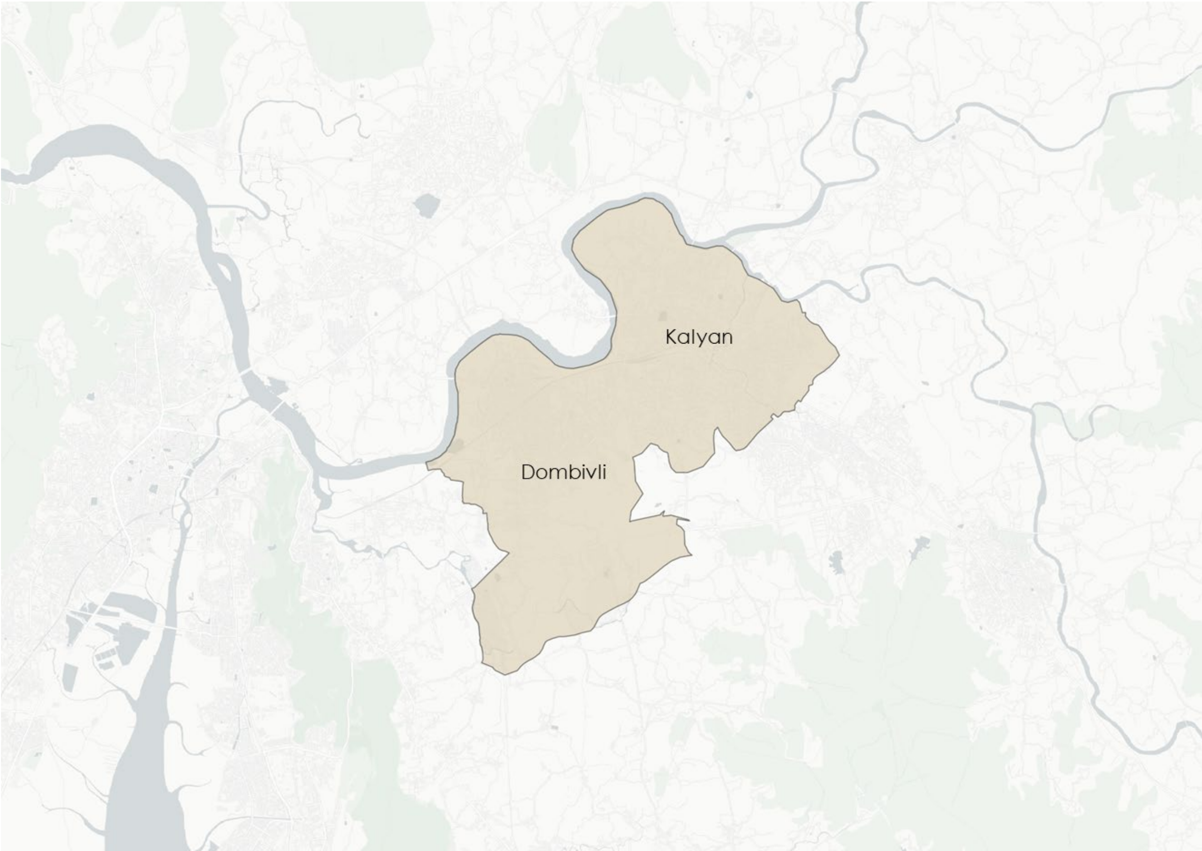



*Figure 78: Map showing Dombivli and Kalyan region in MMR*

The residential real estate market in Dombivli, situated in the eastern suburbs of Mumbai, has seen impressive growth in recent years, driven by a confluence of factors such as affordability, improving infrastructure, and rising demand from middle-class families and working professionals. Historically viewed as a distant and underdeveloped suburban area, Dombivli has undergone a significant transformation. Today, it has become a sought-after residential destination, thanks to its enhanced connectivity to key parts of Mumbai, its proximity to major industrial hubs like Thane and Kalyan, and the ongoing development of critical infrastructure projects.

Additionally, Dombivli is strategically positioned near important industrial zones, including the Kalyan and Bhiwandi industrial areas, as well as the thriving business hubs of Navi Mumbai and Vashi. This proximity has attracted a growing number of professionals working in these regions, further boosting demand for residential properties. As the region becomes more integrated into the broader economic landscape, its potential as a residential destination for both homebuyers and renters continue to rise.

With its existing connectivity through the Central Line and Kalyan–Shilphata Road, along with upcoming infrastructure projects such as the Mumbai–Ahmedabad Bullet Train, Airoli–Katai Naka Freeway, and the Virar–Alibaug Multimodal Corridor, the location presents an excellent choice for homebuyers.

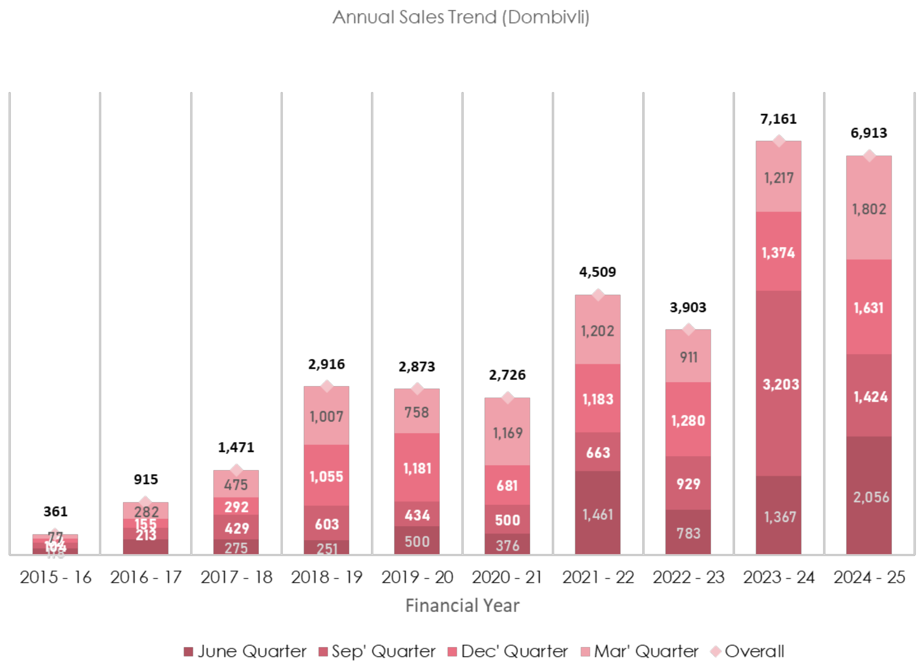
Moreover, Dombivli's affordability compared to more central locations in Mumbai makes it an attractive option for those looking to invest in real estate without stretching their budgets. With property prices still relatively lower than in neighbouring areas like Thane or Navi Mumbai, Dombivli offers a compelling value proposition for both buyers and investors. For many, it represents an opportunity to own a larger home or to invest in a growing market with long-term potential for price appreciation as the area continues to develop.

### 5.1. Dombivli Residential Market Trend

As the demand for affordable housing continues to grow, particularly in the peripheral areas of Mumbai, Dombivli has emerged as a key hotspot for buyers seeking larger living spaces at more reasonable prices. Unlike the premium rates of more developed localities, Dombivli offers an appealing opportunity for those who wish to own a spacious home without facing the high costs associated with more central or established neighbourhoods.

Dombivli offers a unique proposition for those seeking spacious living arrangements in a developing and well-connected suburb, making it one of the most attractive options for homebuyers in Mumbai's expanding residential market.

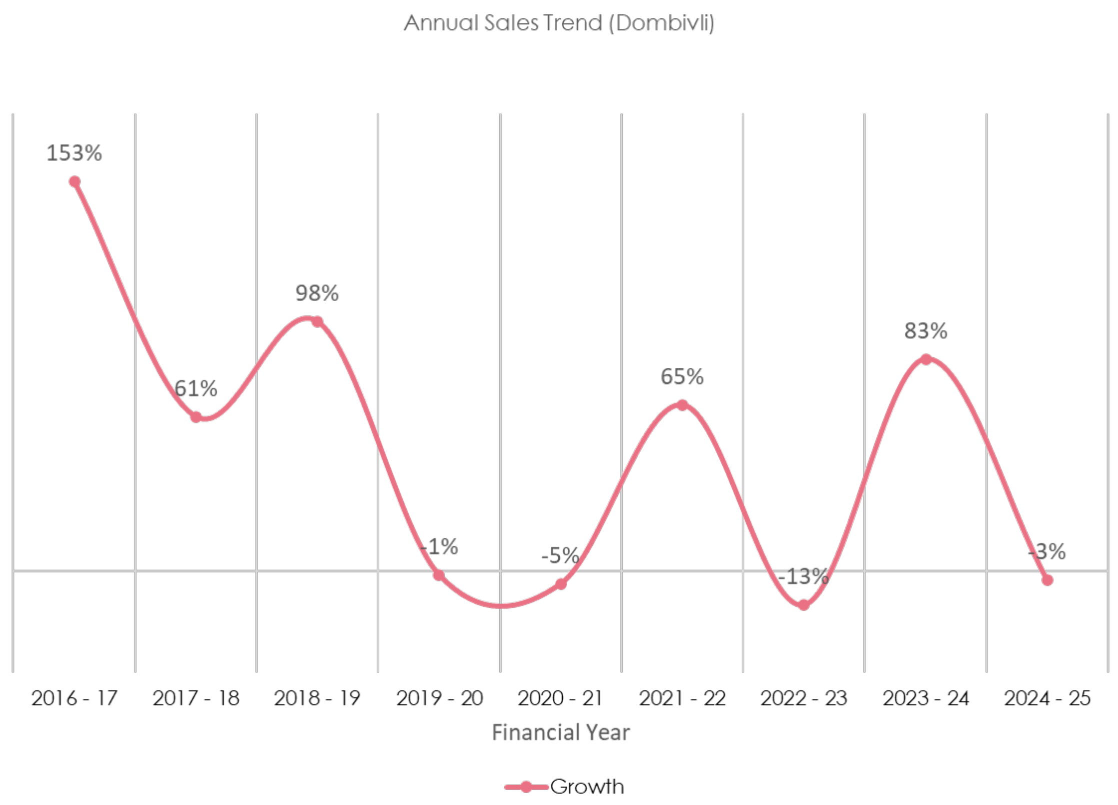
### 5.1.1. Annual Sales Trend




*Source: Liases Foras Database*
*Figure 79: Annual Sales Trends across Dombivli residential market*

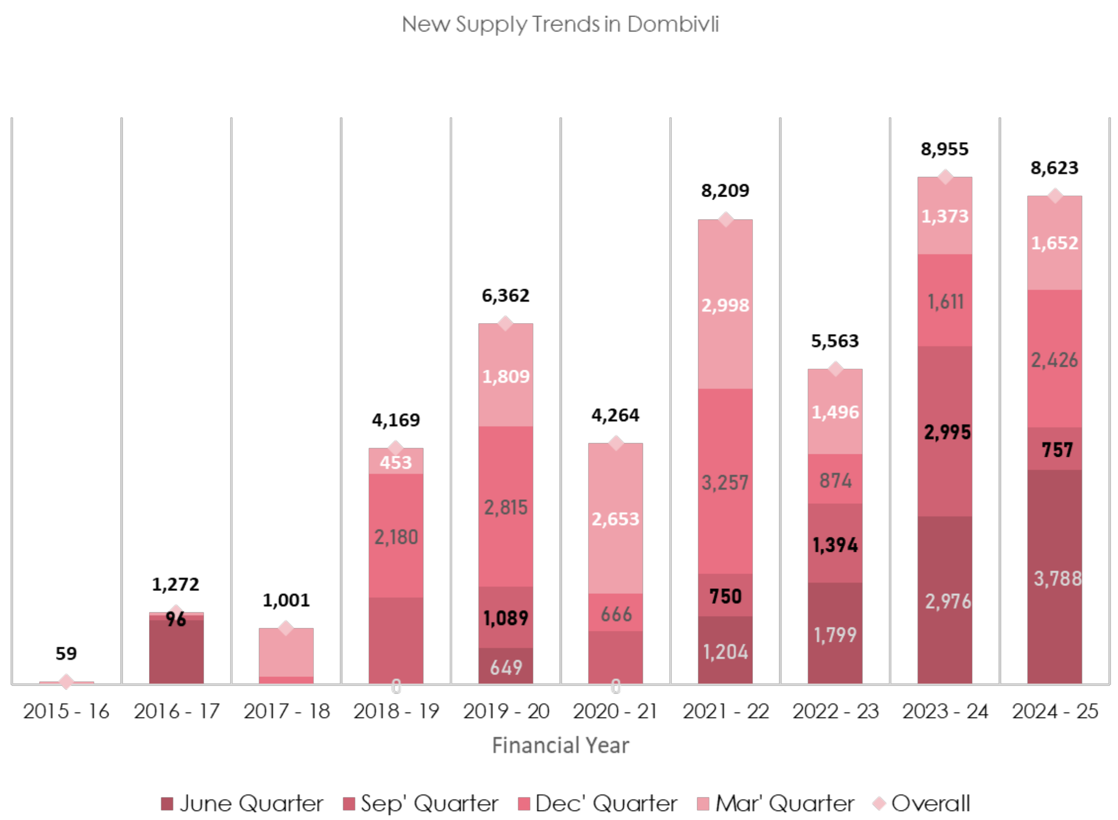
In FY 2023-24, the residential real estate market in Dombivli saw a remarkable uptick in annual sales, with the highest sales recorded in the September quarter.

However, while FY 2023-24 saw significant growth, the trend in annual sales has not been consistent over the years. In the years leading up to the pandemic, Dombivli's real estate market experienced notable fluctuations, with sales numbers showing large variations from year to year. The market was characterized by periods of slower growth, followed by bursts of increased activity, often influenced by external factors such as economic conditions, policy changes, and market sentiment. These fluctuations made the market less predictable in the years before the lockdown, as demand was not always stable, and the factors driving sales were often subject to rapid changes.




*Source: Liases Foras Database*
*Figure 80: Annual sales growth trend across Dombivli residential market*

### 5.1.2. New Supply Trend

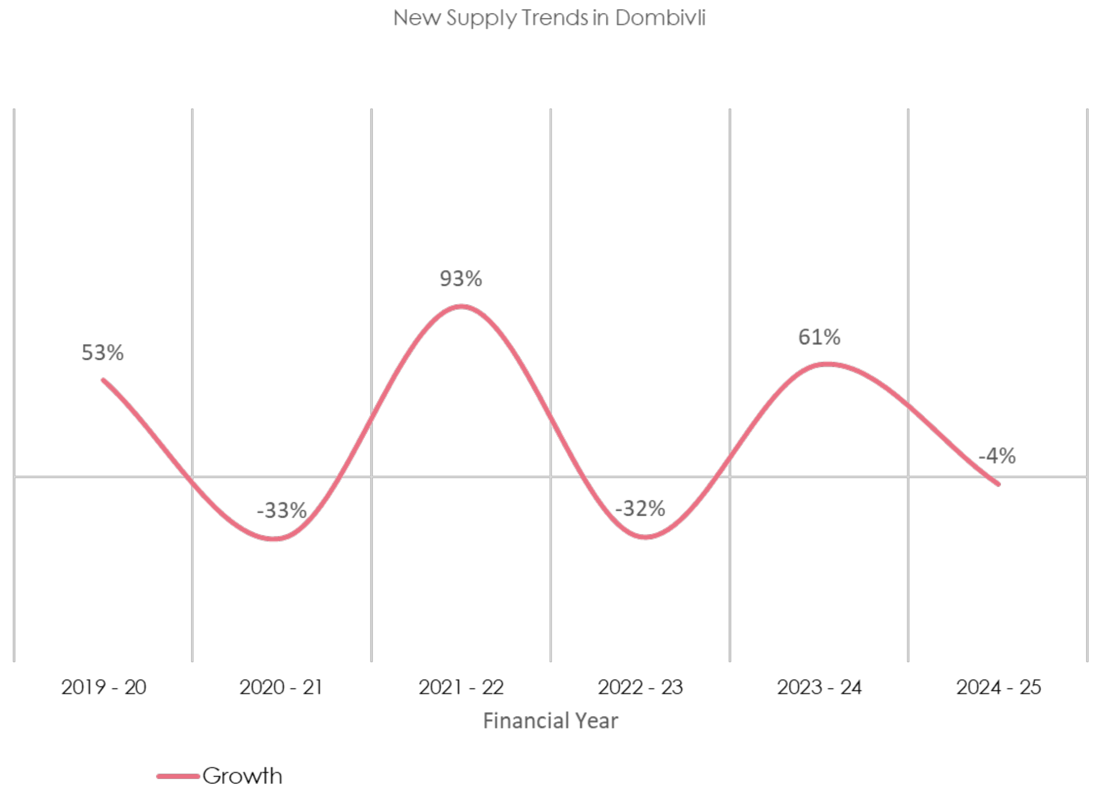



*Source: Liases Foras Database*

*Figure 81: New Supply trend across Dombivli residential market*

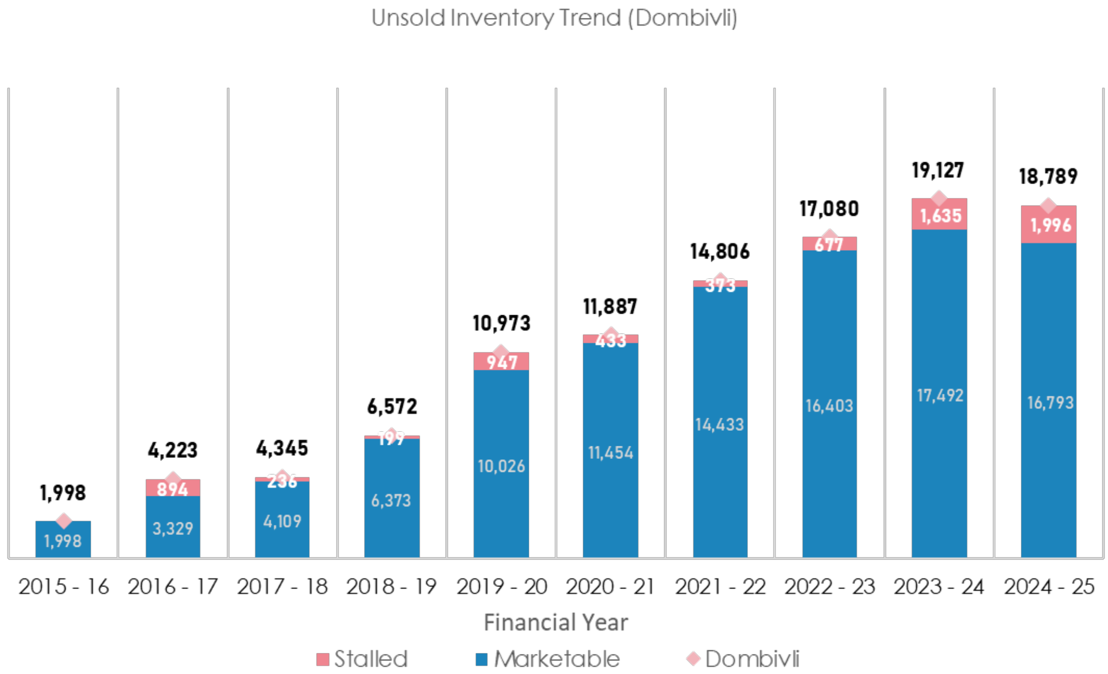
The Dombivli real estate market has experienced a significant surge in new supply since FY 2018-19, marking a pivotal shift in the area's development trajectory. In FY 2018-19, the market saw an almost tenfold increase in new supply, with nearly 4,000 units introduced, compared to the mere 1,001 units added in the previous financial year.

Following the sharp increase in FY 2018-19, the market continued to see healthy levels of new supply in the subsequent years. However, the highest volume of new supply was recorded in the previous financial year of 2023-24, and has maintained the peak in FY 2024-25. This peak reflected the continued optimism in the area's real estate prospects, as developers responded to the ongoing demand for affordable housing from middle-income families and first-time homebuyers. The increase in supply during this period also signalled a broader recovery in the real estate sector following the disruptions caused by the COVID-19 pandemic, with construction activity ramping up once the lockdowns were lifted.




*Source: Liases Foras Database*
*Figure 82: New Supply growth trend across Dombivli residential market*

### 5.1.3. Unsold Supply Trend




*Source: Liases Foras Database*
*Figure 83: Unsold supply trend across Dombivli residential market including stalled and marketable unsold stock*

As of March 2025, the Dombivli real estate market is carrying a total of 18,789 unsold units, with approximately 10.6% of these units linked to stalled projects. While a portion of the stock remains stalled, the majority of the unsold units are still marketable, presenting ongoing opportunities for potential buyers.

The supply of new properties has shown a consistent increase since FY 2018-19. As a result, the fluctuations in the months of inventory are directly linked to the prevailing demand conditions in the market.

### 5.1.4. Price Rate Trend


*Source: Liases Foras Database*
*Figure 84: Saleable Price Trend across Dombivli residential market trend*

Over the past five years, the saleable price rate in the Dombivli market has remained relatively stable, fluctuating around 5,000 and 6,000 INR per square foot, even in the wake of the disruptions caused by the pandemic. Despite the challenges brought on by the global health crisis, the market has shown a consistent price range, reflecting its resilience. The growth in price rates during this period has been moderate, with an approximate increase of 9% over the last five financial years. This relatively modest price appreciation points to a stable market environment, where supply and demand are in balance. The steady growth in prices suggests that while there has been some upward movement, it has been controlled, avoiding sharp price hikes. This indicates that the market has been able to absorb both the new supply and the ongoing demand in a way that keeps price growth within manageable limits, providing a sense of stability and predictability for both buyers and developers alike.

### 5.1.5. Diva, Dombivli Micro -Market Analysis

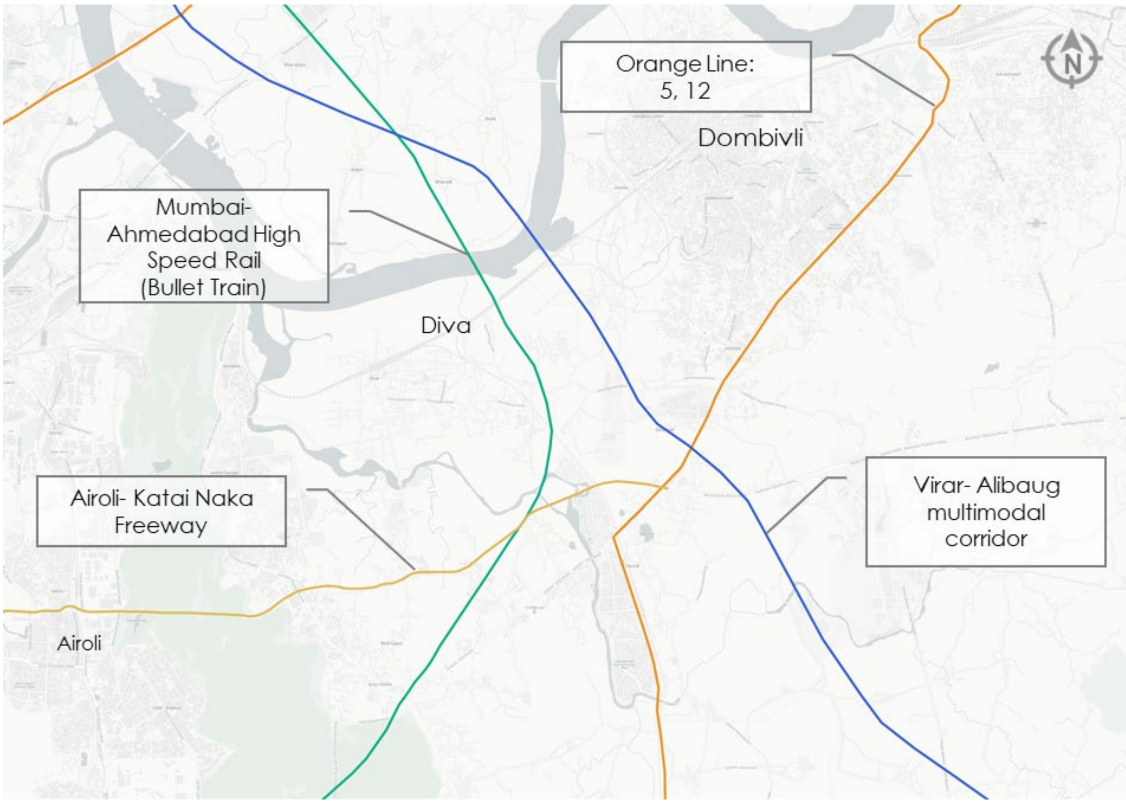


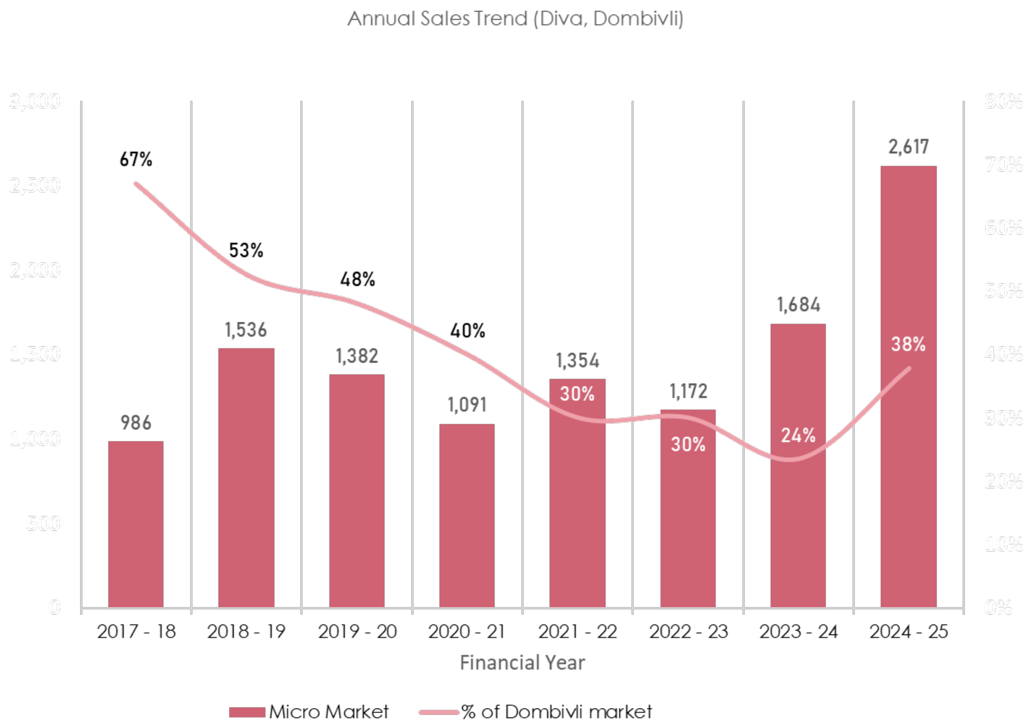

*Figure 85: Map showing location near Diva, Dombivli with proposed Transport Infrastructure*

Diva is a suburban market located in the northeastern part of Mumbai, within the Thane district. Positioned between Dombivli and Thane, the market has seen significant growth in recent years, largely driven by improvements in its infrastructure. Once primarily an industrial area, Diva has transformed into a growing residential hub, offering more affordable housing options compared to other parts of Thane and Navi Mumbai. The area benefits from strong rail and road connectivity, with Diva Railway Station, part of Mumbai's Central Line suburban network, providing convenient access to Central and South Mumbai, making it an attractive location for daily commuters.

In addition to its existing connectivity, Diva's growth as a residential destination is further supported by ongoing infrastructure projects, including the proposed Airoli–Katai Naka Freeway, the Orange Metro Line, the Mumbai–Ahmedabad Bullet Train, and the Virar–Alibaug multimodal corridor. These developments are expected to enhance the area's appeal and further drive its residential growth.

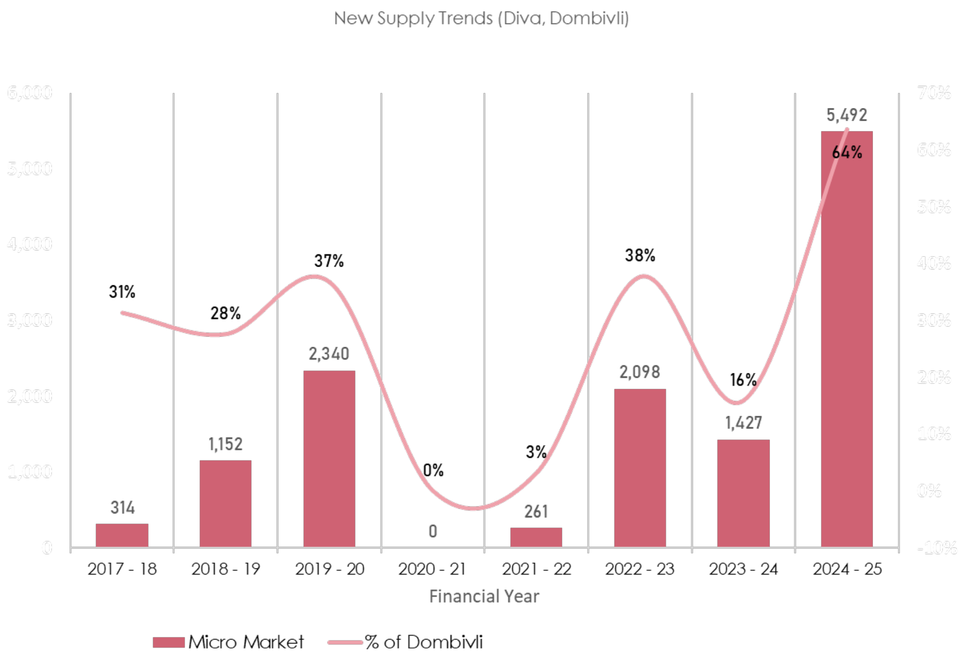
The market has reflected the development in its infrastructure through increasing annual demand as well as annual new supply of residential units.

### 5.1.5.1. *Annual Sales Trend*



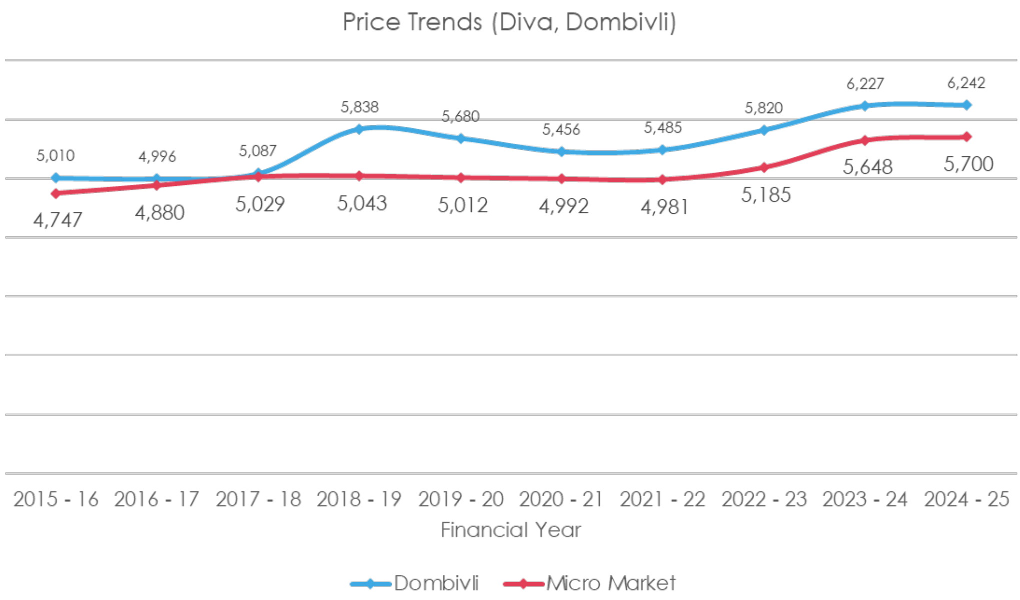

*Source: Liases Foras Database*
*Figure 86: Annual Sales Trend in Diva market with respect to Dombivli market*

### 5.1.5.2. *New Supply Trend*



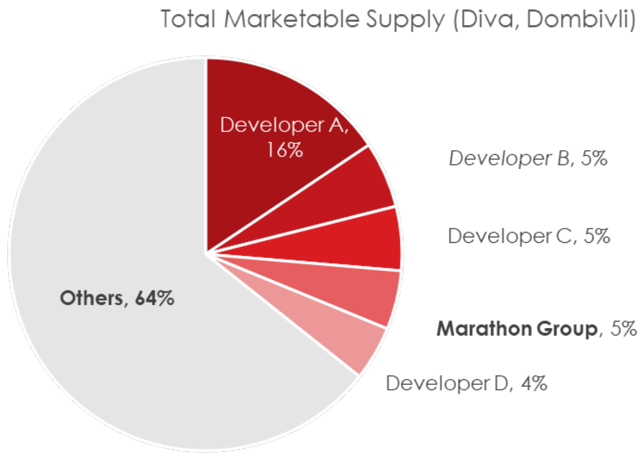

*Source: Liases Foras Database*
*Figure 87: New Supply Trend in Diva market with respect to Dombivli market*

*5.1.5.3. Price Rate Trends*



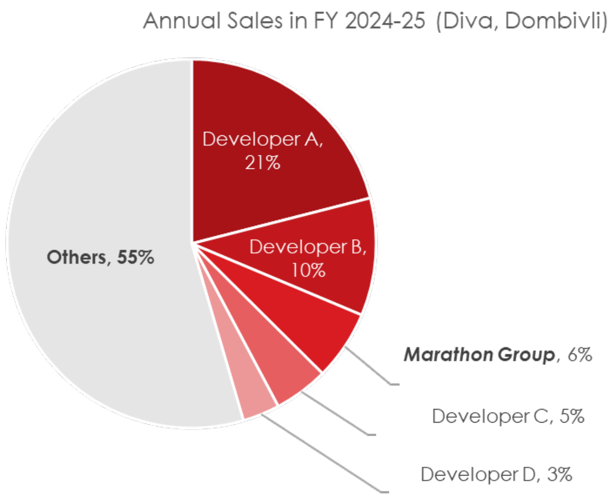

*Source: Liases Foras Database*
*Figure 88: Comparative price trend of micro market with Dombivli market*

*5.1.5.4. Position of Marathon Group in the market*



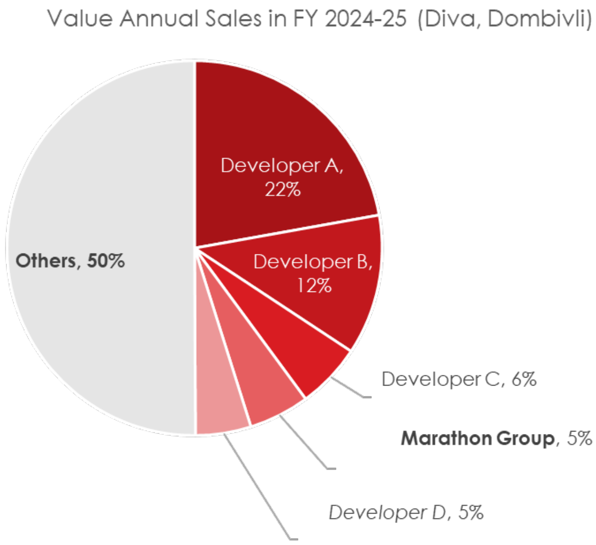

*Source: Liases Foras Database*
*Figure 89: Position of Marathon group in market w.r.t. Total marketable Supply as on March 2025*

As of March 2025, the micro market has a total marketable supply of over 14,000 units of which Marathon group holds 5% share making it the developer with 4th highest supply in the existing market.




*Source: Liases Foras Database*
*Figure 90: Position of Marathon group in market with respect to Annual Sales of FY 2024-25*

In FY 2024-25, the market of Diva, Dombivli saw 2,617 sales of which Marathon group contributed 6% making it the developer with 3rd highest sales in the market.




*Source: Liases Foras Database*
*Figure 91: Position of Marathon group in market with respect to value of annual sales in FY 2024-25*

Value of sold units in FY 2024-25 crossed 1,100 Cr INR, and Marathon group contributed 5% to this overall value positioning them at rank 4th in the micro market.

Marathon group has established a strong presence in the Diva, Dombivli micro-market with two significant projects—Marathon Nexworld and Marathon Nextown, both of which were launched in 2013. These developments have contributed notably to the growth of the area, with each project continuing to perform well in terms of supply and sales.

Marathon Nextown also holds a significant position in the local market. With a marketable supply of 1,430 units as of March 2025, it ranks 4th in terms of available supply. In FY 2024-25, Marathon Nextown sold a total of 160 units, ranking 3rd for sales in the same year. This steady sales performance indicates strong market interest. Based on the value of units sold, Marathon Nextown ranks 4th in the Diva, Dombivli micro-market, further emphasizing its contribution to the region's real estate landscape.

Marathon Nexworld, with a total marketable supply of 1,285 residential units as of March 2025, ranks 5th in the micro-market in terms of available units. The project has also seen a steady sales performance, ranking 5th for sales in FY 2024-25, having sold 123 units during the year. This solid sales volume highlights the ongoing demand for the project, even more than a decade after its launch.

### 5.1.6. Micro Market Analysis for Kudave, Panvel

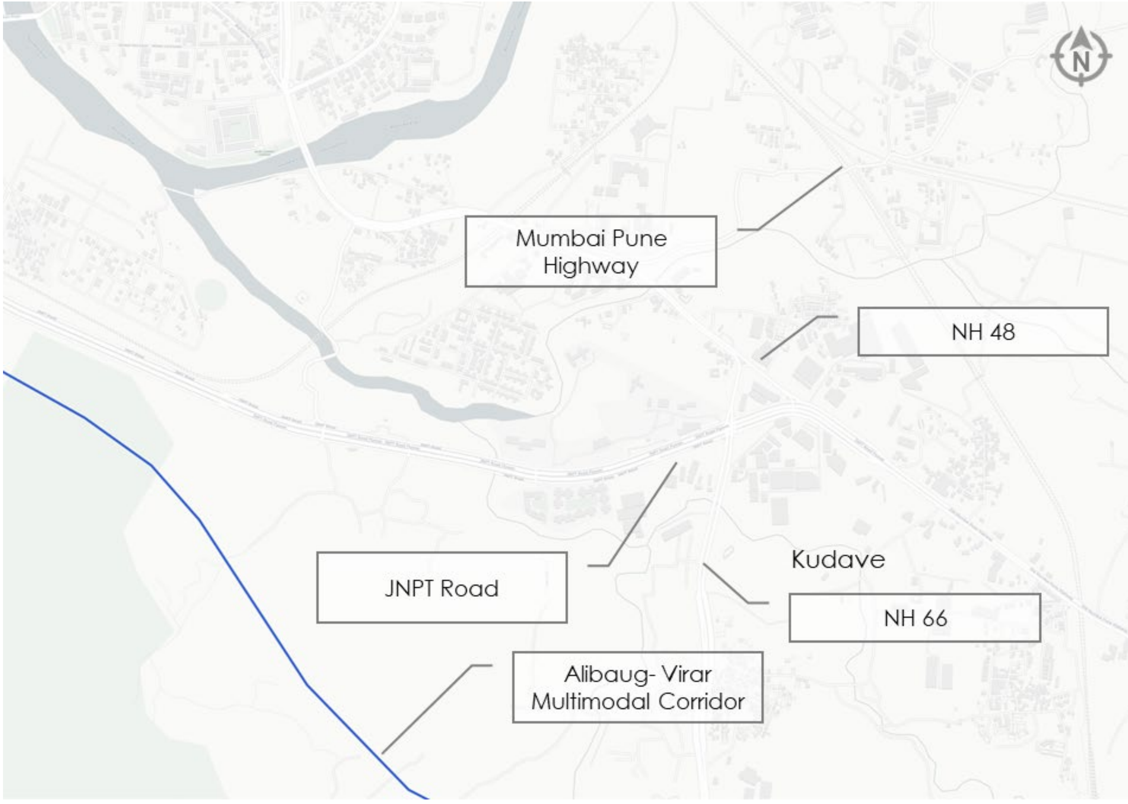
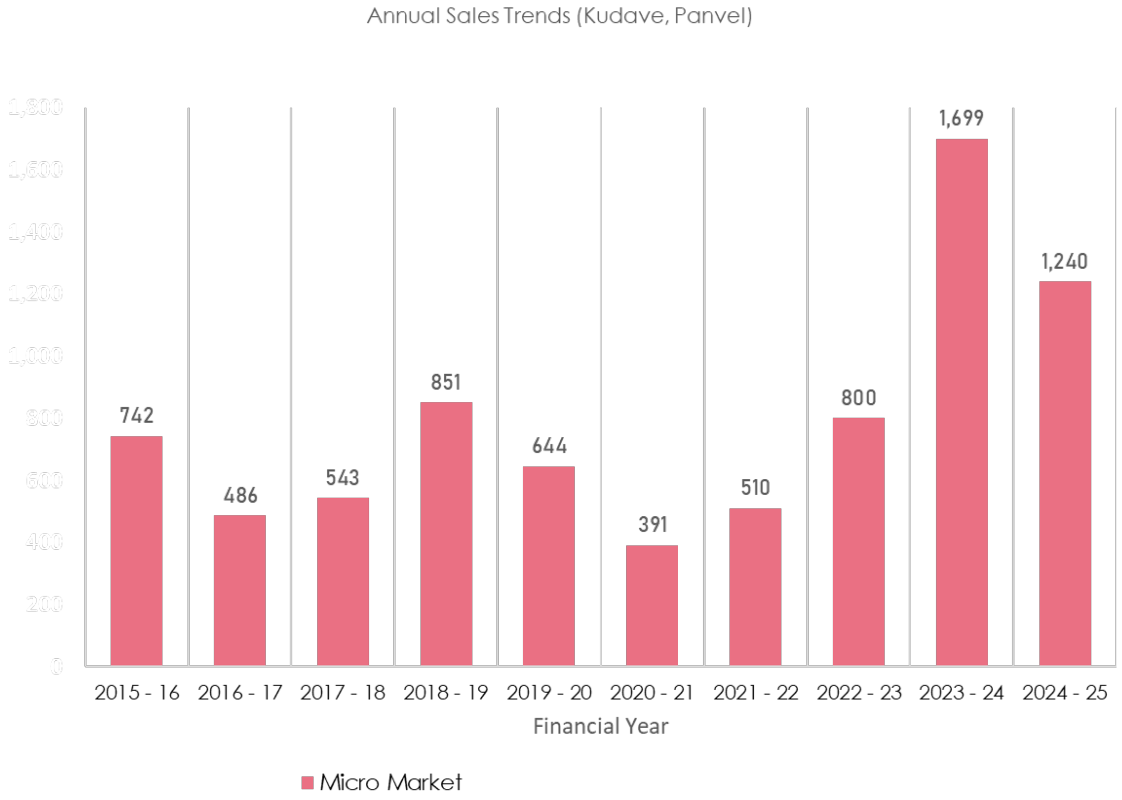



*Figure 92: Map showing location near Kudave, Panvel*

Located at the intersection of JNPT Road, NH 48 (the old Mumbai–Pune Highway), and NH 66, the Kudave micro-market benefits from high footfall due to its strategic position along the Mumbai–Pune route, with significant exposure to logistics and trade traffic on JNPT Road. JNPT Road, an 8-lane highway with two service roads, provides direct connectivity to the proposed Navi Mumbai International Airport and the existing Jawaharlal Nehru Port (JNPT), one of India's busiest ports. The market's appeal is further enhanced by its proximity to the proposed Alibaug–Virar multimodal corridor, making it an attractive location for both residential and commercial developments.

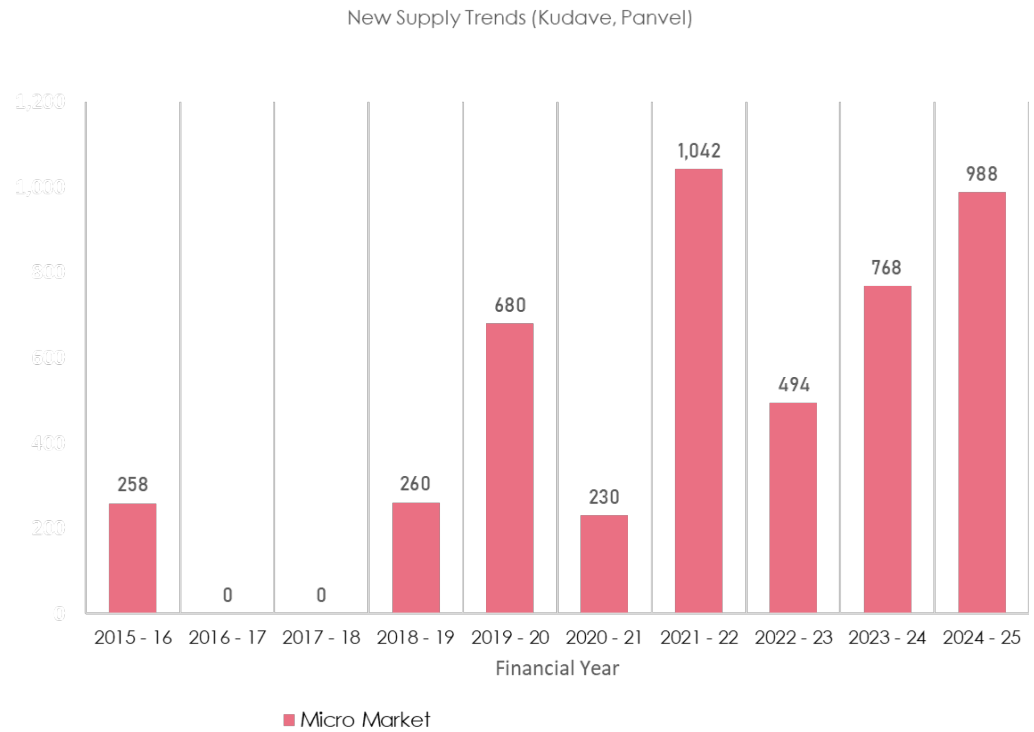
The residential market has experienced a strong recovery and growth since the end of the COVID lockdown, reflected in both annual sales and new supply. Property prices have also seen a significant increase in recent years, driven by its excellent existing connectivity as well as anticipated improvements in the near future.

### *5.1.6.1. Annual Sales Trend*



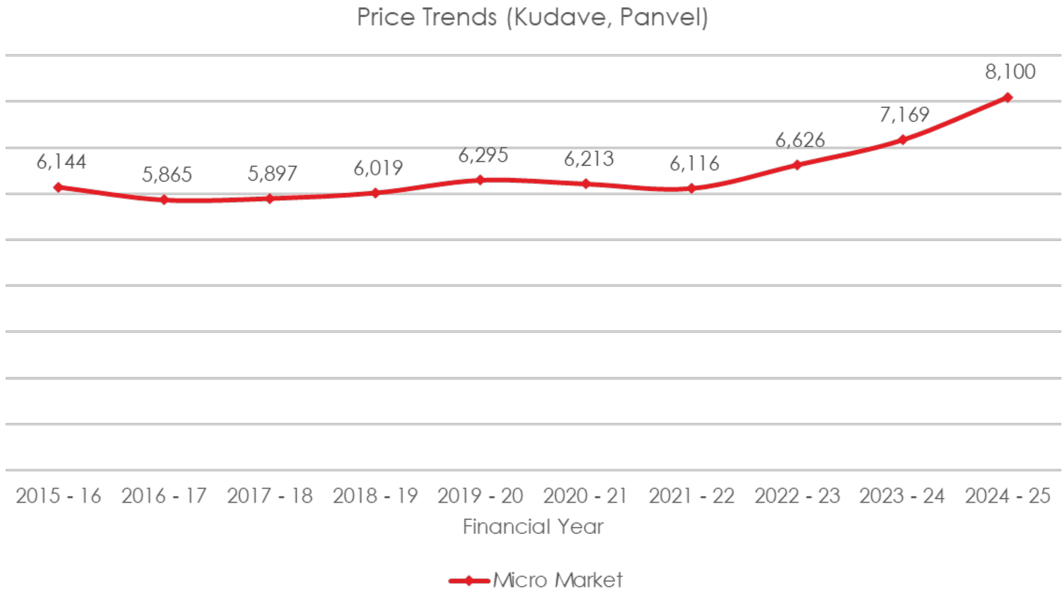

*Source: Liases Foras Database*
*Figure 93: Annual Sales Trend in Kudave, Panvel*

### *5.1.6.2. New Supply Trend*



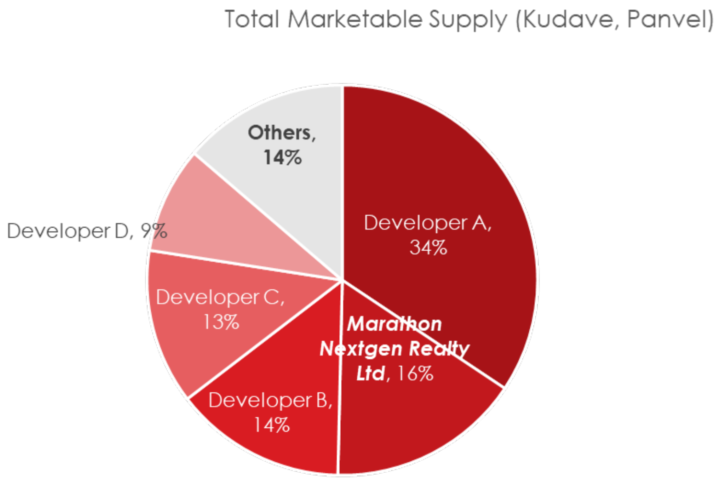

*Source: Liases Foras Database*
*Figure 94: New Supply Trend in Kudave, Panvel*

*5.1.6.3. Price Rate Trend*



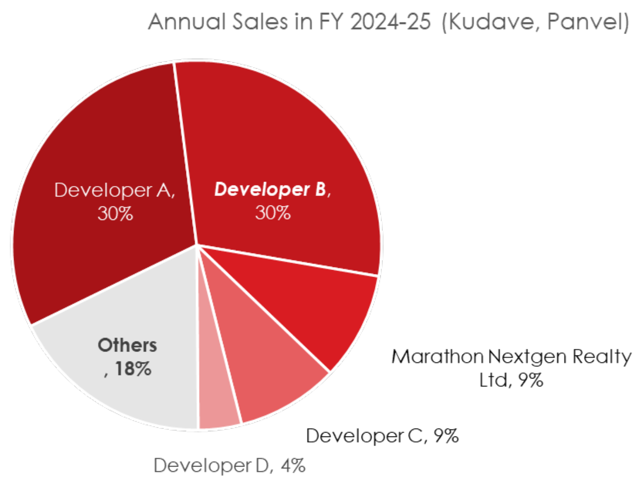

*Source: Liases Foras Database*
*Figure 95: Price Trends in Kudave, Panvel*

*5.1.6.4. Position of Marathon*



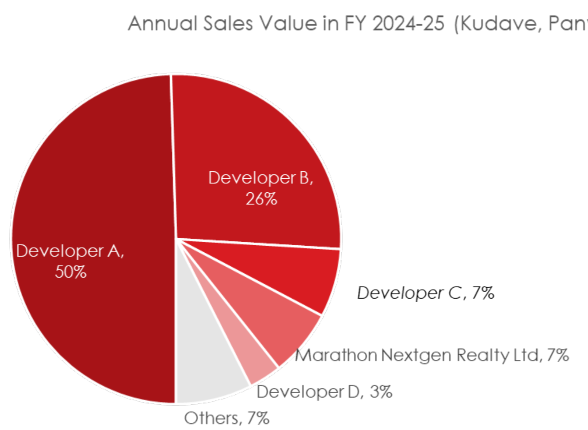

*Source: Liases Foras Database*
*Figure 96: Position of Marathon Nextgen Realty Limited in market w.r.t. Total marketable Supply as on March 2025*

As of March 2025, the micro market has a total marketable supply of over 9,100 units of which Marathon Nextgen Realty Limited holds 16% share making it the developer with 2nd highest supply in the existing market.




*Source: Liases Foras Database*
*Figure 97: Position of Marathon Nextgen Realty Limited in market with respect to Annual Sales of FY 2024-25*

In FY 2024-25, the market of Kudave, Panvel saw 1,240 sales of which Marathon Nextgen Realty contributed 9% making it the top developer with 3rd highest sales in the market.




*Source: Liases Foras Database*
*Figure 98: Position of Marathon Nextgen Realty Limited in market with respect to value of annual sales in FY 2024-25*

Value of sold units in the year 2024 crossed 1,100 Cr INR, and Marathon Nextgen Reality contributed 7% to this overall value positioning them at rank 4th in the micro market.

In the Kudave, Panvel micro-market, Marathon Nextgen Realty Limited is recognized as one of the leading developers. Its project, Marathon Nexzone, is a significant presence in the area, ranking 2nd and 3rd in terms of the total supply of units and the sales contribution to the market in FY 2024-25 respectively. Launched in 2011, Marathon Nexzone offers over 2,100 residential units, and despite being on the market for more than a decade, it continues to perform strongly, with approximately 117 units sold in FY 2024-25 alone. This consistent demand reflects the enduring appeal and value of the project. In terms of the total value of units sold, Marathon Nexzone ranks 4th in the Kudave, Panvel micro-market for the year, highlighting its strong sales performance and its position as a key player in the local real estate sector.

## 6. Conclusion

In a broader context, the recovery of the real estate market following the end of the COVID-19 pandemic has been remarkably swift, with many markets bouncing back to their pre-pandemic conditions within just two to three years. This rebound has been especially notable in tier-1 cities, with regions such as MMR (Mumbai Metropolitan Region), Pune, Hyderabad, and Bangalore experiencing a substantial surge in both demand and the introduction of new supply.

Marathon Nextgen Realty Limited has firmly positioned itself as one of the prominent developers across some micro-markets. As of March 2025, the company ranks among the top developers in their respective micro-markets be it in terms of marketable supply, sales volume, and overall sales value. In the Byculla micro-market, one of MCGM's more prominent zones, Marathon Nextgen Realty is one of the leading developers in the market in terms of supply and annual sales in FY 2024-25. Meanwhile, in other strategic markets such as Bhandup and Panvel, the company continues to assert its dominance, ranking in top five different categories. Additionally, recently launched projects and subprojects by Marathon Nextgen Realty Limited, such as Marathon Neo Park - Wing A & B, Marathon Neo Valley – Narmada, and Monte South – Zermatt, successfully sold 30% to over 50% of their respective inventory within 12 to 15 months of launch, reflecting strong consumer confidence in the brand. This remarkable growth underscores Marathon Nextgen Realty's unwavering commitment to excellence and its ability to thrive in diverse, high-potential markets.

## OUR BUSINESS

*In this section, unless the context indicates a contrary intention, any reference to "we", "our" and "us" refers to our Company and our Subsidiaries and Joint Ventures on a consolidated basis. References to a "Fiscal" or "Fiscals" are to the financial year of our Company ended March 31 of the relevant year, and references to "year" are to the calendar year.*

*Unless the context indicates otherwise, all operational data with regard to Completed Projects refer to developments that have been fully constructed, finished, and handed over to buyers or occupants. These projects have obtained all necessary approvals, clearances, and occupancy certificates from relevant authorities. Completed Projects are ready for immediate use, whether for residential or commercial purposes.*

*Unless otherwise indicated, the industry, macro-economic and market data and all other industry related statements in this section have been derived or extracted from the "Industry Research Report for Marathon Nextgen Realty Limited" issued in June 2025 by Liases Foras (the "**Liases Foras Report**"), which has been commissioned, and paid for, by us exclusively in connection with this Issue, pursuant to an engagement letter dated June 21, 2025, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's properties and services, that is similar to the Liases Foras Report. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Liases Foras Report and included herein with respect to any particular year, refers to such information for the relevant year. The data included in this section includes excerpts from the Liases Foras Report and may have been re-ordered by us for the purpose of presentation. For further details and risks in relation to commissioned reports, see "**Industry Overview**" and "**Risk Factors - Industry information included in this Preliminary Placement Document has been derived from an industry report prepared by Liases Foras exclusively commissioned and paid for by us for such purpose**" on pages 136 and 69, respectively.*

*Unless otherwise indicated or the context otherwise requires, the financial information included in this Preliminary Placement Document for Fiscal 2025 and Fiscal 2024 have been derived from our Fiscal 2025 Audited Consolidated Financial Statements and Fiscal 2024 Audited Consolidated Financial Statements, respectively. The Fiscal 2023 numbers presented in this Preliminary Placement Document are derived from the comparatives in the Fiscal 2024 Audited Consolidated Financial Statements to reflect the regrouping of line items in the Fiscal 2024 Audited Consolidated Financial Statements.*

*We have included certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance in this Placement Document, each of which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. Such measures and indicators are not defined under Ind AS, Indian GAAP, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under Ind AS, Indian GAAP, IFRS or U.S. GAAP. In addition, such measures and indicators are not standardized terms, and a direct comparison of these measures and indicators between companies may not be possible. Other companies may calculate these measures and indicators differently from us, limiting their usefulness as a comparative measure. Although such measures and indicators are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For risks relating to non-GAAP measures, see "**Risk Factors – This Preliminary Placement Document includes certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the real estate industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies**" on page 75.*

*Some of the information set out in this section, especially information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "**Forward Looking Statements**" beginning on page 19 for a discussion of the risks and uncertainties related to those statements and "**Risk Factors**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on page 39 and 107, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

## Overview

We are a listed real estate developer with a legacy of over four decades, primarily operating in the Mumbai Metropolitan Region ("**MMR**"), including Panvel, Thane, Dombivli, Mulund, Bhandup, Lower Parel and Byculla. We have a diversified portfolio, which includes commercial projects and residential projects with a focus on luxury, mid-size/township developments and affordable residential projects. As of March 31, 2025, we have delivered over 15 projects covering approximately 26.65 lakhs sq. ft. of Carpet Area. We have firmly positioned ourselves as one of the prominent developers across some micro-markets *(Source: Liases Foras Report)*.

Our customer-centric approach, commitment to high-quality construction, and focus on timely project execution have helped us build a strong reputation in the MMR real estate markets. Awards such as the Ramkrishna Bajaj National Quality award in the service category and the award for MHQ Best Practices Competition are a testament to our commitment to high-quality. As on the date of this Preliminary Placement Document, we have a pipeline of 15 Ongoing and 6 Upcoming Projects, which covers a total Carpet Area of approximately 53.97 lakhs sq. ft.

Further, as of the date of this Preliminary Placement Document, MRPL and certain members of the Promoter Group, own approximately 418 acres of land, in the prime real estate micro markets in the MMR region. This includes 205 acres of land in Panvel, 130 acres of land in Bhandup, 83 acres of land in Dombivli. We believe that access to this large land bank through collaboration with MRPL and members of the Promoter Group, provides us an opportunity for future development of projects in prime and high-growth micro-markets

Our core strength is our execution skills which is supported by our in-house engineering, procurement, and construction ("**EPC**") capabilities, which helps us in ensuring the planning, scheduling and quality of the construction of our buildings. We employ advanced construction technologies such as Kumkang formwork (aluminum formwork technology which helps in faster completion of the construction works) and PERI formwork (a leading manufacturer and supplier of formwork and scaffolding systems) to ensure the structural integrity and longevity of the Grade-A certified buildings. We have on-site batching plants that produce high-grade concrete, ensuring quality project builds.

We believe that our focus on efficient project execution and timely delivery and quality construction, architecture and design have enabled us to establish a reputed brand which is reflected in the various awards, recognition and accolades received by us. Our projects have received industry recognitions, such as the "*Best Ultra Luxury Project of the Year*" at Zee Real Estate & Business Excellence Award in 2023 awarded to *Monte South*. We have also received awards for the "*Developer of the Year"* by Estrade Real Estate Awards in Singapore in 2021 and Ramkrishna Bajaj National Quality Award in 2017.

We believe that our ability to cater to diverse customer segments, i.e. luxury, mid-market and affordable segments, allows us to be diversified and offset any cyclicality and slowdown in any one particular segment. For instance, *Monte South*, our luxury project in Byculla comprising four high-rise towers was launched in 2013. As of March 2025, the project ranks third in the market in terms of total marketable supply, with 936 residential units. *(Source: Liases Foras Report)* Despite being launched over a decade ago, demand for *Monte South* remains strong, reflecting its lasting appeal and the quality of its offerings. *(Source: Liases Foras Report)* In fact, the project recorded the third highest sales with 80 units in the Byculla market in Fiscal 2025, highlighting its continued popularity among homebuyers. *(Source: Liases Foras Report)* Further, *Nexzone*, our residential township, located in Panvel offers 1, 2 and 2.5 BHK homes across 16 towers. We believe that *Nexzone* seeks to provide families with affordable and spacious living. Nexzone offers around 4,600 flats spread across 16 towers spanning 25.00 acres. As of March 2025, our project *Neovalley* ranks seventh in the Bhandup market in terms of total marketable supply, with 527 residential units. *(Source: Liases Foras Report).* Our Completed Projects underscore our presence and our strength and capability in luxury, mid-range and affordable segments of the residential segment.

As of March 31, 2025, our Completed, Ongoing and Upcoming Projects portfolio includes the following:

| Project Category | Carpet area (in sq. ft.) | Affordable housing and mid-income housing | | Premium and luxury housing | | Office space | | Retail space | |
|---|---|---|---|---|---|---|---|---|---|
| | | (in sq. ft.) | (As a % of project category | (in sq. ft.) | (As a % of project category) | (in sq. ft.) | (As a % of project category) | (in sq. ft.) | (As a % of project category) |
| Completed Projects | 26,65,278 | 14,25,556 | 53.49% | 6,71,312 | 25.19% | 5,66,031 | 21.24% | 2,379 | 0.09% |
| Ongoing Projects | 22,28,335 | 12,96,563 | 58.19% | 7,33,222 | 32.90% | 1,79,440 | 8.05% | 19,110 | 0.86% |
| Upcoming Projects | 31,69,448 | 20,19,448 | 63.72% | 4,00,000 | 12.62% | 7,50,000 | 23.66% | - | 0.00% |

As of March 31, 2025, our Ongoing Project portfolio includes the following:

| Project name | Location | As a % of ownership | Total Carpet Area (in sq. ft.) | As a % of completion | Area sold in sq. ft. (registered units) | Sale value of registered units (in lakhs ₹) | Collection from sold area (₹ in lakhs) | Estimated month/year of completion |
|---|---|---|---|---|---|---|---|---|
| ***Residential*** | | | | | | | | |
| Monte South (Tower B) | Byculla | 40.00% | 4,17,667 | 65.43% | 2,54,138 | 82,967.98 | 56,920.79 | December 31, 2027 |
| Monte South (Tower C) | Byculla | 40.00% | 3,15,555 | 16.00% | 66,960 | 23,045.85 | 9,819.44 | June 30, 2026 |
| Nexzone Antilia | Panvel | 91.00% | 1,72,881 | 73.79% | 1,42,196 | 13,941.55 | 12,286.18 | December 30, 2026 |
| Nexzone Triton | Panvel | 91.00% | 1,62,793 | 97.75% | 1,37,797 | 13,769.95 | 13,522.71 | December 30, 2025 |
| Nexzone Atria | Panvel | 91.00% | 1,49,509 | 97.45% | 1,37,380 | 13,521.40 | 13,098.23 | June 30, 2025 |
| Nexzone Aster | Panvel | 91.00% | 1,04,414 | 49.50% | 69,360 | 7,011.28 | 5,732.03 | June 30, 2028 |
| Nexzone Bodhi | Panvel | 91.00% | 1,26,350 | 63.60% | 1,10,996 | 11,683.62 | 8,436.78 | December 31, 2026 |
| Nexzone Daffodil | Panvel | 91.00% | 94,307 | 71.60% | 85,176 | 8,309.55 | 6,588.67 | June 30, 2026 |
| Nexzone Cedar | Panvel | 91.00% | 89,459 | 68.95% | 85,490 | 8,466.16 | 7,776.93 | December 30, 2026 |
| Marathon NeoSquare[1] | Bhandup | 100.00% | 61,188 | 99.14% | 34,362 | 4,827.61 | 3,249.87 | December 29, 2025 |
| Marathon NeoPark | Bhandup | 100.00% | 1,06,865 | 64.96% | 73,653 | 11,701.44 | 7,370.97 | December 31, 2025 |
| Neo Valley - Kaveri | Bhandup | 90.00% | 1,10,734 | 66.79% | 1,05,225 | 16,903.89 | 6,948.27 | June 30, 2026 |
| Neo Valley - Narmada | Bhandup | 90.00% | 1,18,063 | 33.21% | 52,742 | 8,688.90 | 2,426.93 | December 31, 2027 |
| ***Commercial*** | | | | | | | | |
| Marathon Millennium | Mulund | 100.00% | 1,79,440 | 88.43% | 1,24,433 | 26,522.39 | 23,651.67 | June 30, 2026 |
| Nexzone Plaza | Panvel | 91.00% | 19,110 | 41.76% | - | - | - | December 31, 2026 |
| **Total** | | | 22,28,335 | | 1,479,908 | 2,51,361.57 | 177,829.47 | |

*Notes:*

*(2) The title of the property vests with the Government of Maharashtra and has been leased to Mahakaleshwar Co-operating Housing Society by an agreement dated August 9, 2004. Our Company has entered into a development agreement with Mahakaleshwar SRA Co-operative Housing Society dated December 10, 2015 which has given us the right to redevelop the land.*

Marathon group has existed for the last four decades. Our Company has benefited from the leadership of Chetan Ramnikal Shah and Mayur Ramnikal Shah, who are educated from leading American universities and are qualified technocrats. As part of a strategic growth initiative in 2002, the Marathon group took over management control of the Bombay Stock Exchange ("**BSE**") listed Piramal Spinning and Weaving Mills Limited ("**PSWML**"), which was re-named as Marathon Nextgen Realty Limited on September 7, 2007, for the development of a real estate project on its land in South Mumbai's Lower Parel area. We settled PSWML's lenders and the 1,310 mill workers through the Board for Industrial and Financial Reconstruction ("**BIFR**") where we added 8 acres acquired from PSWML. In 2007, we acquired 12.20 acres of Khatau Mills, Byculla by leveraging our prior experience and by efficiently settling lenders and 6,020 mill workers through BIFR. Further, in 2015 we added the Lower Parel office development of *Futurex* to our portfolio and subsequently from 2017 onwards gradually acquired 5.85 acres of land in Bhandup. In 2019 we acquired Terrapolis Assets Private Limited and acquired Sanvo Resorts Private Limited. Further, in 2023 we acquired Nexzone Fiscal Services Limited.

On March 31, 2025, our Board, subject to Shareholders and statutory approvals, approved a draft scheme of amalgamation and arrangement ("**Scheme of Arrangement**") between our Company and Matrix Water Management Private Limited ("**MWMPL**"), Sanvo Resorts Private Limited ("**SRPL**"), Marathon Realty Private Limited ("**MRPL**"), Matrix Enclaves Projects Developments Private Limited ("**MEPDPL**"), Matrix Land Hub Private Limited ("**MLHPL**") and a wholly owned Subsidiary of our Company, Marathon Energy Private Limited ("**MEPL**") as amended pursuant to the resolution of our Board dated May 21, 2025. Pursuant to the Scheme of Arrangement:

a) amalgamation of MWMPL (land admeasuring about 33 acres in Panvel, Raigad) and SRPL (holding the project of Marathon Nexzone, on land admeasuring about 25 acres of land at Panvel, Raigad) are proposed to be amalgamated with our Company;

b) transfer of certain projects of MRPL including projects situated at Lower Parel, along with land admeasuring about 130 acres in Bhandup and 172 acres in Panvel, (Raigad) to our Company by way of a demerger;

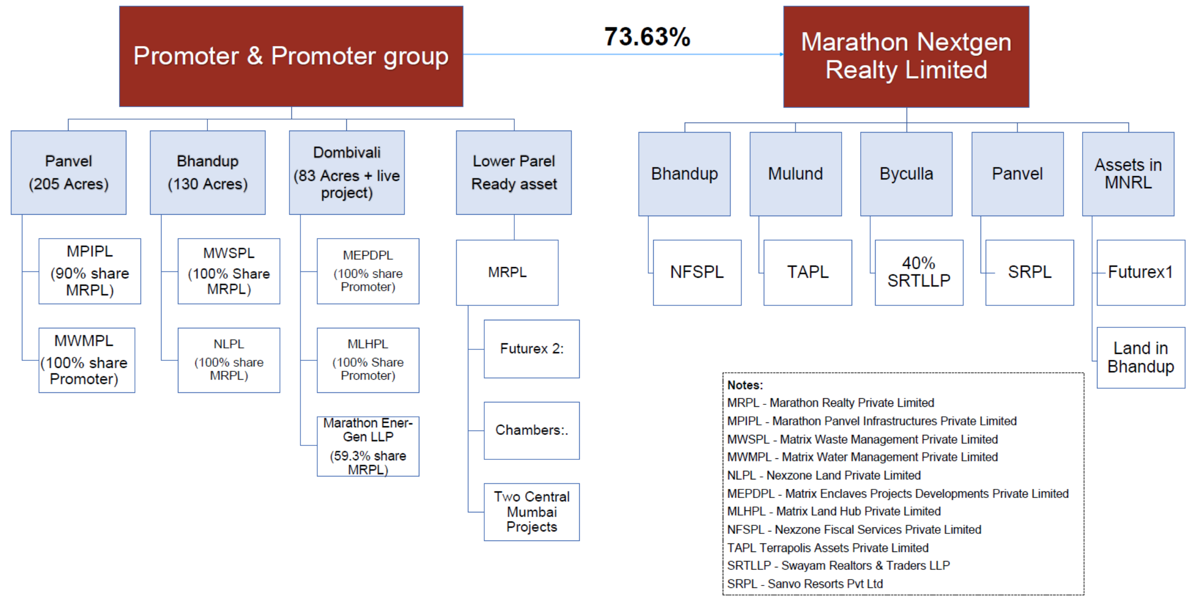
c) transfer of project namely Marathon Nextown situated at Dombivli, Thane through the transfer of partnership interest of MRPL in Marathon Ener-gen LLP to Marathon Energy Private Limited ("**MEPL**"), a wholly-owned subsidiary of our Company, by way of a demerger;

d) transfer of project namely Marathon Nexworld owned by MEPDPL situated at Dombivli, Thane as well as land admeasuring about 49 acres in Dombivli to MEPL by way of a demerger; and

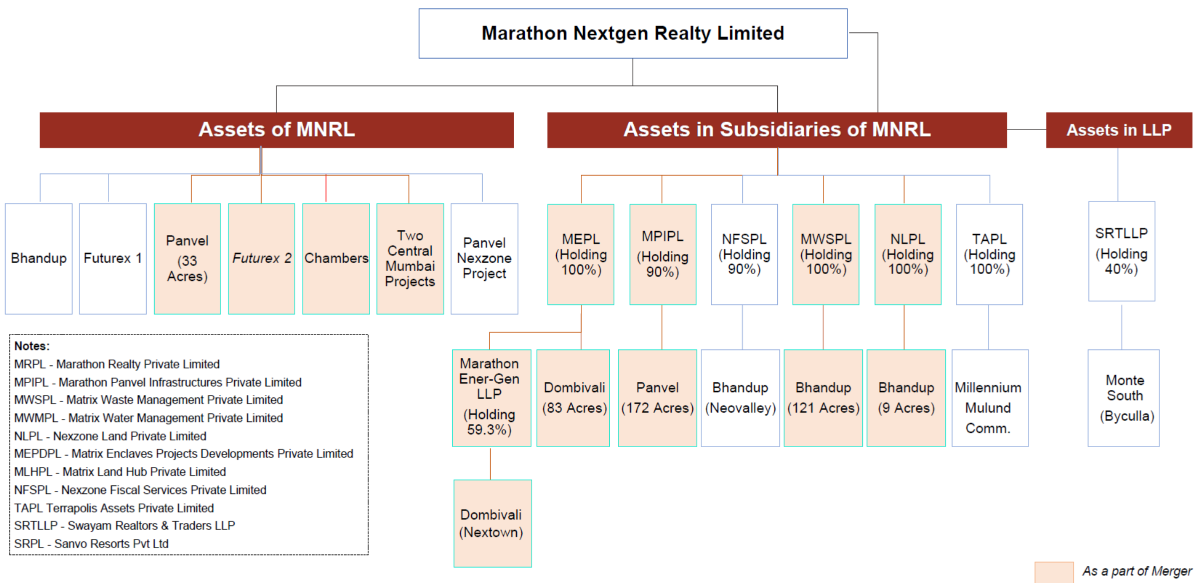
e) transfer of a project namely Marathon Nexworld owned by MLHPL situated at Dombivli, Thane as well as land admeasuring about 34 acres in Dombivli to MEPL by way of a demerger.

As a consideration of the Scheme of Arrangement, the Shareholders will receive equity shares and preference shares in accordance with the fair exchange ratio and fair share entitlement ratio. Further, the Scheme of Arrangement is intended to reduce the number of legal entities forming part of the Marathon group, simplify the structure of the Marathon group and reduce the managerial overlaps of administrative functions. While considering the valuation report issued by the registered valuer, our Board believed that fair value of each Equity Share should be revised upward to ₹575, against the value of ₹553 for each Equity Share, as determined by the registered valuer, with an intent to provide benefit to the public Shareholders of our Company.

Our current structure is as follows:




Following the merger our structure will be as follows:




The table below shows our key financial and operational metrics for our operations:

| Particulars | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|---|---|---|
| Booking Value[(1)] (₹ *in lakhs*) | 60,502.70 | 81,687.00 | 60,148.00 |
| Area sold[(2)] (*in square feet*) | 2,65,376 | 3,50,922 | 2,82,984 |
| Collections[(3)] (₹ *in lakhs*) | 52,363.87 | 69,475.85 | 54,826.45 |
| Revenue from Operations (₹ *in lakhs*) | 58,013.53 | 70,461.50 | 71,653.43 |
| Total income (₹ *in lakhs*) | 67,640.37 | 74,583.99 | 75,894.34 |
| Profit/ (loss) before tax (₹ *in lakhs*) | 20,788.79 | 18,015.39 | 15,609.89 |
| Profit/ (loss) after Tax for the Year / Period (₹ *in lakhs*) | 19,053.13 | 16,877.92 | 12,368.90 |
| PAT Margin[(4)] (%) | 28.17 | 22.63 | 16.30 |
| EBITDA[(5)] | 26,931.48 | 27,406.96 | 28,174.53 |
| EBITDA Margin (%)[(6)] | 39.82 | 36.75 | 37.12 |
| Adjusted EBITDA[(7)] (₹ *in lakhs*) | 31,939.51 | 31,984.10 | 31,115.78 |
| Adjusted EBITDA Margin[(8)] (%) | 47.22 | 42.88 | 41.00 |
| Total Equity (₹ *in lakhs*) | 1,20,262.64 | 1,00,732.94 | 79,330.88 |

| Particulars | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|---|---|---|
| Net Debt[9] (₹ *in lakhs*) | 54,212.18 | 75,057.77 | 83,786.33 |
| Net Debt to equity ratio[10] *(Number of times)* | 0.46 | 0.75 | 1.07 |
| Net Worth[11] (₹ *in lakhs*) | 1,18,697.56 | 99,565.82 | 78,520.14 |
| Total assets[12] (₹ *in lakhs*) | 2,09,746.26 | 2,23,862.44 | 2,15,320.88 |

*Notes:*

1. *Booking value is calculated as the total agreement value of residential/commercial units sold during the financial year.*
2. *Area sold refers to the total carpet area of properties sold during the financial year, measured in square feet.*
3. *Collections for the year include amounts from areas sold during the year and advances received from customers, net of taxes.*
4. *PAT Margin is calculated by dividing profit after tax for the year by total income.*
5. *EBITDA is calculated as profit before tax plus depreciation and amortization expenses plus finance cost.*
6. *EBITDA Margin is calculated as EBITDA divided by total income.*
7. *Adjusted EBITDA is calculated as EBITDA plus finance cost charged in cost of sales (including share of profit from Joint Ventures).*
8. *Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by total income.*
9. *Net debt is calculated as total borrowing (current plus non-current borrowings) less cash and cash equivalent.*
10. *Net debt to equity ratio is calculated as Net Debt divided by Total Equity.*
11. *Net Worth is calculated as owner equity which is share capital plus other equity plus share application money pending allotment and excluding non-controlling interest.*
12. *Total assets is calculated as a sum total of all assets i.e. current assets and non-current assets.*

## Our Strengths

We believe that we are well positioned to exploit the growth opportunities in the Indian real estate market. Our key competitive strengths are set out below:

***Established presence in MMR with strong positioning in the attractive micro-markets***

We are an MMR focused developer, with an established presence in high-growth micro-markets in MMR areas such as Bhandup, Byculla, Lower Parel, Mulund Panvel and Dombivli. We believe that our focus and past 47 years of experience in the MMR, provides us with a practical understanding of local market dynamics, consumer preferences, and regulatory landscape. Further, we believe that this experience gives us first-hand knowledge of the market dynamics, consumer preferences, and regulatory landscape.

In the Byculla micro-market, one of MCGM's more prominent zones, we are one of the leading developers in the market in terms of supply and annual sales in Fiscal 2025. *(Source: Liases Foras Report).* Meanwhile, in a few strategic markets, we continue to assert our dominance, by being among the top five developers in terms of volume of supply as of March 2025, the last twelve months and its value sold.*(Source: Liases Foras Report)*

The residential real estate market in MMR is one of the most dynamic and fast-paced in India, fuelled by the region's prominence as a major financial and commercial powerhouse. Home to a population of over 20 million people, the residential market consistently experiences a high demand for properties, which in turn drives property prices upward. Among all the residential markets in Tier 1 cities, MMR accounts for the largest share of absorbed stock. *(Source: Liases Foras Report).* As on March 2025, MMR has contributed to 35% of the sold stock, with a total of 1,57,192 units sold followed by Pune accounting for 18% of the residential sales among Tier -1 cities in Fiscal 2025. The MMR market stands out as the most active residential real estate market among Tier 1 cities in India. *(Source: Liases Foras Report)*

We are firmly positioned across micro markets in MMR:

- *Byculla* - As on March 2025, the micro market has a total marketable supply of over 8,800 units of which we hold 12% share making us the developer with second highest supply in the market. As on March 2025, sales in the market reached 1,224 units of which our Company contributed 7% making us the developer with the third highest sales in the market. *(Source: Liases Foras Report)*

- *Bhandup* - in Fiscal 2025 the Bhandup market saw 1,862 sales of which we contributed 3%, making us one of the top fifteen developers in terms of sales in the market. *(Source: Liases Foras Report)*

- *Panvel* – the market of Kudave, Panvel saw 1,240 sales in Fiscal 2025 of which we contributed 9%, making us the top developer with the third highest in sales within the market. *(Source: Liases Foras Report)*

- *Lower Parel* - the commercial real estate market in Lower Parel, Futurex, a project developed by us, offering a substantial 1.7 million square feet of office space across multiple towers is ranked fourth in terms of total supply and ranked first among commercial projects with offices available for sale only. *(Source: Liases Foras*

*Report)* From an absorption perspective, *Marathon Futurex* ranks first among all marketable commercial projects in the MCGM region, highlighting its strong demand in the region. *(Source: Liases Foras Report)*

We currently have 15 Ongoing and 6 Upcoming Projects, all of which are located in MMR. For information about our Ongoing and Upcoming Projects, please see the table under "- ***Overview***" above. Our strong execution track record and pipeline of projects makes us well-positioned to benefit from the real estate demand in the MMR. The realisation per square feet from commercial and residential project for Fiscal 2025, aggregated to ₹36,307.75 and ₹17,881.13 respectively. The details of booking value, realization and collection, for our projects are set forth below:

| Project | Area sold (in sq.ft.) | Booking value registered (in ₹ lakhs) | Realisation per sq feet (in ₹) | Collection (₹ lakhs) |
|---|---|---|---|---|
| Monte South* | 49,794 | 17,156.49 | 34,455.21 | 14,152.23 |
| Nexzone | 1,06,689 | 11,273.51 | 10,566.66 | 8,457.91 |
| Neopark/ Neosquare | 4,957 | 772.01 | 15,574.14 | 2,283.00 |
| NeoValley | 33,111 | 5,585.93 | 16,870.30 | 2,470.71 |
| FutureX | 36,674 | 17,678.90 | 48,204.96 | 17,678.90 |
| Millenium | 34,150 | 8,035.86 | 23,531.08 | 7,321.12 |
| **Total** | **2,65,376** | **60,502.70** | **-** | **52,363.87** |

**Based on 40% share for Monte South project*

***Well diversified portfolio serving customers across price points***

We have a diversified and balanced portfolio of commercial projects and residential developments, across price points, catering to a wide spectrum of economic and demographic segments, from luxury to integrated townships and affordable housing.

We have also defined our brand promise very clearly for our customers by creating relevant sub-brands spanning across all categories of residential and commercial real estate segments:

- *Monte* series - Our luxury portfolio is branded under the '*Monte*' series with *Monte South* at Byculla.

- *Nexseries* - We have launched townships under the '*Nex*' brand series with *Nexzone* at Panvel.


Actual Image of Marathon Nexzone


Actual Image of Marathon Nexzone


Actual Image of Marathon Nexzone

- *Neo series* - Our affordable housing projects in Bhandup are branded as '*NeoHomes*'


Rendered Image of Marathon NeoPark


Rendered Image of Marathon NeoSquare

Rendered Image of Marathon NeoValley

- Commercial property: This includes large office spaces under the sub-brand *Marathon Futurex* and small business spaces under the sub-brands *Marathon Millennium* and *Marathon Futurex*, located in Lower Parel, is commercial high-rise building featuring flexible office spaces ranging from 800.00 sq. ft. to 20,000.00 sq. ft., complemented by premium amenities like cafes, sky gardens, and break off areas. *Marathon Futurex* has received occupancy certification for up to 37 floors and partly for the 38th floor.

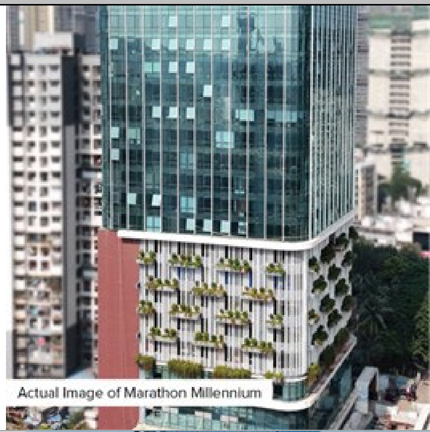

Actual Image of Marathon Futurex


Actual Image of Marathon Millennium

Over the years, we have established a strong reputation and track record in luxury, and mid-income as well as affordable housing projects. In affordable and mid-income housing, our projects, such as, *Nexzone* and *Neohomes* offer amenities, such as clubhouse, park, gym, indoor games and retail promenade for daily needs. We have developed projects such as *Monte South*, which is the most prominent project in the Byculla micro-market, launched in 2013. *(Source: Liases Foras Report)* Our luxury projects include amenities, such as clubhouse, Amazon themed landscaping, beach volleyball court, swimming pool, gym, sports courts, lounge, yoga studio, kids play area and indoor games. We believe that our ability to design a high-quality and differentiated product and positioning it to the target segment through appropriate marketing and branding strategy, has enabled us to deliver several prominent projects in all categories.

The following provides an overview of our prominent Completed Projects:

| Name and Description of the Project *(Source: Liases Foras Report)* | Market Position | Image |
|---|---|---|
| ***Monte South*** is the most prominent projects in the Byculla micro-market, having launched in 2013 with 936 residential units. Despite being launched over a decade ago, demand for *Monte South* remains strong, reflecting its lasting appeal and the quality of its offerings. In fact, the project recorded the third highest sales with 80 units in the Byculla market in Fiscal 2025, highlighting its continued popularity among homebuyers. | The project recorded the third highest sales with 80 units in the Byculla market As of Fiscal 2025, highlighting its continued popularity among homebuyers. As of March 2025, the project ranks third in the market in terms of total marketable supply. Based on the total value of units sold in Fiscal 2025, *Monte South* holds the sixth position in the Byculla micro-market, further solidifying its position as a key player in the local real estate sector *(Source: Liases Foras Report.)*. |  |
| ***Marathon Nexzone***, one of our projects, has a significant presence in the Panvel micro market. Located at the intersection of JNPT Road, NH 48 (the old Mumbai–Pune Highway), and NH 66, the Kudave micro-market benefits from high footfall due to its strategic position along the Mumbai–Pune route, with significant exposure to logistics and trade traffic on JNPT Road. JNPT Road, an 8-lane highway with two service roads, provides direct connectivity to the proposed Navi Mumbai International Airport and the existing Jawaharlal Nehru Port (JNPT), one of India's busiest ports. | In fiscal 2025, the market of Kudave, Panvel saw 1,240 units sold of which Marathon Nextgen Realty contributed 9% making it the top developer with the third highest sales in the market. *(Source: Liases Foras Report.)*. |  |

| Name and Description of the Project *(Source: Liases Foras Report)* | Market Position | Image |
|---|---|---|
| ***Marathon Millennium*** *has successfully sold around 66% of its available office space, which amounts to over 200,000 sq. ft. Proposed Infrastructure projects such as Green Metro Line and the Goregaon-Mulund Link Road are in close proximity to Marathon Millenium which can potentially improve its attractiveness among business and employers in near future* | As of December 2024, the Powai micro market has a total marketable and leasable supply of over 20.45 million sq. ft. Marathon Millennium has shown promising sales performance. *(Source: Liases Foras Report.)* |   |
| ***Marathon Futurex*** *is a commercial project in Lower Parel with 1.7 million sq. ft. of office space.* | As of December 2024, *Marathon Futurex* commands 9% of the marketable supply in the Lower Parel commercial micro-market. *(Source: Liases Foras Report.).* |   |

The following provides details of Completed Projects, across segments:

| Completed Projects | Total Carpet Area (*in sq. ft.*) | Share of our Company* (*in sq. ft.*) |
|---|---|---|
| Nexzone Atlas | 1,46,146 | 1,32,993 |
| Nexzone Aura | 1,47,058 | 1,33,822 |
| Nexzone Ion | 1,74,858 | 1,59,121 |
| Nexzone Vega | 1,76,056 | 1,60,211 |
| Nexzone Acrux | 1,63,927 | 1,49,174 |
| Nexzone Altis | 1,53,772 | 1,39,933 |
| Nexzone Avior | 1,50,255 | 1,36,732 |
| Nexzone Zodiac | 1,60,036 | 1,45,633 |
| Nexzone Zenith | 1,53,448 | 1,39,638 |
| Nexzone plaza - I | 2,379 | 2,165 |
| Monte South Titlis | 5,34,267 | 2,13,707 |
| Marathon Innova | 2,74,325 | 2,74,325 |
| Marathon Futurex | 2,91,706 | 2,91,706 |
| Marathon ERA –I | 62,170 | 62,170 |
| Marathon ERA –IV | 74,875 | 74,875 |
| **Total** | **26,65,278** | **22,16,205** |

***In-house execution capabilities and deep understanding of the MMR regulatory landscape***

We have a track record of delivering over 5.68 lakhs sq. ft. commercial and residential projects covering approximately 20.97 lakhs sq. ft. of Carpet Area as of March 31, 2025. We believe that our in-house execution capabilities are our core strength and our ability to undertake the entire execution in-house is a key distinguisher from our key competitors.

As of March 31, 2025, our execution team comprises of 453 professionals across, allowing us to manage the entire project lifecycle from regulatory approvals to planning, design, engineering, marketing, sales and property management. For instance, our effective land acquisition and conversion strength has enabled us to secure a steady pipeline of inventory, with an ability to develop projects under Slum Rehabilitation Authority ("**SRA**") models.

We have an in-house team of 604 professionals, which is responsible for overseeing compliance with regulatory requirements and liaising with government and regulatory authorities to procure requisite approvals for our projects. Given our experience of 47 years operating in these micro-markets, we have developed a deep understanding of local regulatory frameworks governing the MMR.

Our in-house design team is critical for our success, creating modelling designs for our projects. We also collaborate with domestic and international architects, which allows us to scale operations while adopting global standards of design and construction quality.

Our design capabilities are driven by an in-house team who utilize design tools. By adhering to market practices such as solar envelope studies. *Marathon Futurex,* located at Lower Parel, is rated Gold by the Indian Green Building Council.

This design excellence is further complemented by our management leadership, which enables us to execute the entire EPC cycle and manage resource allocation strategy with efficiently. Leveraging advanced technologies like Kumkang formwork (aluminum formwork technology which helps in faster completion of the construction works) and PERI formwork (a leading manufacturer and supplier of formwork and scaffolding systems) to ensure the structural integrity and longevity of the Grade-A certified buildings. We also work with international structural consultants. We use high quality lifts from leading globally-recognized Japanese and Swiss engineering companies in our buildings. We use construction equipment supplied by the likes of a German elevator manufacturer.

Furthermore, our on-site batching plants and material testing labs ensure quality control and adherence to the high industry standards throughout the construction process. We utilize advanced technologies like Kumkang formwork (aluminum formwork technology which helps in faster completion of the construction works) and PERI formwork (a leading manufacturer and supplier of formwork and scaffolding systems) to ensure the structural integrity and longevity of the Grade-A certified buildings. On-site batching plants and material testing labs ensure high-grade concrete and finishing that enables our sales team to achieve the high occupancy rates as explained above.

While we use a custom-designed CRM platform, our marketing team uses social media oriented tools like automated WhatsApp alerts and enhanced targeted marketing alerts to enhance customer engagement. Our sales network is bolstered by over 250 active channel partners, while our on-ground sales teams leverage advanced tools like virtual reality ("**VR**") to create immersive experiences for potential buyers. Our sales strategy is designed to generate maximum sales at the time of project launch with over 50.00% inventory at *Neovalley Narmada* and *Nexzone Cedar* being sold within 12 months of launch, demonstrating trust in the brand. We believe our marketing and sales capabilities, combined with a strong inventory of unsold, Occupation Certificate ("**OC**") ready units, position us to efficiently meet consumer demand, thereby allowing us, to not only capitalize on ready-to-sell inventory but also leverage our seamless execution of sales when required. Below is a breakdown of our OC-ready unsold inventory:

| Project | As a % of Ownership | Area (in sq. ft.) | Company's share in the project (in sq.ft) |
|---|---|---|---|
| Monte South | 40.00 | 1,25,984 | 50,394 |
| Nexzone | 91.00 | 50,810 | 46,237 |
| Marathon Futurex | 100.00 | 59,317 | 59,317 |
| **Total** | - | 2,36,111 | 1,55,948 |

We believe our in-house Customer Relationship Management ("**CRM**") team provides seamless assistance and service to our customers. We strive to ensure that our customers have access to all relevant information via our customer app. Our in-house facility management team ensures that our properties are well maintained. Our teams provide technical facility, soft services and housekeeping for smooth operational experience for residents' post possession.

These strengths, coupled with our focus on quality, and customer satisfaction and our understanding of the regulatory landscape, has allowed us to establish a firm position in micro-markets in the MMR.

***Strong business model with access to strategically positioned land in key micro markets***

Access to land for future development of new projects is critical for the success of our business. We rely on our ability to develop projects with strong potential through our strategic identification of land parcels in high growth micro-markets. Once we identify suitable land for our projects, we procure the development on the land through various development models.

Our ability to strategically identify growth markets allowed us to be entrants in the Lower Parel, Byculla, Panvel and Dombivli micro markets and develop projects under the SRA model.

By identifying and capitalizing on up-coming and rapidly growing micro-markets, we believe that we ensure sustained growth and value creation for our customers and shareholders. The following demonstrate our strength of identifying strategic and high growth markets in a timely manner:

- We successfully completed mill asset reconstruction to enable us to develop residential and commercial projects on mill lands in these locations, which required us to resolve various cases of settlement of long-pending labour due and outstanding loans and liabilities availed from banks and financial institutions by the erstwhile owners. We acquired land owned by Primal Spinning and Weaving Mills Limited, located in Lower Parel and launched *Marathon Innova*. Following this, we launched *Marathon Futurex* which is situated on the land on which the erstwhile Mafatal Mills was situated.

- We launched premium commercial spaces in Mulund, with the launch of *Marathon Millennium* in 2019.

- Recognizing the demand for affordable housing in Mumbai, we have launched projects in Bhandup under our sub-brand *NeoHomes* under the Slum Rehabilitation Scheme.

Details regarding the breakup of the land ownership models for our Ongoing and Upcoming Projects, as of March 31, 2025, have been set out below:

| Particulars | Number of projects | Developable Area (*in lakhs sq. ft.*) | As a % of total Developable Area | Carpet Area (*in lakhs sq. ft.*) | As a % of total Carpet Area |
|---|---|---|---|---|---|
| | | | ***On-going Projects*** | | |
| Total Outright | 15 | 22.28 | 100.00 | 22.28 | 100.00 |
| | | | ***Upcoming Projects*** | | |
| Total Outright | 6 | 31.69 | 100.00 | 31.69 | 100.00 |

A breakdown of our Upcoming Projects has been set below:

| Project | Location | Total Carpet Area (in sq. ft.) | As a % of Ownership |
|---|---|---|---|
| Monte South Phase 3 Residential | Byculla | 4,00,000 | 40.00 |
| Monte South Phase 3 Commercial l | Byculla | 7,50,000 | 40.00 |
| Nexzone Phase 3 Residential | Panvel | 3,12,500 | 91.00 |
| Nexzone Phase 3 Commercial | Panvel | 1,25,000 | 91.00 |
| NeoPark Phases | Bhandup | 4,31,948 | 100.00 |
| NeoValley Phases | Bhandup | 11,50,000 | 100.00 |
| **Total (Based on 100.00% share)** | | 31,69,448 | |
| **Total (Based on MNRL's share)** | | 24,79,448 | |

As on date of this Preliminary Placement Document, MRPL and certain members of the Promoter Group, owns approximately 418 acres of undeveloped land in strategic micro-markets of Dombivli, Panvel and Bhandup. We believe that access to this land provides us a robust pipeline of future projects in key high growth micro markets in the MMR.

We hold undeveloped land in certain strategic and attractive micro-markets including:

- ***Kudave, Panvel*** – MRPL along with members of the Promoter Group own approximately 205 acres of undeveloped land in Panvel, of which 1 acre has estimated developable area of about 69,697 sq.ft, which allows us to benefit from Panvel's excellent existing connectivity as well as anticipated improvements in the near future. Located at the intersection of JNPT Road, NH 48 (the old Mumbai–Pune Highway), and NH 66, the Kudave micro-market benefits from high footfall due to its strategic position along the Mumbai–Pune route, with significant exposure to logistics and trade traffic on JNPT Road. JNPT Road, an 8-lane highway with two service roads, provides direct connectivity to the proposed Navi Mumbai International Airport and the existing Jawaharlal Nehru Port (JNPT), one of India's busiest ports. The market's appeal is further enhanced by its proximity to the proposed Alibaug–Virar multimodal corridor, making it an attractive location for both residential and commercial developments. *(Source: Liases Foras Report.)*

- ***Bhandup*** - MRPL own approximately 130 acres of undeveloped land, of which 1 acre has estimated developable area of about 137,465 sq.ft which allows us to capitalize on Bhandup's residential appeal, affordable housing options, and strong connectivity to other parts of the city. The area is well-connected, with the Bhandup Railway Station on the Central Line offering easy access to South and Central Mumbai. Additionally, the upcoming Green Line and Pink Line metro extensions, along with a robust road network, are set to further enhance connectivity. *(Source: Liases Foras Report)*.

- ***Dombivli*** – Our Promoters own approximately 83 acres of undeveloped land, of which 1 acre has estimated developable area of about 152,989 sq.ft which allows to benefit from the growth of this area through ongoing infrastructure developments, such as upcoming metro, the Mumbai-Ahmedabad Bullet train, the proposed Airoli-Katai Naka Freeway, which are expected to enhance the area's appeal and further drive its residential growth. *(Source: Liases Foras Report.)*

We believe that our strategic land holdings across Panvel, Bhandup and Dombivli offers a unique platform for sustained future growth, enabling our Company to create future developments and cater to the evolving needs of Mumbai's real estate market and benefit from the development of certain high growth micro-markets.

***Our Strategically Positioned Ongoing Projects***

Our ongoing residential and commercial projects across prime locations in Mumbai, specifically the MMR. Our projects cater to various customer needs, ranging from affordable housing to luxurious residential housing and Gold rated commercial spaces.

Our prominent Ongoing Projects include:

- *Monte South*, located in Byculla, is a JV with Adani Realty which is proposed to be constructed on a 12.2-acre plot with plans for four residential towers and three towers launched with spacious 2 and, 3 Bedroom, Hall and Kitchen ("**BHK**") homes, with amenities such as a podium beach, amazon-themed landscaping, and more. We have received OC till the 64th floor of Tower A.

- *Marathon Nexzone*, located in Panvel, is a residential township. *Nexzone* offers 1, 2, and 2.5 BHK homes across 16 towers, catering to families seeking affordable and spacious living. *Nexzone* offers around 4,600 flats spread across 16 towers spanning 25.00 acres. Additionally, we have sold around 3,416 homes and delivered 2,350 homes with occupation certificates.

- *Neohomes*, located in Bhandup, provides an affordable housing options in central Mumbai. Projects such as *NeoSquare*, *NeoPark*, and *NeoValley* offer studio 1 and 2 BHK apartments with 19 towers spread across 20.50 acres which includes a range of amenities including a clubhouse, kids play area, terrace garden and more.

- *Marathon Millennium*, located in Mulund, offers premium metro adjacent office spaces and has received OC certification up to the 20th floor. We expect the project to be completed by June 30, 2026.

As of March 31, 2025 our Ongoing Projects reflect our operational expertise and our ability to generate sustained revenues and cash flows, ensuring a strong pipeline for future growth.

| Project name | Location | As a % of ownership | Total Carpet Area (in sq. ft.) | As a % of completion | Area sold in sq. ft. (registered units) | Sale value of registered units (in lakhs ₹) | Collection from sold area (₹ in Lakhs) | Estimated month/year of completion |
|---|---|---|---|---|---|---|---|---|
| | | | | ***Residential*** | | | | |
| Monte South (Tower B) | Byculla | 40.00% | 4,17,667 | 65.43% | 2,54,138 | 82,967.98 | 56,920.79 | December 31, 2027 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Monte South (Tower C) | Byculla | 40.00% | 3,15,555 | 16.00% | 66,960 | 23,045.85 | 9,819.44 | June 30, 2026 |
| Nexzone Antilia | Panvel | 91.00% | 1,72,881 | 73.79% | 1,42,196 | 13,941.55 | 12,286.18 | December 30, 2026 |
| Nexzone Triton | Panvel | 91.00% | 1,62,793 | 97.75% | 1,37,797 | 13,769.95 | 13,522.71 | December 30, 2025 |
| Nexzone Atria | Panvel | 91.00% | 1,49,509 | 97.45% | 1,37,380 | 13,521.40 | 13,098.23 | June 30, 2025 |
| Nexzone Aster | Panvel | 91.00% | 1,04,414 | 49.50% | 69,360 | 7,011.28 | 5,732.03 | June 30, 2028 |
| Nexzone Bodhi | Panvel | 91.00% | 1,26,350 | 63.60% | 1,10,996 | 11,683.62 | 8,436.78 | December 31, 2026 |
| Nexzone Daffodil | Panvel | 91.00% | 94,307 | 71.60% | 85,176 | 8,309.55 | 6,588.67 | June 30, 2026 |
| Nexzone Cedar | Panvel | 91.00% | 89,459 | 68.95% | 85,490 | 8,466.16 | 7,776.93 | December 30, 2026 |
| Marathon NeoSquare[1] | Bhandup | 100.00% | 61,188 | 99.14% | 34,362 | 4,827.61 | 3,249.87 | December 29, 2025 |
| Marathon NeoPark | Bhandup | 100.00% | 1,06,865 | 64.96% | 73,653 | 11,701.44 | 7,370.97 | December 31, 2025 |
| Neo Valley - Kaveri | Bhandup | 90.00% | 1,10,734 | 66.79% | 1,05,225 | 16,903.89 | 6,948.27 | June 30, 2026 |
| Neo Valley - Narmada | Bhandup | 90.00% | 1,18,063 | 33.21% | 52,742 | 8,688.90 | 2,426.93 | December 31, 2027 |
| ***Commercial*** | | | | | | | | |
| Marathon Millennium | Mulund | 100.00% | 1,79,440 | 88.43% | 1,24,433 | 26,522.39 | 23,651.67 | June 30, 2026 |
| Nexzone Plaza | Panvel | 91.00% | 19,110 | 41.76% | - | - | - | December 31, 2026 |
| **Total** | | | 22,28,335 | | 1,479,908 | 2,51,361.57 | 177,829.47 | |

*Notes:*

*(1) The title of the property vests with the Government of Maharashtra and has been leased to Mahakaleshwar Co-operating Housing Society by an agreement dated August 9, 2004. Our Company has entered into a development agreement with Mahakaleshwar SRA Co-operative Housing Society dated December 10, 2015 which has given us the right to redevelop the land.*

***Experienced promoter and management team***

We are driven by a leadership team with expertise and a commitment to excellence in real estate development. Our Promoter and Chairman and Managing Director, Chetan Ramnikal Shah, brings over four decades of experience in large-scale project planning, quality assurance, and execution. He is a qualified engineer with academic credentials that include a B. Tech in Civil Engineering from IIT Bombay and an M.S. in civil engineering from the University of Houston. Our Promoter, Mayur Ramnikal Shah, has over three decades of experience in real estate and the construction industry. He's a qualified civil engineer, with a degree in civil engineering from the University of Bombay and M.S. in civil engineering from Oklahoma State University.

Our leadership team also comprises of Parmeet Mayur Shah, Samyag Mayur Shah, and Kaivalya Chetan Shah, which continues to build on this legacy. Educated at premier institutions such as Columbia University, and the University of California, we believe, will help in ensuring that our business remains agile and future-ready.

Kaivalya Chetan Shah has a degree in Bachelor of Science with a major in Structural Engineering from the University of California, San Diego. Samyag Shah has a degree in BA in Economics from the University of California, San Diego, and Parmeet Mayur Shah, a member of the Promoter Group, holds an MS degree from Columbia University.

***Diversified Portfolio for Risk Mitigation***

We have a diversified portfolio which includes premium and luxury housing (*Monte South*), affordable and mid-income housing (*NeoHomes* and *Nexzone*), Commercial spaces (*Futurex*), catering to a wide spectrum of economic and demographic segments, from luxury residences in South Mumbai to townships in the extended suburbs of the MMR. As of March 31, 2025, our product breakdown consists of a breakdown between our Completed Projects, Ongoing Projects and Upcoming Projects.

Our Completed Projects portfolio consists of: 14.26 lakhs sq. ft. or 53.49% of our Completed Projects consists of affordable housing and mid-income, we have 6.71 lakhs sq. ft. or 25.19% of our Completed Projects in premium and luxury housing, 5.66 lakhs sq. ft. or 21.24% of our Completed Projects in office space and 0.02 lakhs sq. ft. in retail space. Our Ongoing Projects portfolio consists of: 12.97 lakhs sq. ft. or 58.19% of our Ongoing Projects in affordable housing, 7.33 lakhs sq. ft. or 32.90% of our Ongoing Projects in premium and luxury housing, 1.79 lakhs sq. ft. or 8.05% of our Ongoing Projects in office space and 0.19 sq. ft. or 0.86% in retail space. Our Upcoming Projects portfolio consists of: 20.19 lakhs sq. ft. or 63.72% of our Upcoming Projects in affordable housing, 4.00 lakhs sq. ft. or 12.62% of our Upcoming Projects in premium and luxury housing, 7.50 lakhs sq. ft. or 23.66% of our Upcoming Projects in office space.

Over the years, we have established a strong track record in the affordable and mid-income space as well as premium housing projects such as our offerings in *NeoHomes*, and *Nexzone* and *Monte South* respectively.

| Particulars | Affordable and Mid-Income housing (in sq. ft.) | Premium and Luxury housing (in sq. ft.) | Office space (in sq. ft.) | Retail space (in sq. ft.) |
|---|---|---|---|---|
| Completed Projects | 14,25,556 | 6,71,312 | 5,66,031 | 2,379 |
| Ongoing Projects | 12,96,563 | 7,33,222 | 1,79,440 | 19,110 |
| Upcoming Projects | 20,19,448 | 4,00,000 | 7,50,000 | - |
| **Total** | 47,41,567 | 18,04,534 | 14,95,471 | 21,489 |

## Our Strategies

### *Expand our leadership position in the MMR*

Our focus is to continue to grow in the MMR real estate market, which will continue to provide us with growth opportunities in the future. We believe that our market leadership, industry knowledge and understanding of the regulatory environment in the MMR will enable us to benefit from the expected increase in real estate demand as the Government commits infrastructure spending in the MMR.

We intend to focus on acquiring land parcels for both our commercial and residential projects to expand our leadership position in the MMR. Our focus will be to maintain our balanced portfolio that includes both residential and commercial projects. In furtherance of our strategy, we propose to strategically capitalize on land bank of more than 418 acres of undeveloped land owned by MRPL and certain members of our Promoter Group. MRPL along with members of the Promoter Group owns more than 205 acres of undeveloped land in Panvel, more than 130 acres of undeveloped land in Bhandup and 83 acres in Dombivli.

We intend to capitalize on this by collaborating with MRPL and members of our Promoter Group for planning our future development portfolio. We believe that by utilizing this land bank, we can achieve cost efficiency (by eliminating acquisition cost for additional land), which will help maximize the value of our existing assets, resulting in higher returns. Leveraging this land bank will help us accelerate project timelines, reduce acquisition costs, and drive overall growth and profitability.

### *Expand to other high-growth markets*

While the MMR remains and is expected to remain our primary focus, we have strategically evaluated and will continue to evaluate opportunities to grow in Maharashtra within cities and micro markets that have high demand. We believe that this strategy will enhance our ability to diversify our revenue streams and reduce over dependence on the MMR. We believe that our market leadership, industry knowledge and familiarity with the regulatory environment in Maharashtra will enable us to benefit from the expected increase in real estate demand in neighboring cities, such as Pune. According to the Liases Foras Report, Pune is the second-highest city in terms of new residential supply. We plan to replicate our growth model for the MMR and continue to expand in MMR across micro markets and asset classes and use the expansion approach in MMR as a blueprint for other tier one cities (by population) in India. We plan to partner with leading local developers and landowners in these new geographies to dilute the initial risks of land acquisitions and government approvals.

We plan to adopt a strategic focus on driving growth in Bangalore, Karnataka, capitalizing on the region’s growing real estate demand. This growth initiative will be complemented by expanding into other cities within Karnataka, diversifying revenue streams and minimizing reliance on any single market or region. Our plans to venture into new geographies includes collaboration with prominent local developers and landowners, drawing on their local knowledge and networks to facilitate land acquisitions and navigate regulatory approvals. We believe that this approach will mirror the successful strategy used in Maharashtra, reducing dependence on the MMR and a diversified, resilient growth trajectory.

We believe that geographical diversification of our projects will reduce our reliance on a particular region and allow us to capitalise on different growth trends in various regions across India/the State. We believe that our strategy of focusing on further developing our existing markets as well as expanding into new markets with high growth potential will enable us to effectively target growth opportunities, widen our revenue base, as well as reduce the risk of volatile market conditions and price fluctuations resulting from concentration of resources in a particular geographic region.

***Diversify our customer base***

We intend to continue growing our portfolio in a balanced manner, and strategically create distinct sub-brands with distinctive designs, functionalities, quality construction and finishes to address customers across price points. We intend to capitalize on our expertise, experience, and business model to continue expanding our customer base and cater to a wide array of customers which desire aspirational developments and in our view are currently under served by the existing market participants.

***Driving sustainable growth through innovation and digital transformation***

We are committed to driving sustainable growth through a focus on innovation, digital transformation, and operational efficiency. This commitment to technological advancement will facilitate our operations in reducing overheads and improving product design based on customer feedback.

We are actively investing in innovative solutions that enhance project delivery timelines, improve operational efficiency, and foster environmental responsibility. Our ongoing efforts to digitally transform our business include the adoption of automation, data-driven project management, and predictive analytics to streamline operations and ensure sustainable growth. We also rely on specific technology for quantity estimation from drawings and quality management as well as system driven sales through automated data tracking and analytics and integrated software for pre-sales, sales, post sales and customer experience management. By deploying centralized monitoring systems coupled with our experience and robust financial performance, we are able to optimize our project management processes and deliver cost-effective results thereby positively impacting our balance sheet.

We intend to focus on improving sustainability through the use of eco-friendly technologies, energy-efficient designs, and waste reduction strategies across our projects.

**Key business processes**

We have established a systematic process for land acquisition, project execution, design and planning, and customer marketing.

***Well-recognized brand and execution track-record delivering residential and commercial projects***

We have over four decades of experience in real estate development, with a proven track record of execution across a diversified portfolio of projects spanning various price points and types within the MMR. Our projects consistently demonstrate strong market demand, with substantial sales achieved prior to completion, reflecting customer confidence in our offerings.

For instance, *Monte South*, our luxury residential project in Byculla, has achieved significant milestones. As of March 31, 2025, Tower A is 100.00% complete, with 408,283 sq. ft. of carpet area sold; Tower B is 65.43% complete, with 254,138 sq. ft. sold; and Tower C is 16.00% complete, with 66,960 sq. ft. sold. Similarly, our township project, *Nexzone* in Panvel, has seen robust demand, with Phase 1 at 96.80% completion and 1,794,497 sq. ft. sold, while Phase 2 is 62.19% complete with 351,022 sq. ft. sold.

Our affordable housing initiative, the *Neovalley Narmada* series in Bhandup, has also demonstrated strong pre-completion sales. As of March 31, 2025, *NeoSquare* is 99.14%% complete with 34,362 sq. ft. sold, and *NeoPark* is 64.96%% complete with 73,653 sq. ft. sold. In the commercial segment, *Marathon Futurex* in Lower Parel is 100.00% complete, with 232,389 sq. ft. of Carpet area sold and *Marathon Millennium* is 88.43% complete, with 124,433 sq. ft. sold.

These achievements underscore our ability to deliver projects that resonate with market demand while achieving high pre-completion sales. We believe this demonstrates our commitment to timely project delivery, strong brand positioning, and our ability to cater to diverse customer preferences across residential and commercial segments. Below is an outline of our Completed Projects as well as our Ongoing Projects.

| Completed Projects | Total Carpet Area (*in sq. ft.*) | Share of our Company* (*in sq. ft.*) |
|---|---|---|
| Nexzone Atlas | 1,46,146 | 1,32,993 |
| Nexzone Aura | 1,47,058 | 1,33,822 |
| Nexzone Ion | 1,74,858 | 1,59,121 |
| Nexzone Vega | 1,76,056 | 1,60,211 |
| Nexzone Acrux | 1,63,927 | 1,49,174 |
| Nexzone Altis | 1,53,772 | 1,39,933 |
| Nexzone Avior | 1,50,255 | 1,36,732 |
| Nexzone Zodiac | 1,60,036 | 1,45,633 |
| Nexzone Zenith | 1,53,448 | 1,39,638 |
| Nexzone plaza - I | 2,379 | 2,165 |
| Monte South Titlis | 5,34,267 | 2,13,707 |
| Marathon Innova | 2,74,325 | 2,74,325 |
| Marathon Futurex | 2,91,706 | 2,91,706 |
| Marathon ERA –I | 62,170 | 62,170 |
| Marathon ERA –IV | 74,875 | 74,875 |
| **Total** | **26,65,278** | **22,16,205** |

As of March 31, 2025 our Ongoing Projects reflect our operational expertise and our ability to generate sustained revenues and cash flows, ensuring a strong pipeline for future growth.

| Project name | Location | As a % of ownership | Total Carpet Area (in sq. ft.) | As a % of completion | Area sold in sq. ft. (registered units) | Sale value of registered units (in lakhs ₹) | Collection from sold area (₹ in Lakhs) | Estimated month/year of completion |
|---|---|---|---|---|---|---|---|---|
| | | | | ***Residential*** | | | | |
| Monte South (Tower B) | Byculla | 40.00% | 4,17,667 | 65.43% | 2,54,138 | 82,967.98 | 56,920.79 | December 31, 2027 |
| Monte South (Tower C) | Byculla | 40.00% | 3,15,555 | 16.00% | 66,960 | 23,045.85 | 9,819.44 | June 30, 2026 |
| Nexzone Antilia | Panvel | 91.00% | 1,72,881 | 73.79% | 1,42,196 | 13,941.55 | 12,286.18 | December 30, 2026 |
| Nexzone Triton | Panvel | 91.00% | 1,62,793 | 97.75% | 1,37,797 | 13,769.95 | 13,522.71 | December 30, 2025 |
| Nexzone Atria | Panvel | 91.00% | 1,49,509 | 97.45% | 1,37,380 | 13,521.40 | 13,098.23 | June 30, 2025 |
| Nexzone Aster | Panvel | 91.00% | 1,04,414 | 49.50% | 69,360 | 7,011.28 | 5,732.03 | June 30, 2028 |
| Nexzone Bodhi | Panvel | 91.00% | 1,26,350 | 63.60% | 1,10,996 | 11,683.62 | 8,436.78 | December 31, 2026 |
| Nexzone Daffodil | Panvel | 91.00% | 94,307 | 71.60% | 85,176 | 8,309.55 | 6,588.67 | June 30, 2026 |
| Nexzone Cedar | Panvel | 91.00% | 89,459 | 68.95% | 85,490 | 8,466.16 | 7,776.93 | December 30, 2026 |
| Marathon NeoSquare [1] | Bhandup | 100.00% | 61,188 | 99.14% | 34,362 | 4,827.61 | 3,249.87 | December 29, 2025 |
| Marathon NeoPark | Bhandup | 100.00% | 1,06,865 | 64.96% | 73,653 | 11,701.44 | 7,370.97 | December 31, 2025 |
| Neo Valley - Kaveri | Bhandup | 90.00% | 1,10,734 | 66.79% | 1,05,225 | 16,903.89 | 6,948.27 | June 30, 2026 |
| Neo Valley - Narmada | Bhandup | 90.00% | 1,18,063 | 33.21% | 52,742 | 8,688.90 | 2,426.93 | December 31, 2027 |
| | | | | ***Commercial*** | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Marathon Millennium | Mulund | 100.00% | 1,79,440 | 88.43% | 1,24,433 | 26,522.39 | 23,651.67 | June 30, 2026 |
| Nexzone Plaza | Panvel | 91.00% | 19,110 | 41.76% | - | - | - | December 31, 2026 |
| **Total** | | | 22,28,335 | | 1,479,908 | 2,51,361.57 | 177,829.47 | |

*Notes:*

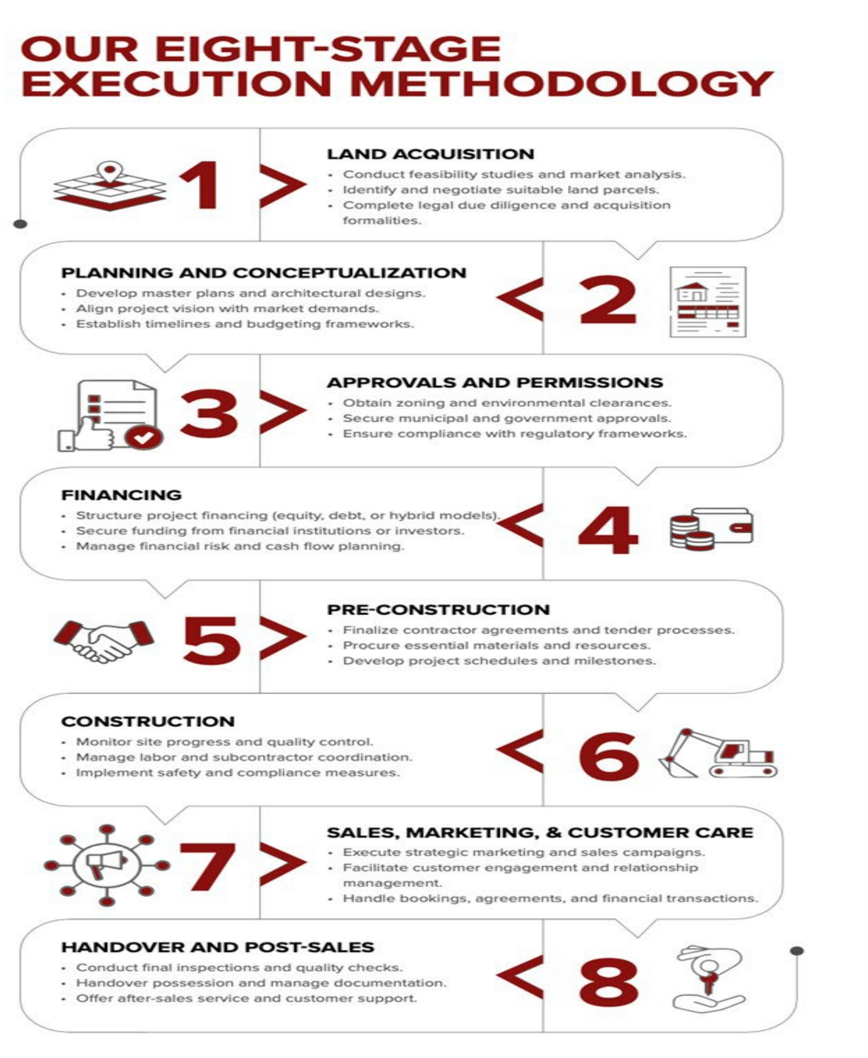
(1) *The title of the property vests with the Government of Maharashtra and has been leased to Mahakaleshwar Co-operating Housing Society by an agreement dated August 9, 2004. Our Company has entered into a development agreement with Mahakaleshwar SRA Co-operative Housing Society dated December 10, 2015 which has given us the right to redevelop the land.*

***Land Acquisition***

We employ a multi-faceted approach to land acquisition, driven by ongoing market research. Our business development team, with input from senior management, identifies locations which we believe provide future growth prospectus. The land acquisition process involves specific procedures to identify suitable land and assess ongoing market demand for commercial or residential properties. This process begins with identifying appropriate locations in the micro-markets we operate in based on assessment reports and market data, focusing on areas where we have a limited presence alongside an optimistic upside to our investment. Site accessibility, utility infrastructure availability, general economic conditions, anticipated demand, competitive landscape, and neighborhood amenities are key factors in site selection. The feasibility of obtaining governmental approvals and our ability to leverage projects which are SRA buildups, and micro-market landbanks, alongside adding necessary infrastructure improvements like sewage works, roads, and electricity are also carefully evaluated. Our detailed market research guides development options, analyzing scenarios for optimal land usage and profit maximization. A feasibility study determines the total consumable floor space index, required approvals, procurement timelines, and necessary land usage changes.

***Project execution***

We utilise an eight stage execution methodology for our development projects, consisting of (i) land acquisition; (ii) planning and conceptualisation; (iii) approvals and permissions; (iv) financing; (v) pre-construction; (vi) construction; (vii) sale, marketing and customer care; and (viii) handover and post sales. A summary of the activities involved in these eight stages of project development phases is set out in the following chart:




***Marketing, Sales and Customer Relationship Management ("CRM") capabilities***

An important part of our business process includes customer engagement. We have a marketing, sales, and CRM capabilities. Marketing is handled by an in-house creative, digital, and 3D team that presents our products with high-quality images and collateral, while our strong digital marketing generates leads and brand awareness. Our sales and sourcing team leverages a large sourcing team that maintains relationships with over 250 monthly channel partners, and a sales team equipped with touchscreens and AR/ VR experiences. As part of our commitment to digital innovation, we offer 360-degree digital walkthroughs of apartments and project localities, providing prospective buyers with an interactive experience. This not only enhances the customer journey but also streamlines decision-making processes. Finally, CRM is managed by an in-house team that handles customer service end-to-end, from onboarding to issue resolution ensuring quality customer satisfaction capabilities. Our integrated in-house capabilities, from engineering to customer relationship management, are key drivers of its operational efficiency and market success.

Our strong brand reputation, built over four decades, significantly influences customer decisions. Our clearly defined product categories including our luxury *Monte* series, township *Nex* series, affordable *NeoHomes* series, and small business spaces at Millennium, which cater to diverse customer needs. We leverage technology like virtual tours, to enhance customer engagement. Our in-house marketing team drives lead generation and creates efficient marketing campaigns. We leverage technology like virtual tours, to enhance customer engagement. Our dedicated sales and sourcing teams, supported by a network of over 250 channel partners. Our sales strategy focuses on maximizing launch sales, with over 30% to 50% of inventory in our recent launches sold within fifteen months. A CRM team manages the process from sale to possession through a customer app, ensuring efficient issue resolution. Our facility management team maintains properties including soft services and housekeeping. This integrated approach, supported by a team of over 604 professionals, ensures superior quality, timely delivery, and effective cost management.

*Regulatory approvals*

We have a liaison team who assist our ability in obtaining our projects approvals from various statutory authorities. For our projects in the MMR, we have to obtain necessary permissions and approvals for the construction and development of our projects.

***Customer marketing***

*Brand management*

We believe this unit is pivotal in shaping and nurturing our corporate and product brands. Our brand managers oversee every aspect of brand development, from strategic media planning to execute our media campaigns.

*Customer and market insights ("**CMI**")*

Understanding our customers and the markets we operate in is critical to our operations. The CMI team The CMI team tracks and generates insights from social media and online platforms. They utilize social media oriented tools such as automated WhatsApp alerts and targeted marketing alerts to boost customer engagement. Our CMI team continues to expand our digital footprint, capitalizing on the vast potential of social media and online platforms.

*Digital marketing*

Digital marketing is the cornerstone of our efforts to build brand awareness and generate leads. The team co-ordinates with brand managers for creating efficient marketing campaigns.

*Media management*

Our media management ensures our marketing campaigns are not only impactful but also efficient. By maintaining accounts and billing for marketing team, this team ensures that resources are allocated optimally.

*Sales*

We employ a comprehensive and dynamic sales strategy that leverages multiple channels to connect with a diverse customer base. Our approach combines the expertise of direct sales teams, an extensive network of channel partners. The sales operations are structured to build partnerships with businesses to drive bulk and employee sales. The sales team maintains and creates long-term relationships by catering to repeat customers and referrals. The team is responsible for driving sales velocity by using advanced tools and high-quality marketing collaterals.

Our sales strategy is catered to capitalize on project launches. This strategic focus allows us to generate significant cash flows early, reducing reliance on debt financing and maintaining financial discipline. Furthermore, we boast a vast and active network of channel partners, which significantly extends our market reach and penetration. Our in-house sourcing and sales teams are equipped with advanced tools and high-quality marketing collateral, enabling them to effectively engage this network and drive sales velocity.

***Customer care***

We have a dedicated customer care team with approximately 28 professionals, as of March 31, 2025, which engages with our customers to assist them with the entire process from sale to possession. Our customer care team and other departments such as legal, accounts, planning, product development and sales work in unison until project completion or handover of unit.

***Safety measures***

Safety is a core value embedded in every aspect of our operations. Additional strengthening measures are integrated into our designs to mitigate potential distress during earthquakes, ensuring structural resilience and occupant safety.

Fire safety is another critical priority. All our Completed Projects adhere to the statutory fire safety standards outlined by the NBC. We equip them with advanced fire detection and firefighting systems, including fire alarms, wet risers and sprinklers. To ensure preparedness, regular fire safety and evacuation mock drills are conducted to enhance awareness among occupants, and our fire safety systems undergo routine inspections to maintain operational effectiveness.

We aim to provide and maintain a healthy, safe working environment to minimize the risks to employees, contractors, visitors, and others who may be affected by our activities, while fulfilling expectations of our customers of high quality and safe products. We continuously monitor and identify health and safety risks in the workplace to control and mitigate such risks to achieve continual improvement in our health and safety performance. On-site material testing labs further ensure that all materials meet stringent quality and construction standards.

***Environmental matters***

We are subject to various mandatory national, state and municipal environmental laws and regulations in India. Our operations are also subject to inspections by government officials with regard to various environmental issues. In addition to compliance with the requisite environment laws, we have chosen to take a lead on environmentally sustainable goals. *Marathon Futurex* at Lower Parel is rated Gold by the Indian Green Building Council. Our projects use Sewage Treatment Plant ("**STP**") treated water for flushing and landscaping to conserve water, we have installed solid waste management plans to treat solid waste.

***Our continued commitment to environmental, social and governance principles***

Our commitment to Environmental, Social and Governance ("**ESG**") principles is at the core of our operations. We integrate ESG strategies into our business to create long-term value.

*Environmental commitment:*

We are dedicated to reducing our environmental impact through various initiatives:

- <u>Energy efficiency:</u> Our projects incorporate energy-efficient designs, ensuring that buildings consume less power and operate more sustainably.

- <u>Renewable energy:</u> We are actively adopting renewable energy solutions, such as solar panels and wind energy, wherever feasible.

- <u>Carbon footprint reduction:</u> We strive to minimize our carbon footprint throughout the project lifecycle, from construction to operation.

*Innovative solutions:*

To reach these milestones, we are exploring and implementing innovative solutions:

- <u>Green building technologies</u>: We are investing in advanced technologies that enhance the sustainability of our buildings such as *Marathon Futurex*. Here, we use advanced Variable Refrigerant Volume systems for air-conditioning to reduce our building's energy consumption. The building has a sewage treatment plant that recycles water waste and rainwater harvesting system.

- <u>Sustainable materials:</u> We prioritize the use of sustainable and eco-friendly materials such as by-products of other industries like fly ash.

- <u>Waste management:</u> Our projects include waste management systems to reduce, reuse, and recycle construction waste.

*Social and governance commitment:*

Our ESG strategy also encompasses social and governance aspects:

- <u>Community engagement:</u> We engage with local communities to ensure our projects benefit the surrounding areas and contribute to social well-being.

- <u>Employee welfare</u>: We prioritize the health, safety, and development of our employees, fostering a positive and inclusive workplace culture.

- Transparent governance: We maintain high standards of corporate governance, ensuring transparency, by monitoring and reporting our ESG performance transparently, and accountability in all our operations.

*Accountability and transparency:*

We are committed to monitoring and reporting our ESG performance. By holding ourselves accountable to the highest standards of sustainability, we aim to build trust with our stakeholders and demonstrate our dedication to a sustainable future.

Our commitment to ESG principles not only benefits the environment but also enhances our long-term value and appeal to environmentally conscious investors and customers.

***Information technology***

We recognize the critical role of information and communication technologies ("**ICT**") in driving efficiency, enhancing project management, and customer experiences. We have implemented external relationship management solutions to streamline operations. These systems ensure coordination and operational efficiency of our projects.

Our sales team is equipped with advanced tools, including touchscreens and immersive AR/VR experiences, which enhance customer engagement. Additionally, we leverage a custom CRM platform to improve customer engagement and communication.

***Insurance***

We believe that we have robust risk management processes in place. Our insurance policies cover risks such as weather, fire and Employee State Insurance ("**ESI**") we envisage for many of our projects, which may include physical loss or damage, including natural perils. In addition to the insurance for physical risks, we also procure adequate liability policies to cover identified risks, which may affect us. The insurance policies which cover our projects include the contractors' and sub-contractors' scope of work. We also procure policies relating to employee welfare and employee related liabilities.

***Intellectual property***

As on the date of this Preliminary Placement Document, we have four trademark registrations of two different classes for names and logos of our projects and we have filed four applications before the Registrar of Trade Marks, Mumbai, for registration of our distinctive mark for four of our other projects. We do not own the "Marathon" trademark and logo or brand name. Further, the word mark 'Marathon' is registered by our Promoter, Marathon Realty Private Limited.

***Awards and accolades***

We have been consistently recognized for our excellence in real estate development and innovation, receiving several prestigious awards and accolades, including:

- "Best Ultra Luxury Project of the Year 2023" for *Monte South* at the Zee Real Estate & Business Excellence Awards;
- Our Chairman, Chetan Ramnikal Shah, was awarded 2023 Grohe Hurun India Luxury Real Estate Excellence;
- "Iconic Premium Residential Project" for Nexzone at the Mid-day Real Estate and Infrastructure Icons awards 2019.
- "Top Challenger Award" for Marathon group at the Construction World Global Awards 2022;
- "Developer of the Year" for Marathon group at the Estrade Real Estate Awards, Digital Awards, Singapore, in 2021;
- "The Ramkrishna Bajaj National Quality Awards" for 'Making Quality Happen' in 2017

- "Best Commercial High-Rise Development" for *Marathon Futurex* at the Asia Pacific Property Awards 2017-2018

- "Residential High-Rise Development India" for *Monte South* at the Asia Pacific Property Awards 2017

- "DL Shah Quality Award" in 2018 for *Marathon group* by the Quality Council of India

These accolades reflect our unwavering commitment to delivering projects and maintaining a leadership position in the real estate developer industry.

***Competition***

Real estate development industry in India is highly competitive. We face competition from regional, national, and international real estate developers. As we seek to diversify into new geographies, we face the risk that some of our competitors have a pan-India presence while our other competitors have a strong presence in certain regional markets.

Competition from other developers in India may adversely affect our ability to sell or lease our projects, and continued development by other market participants could result in saturation of the real estate market which could adversely impact our revenue. Increasing competition could result in price and supply volatility which could materially and adversely affect our results of operations. For more details, see "***Risk Factors – Increase in competition in the Indian real estate sector from various national and regional real estate developers, especially in the MMR real estate market, may adversely affect our profitability***." on page 65.

**Employees and contract labour**

As of March 31, 2025, we had 604 full time employees. In addition, we employ a large number of contract labour depending on the requirements of our various projects.

The following table provides information about our full-time employees, as on March 31, 2025:

| Department | Number of Employees |
|---|---|
| Accounts | 35 |
| Customer Relationship Management | 28 |
| Design and Architect | 8 |
| Finance | 12 |
| Human Resources and Admin | 33 |
| Internal Audit | 5 |
| Information Technology | 7 |
| Land and Lesioning | 21 |
| Legal | 16 |
| Management | 3 |
| Marketing | 9 |
| Presales | 8 |
| Projects | 369 |
| Sales | 46 |
| Secretarial | 4 |
| Total | 604 |

***Properties***

Our corporate office is at 702, Marathon Max, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400 080, Maharashtra, India and our registered office is at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India. Further, both our Corporate Office and Registered Office are owned by our Promoter, MRPL.

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### Board of Directors

The Composition of our Board is governed by the provisions of the Companies Act, 2013, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles of Association of our Company. As on the date of this Preliminary Placement Memorandum, we have ten Directors on our Board, comprising three Executive Directors, two Non-Executive Directors and five Independent Directors, including one-woman Independent Director.

Our Board composition is in compliance with Companies Act, 2013 and the SEBI Listing Regulations.

The following table sets forth the profile of our Board as of the date of this Preliminary Placement Document:

| Name, date of birth, address, occupation, term and DIN | Age (years) | Designation |
|---|---|---|
| **Chetan Ramniklal Shah**<br><br>**Date of birth:** March 13, 1956<br><br>**Address:** 1201, Marathon Onyx, Devidayal Road, Behind Devidayal Garden, Mulund West, Mumbai 400 080, Maharashtra, India<br><br>**Occupation:** Business<br><br>**Term:** Five years with effect from July 1, 2023<br><br>**DIN:** 00135296 | 69 | Chairman and Managing Director |
| **Kaivalya Chetan Shah**<br><br>**Date of birth:** February 9, 1987<br><br>**Address:** 1201, Marathon Onyx, Off Devidayal Road, Near Devidayal Garden, Mulund West, Mumbai 400 080, Maharashtra, India<br><br>**Occupation:** Service<br><br>**Term:** Five years with effect from May 28, 2024, liable to retire by rotation<br><br>**DIN:** 03262973 | 38 | Whole-time Director |
| **Samyag Mayur Shah**<br><br>**Date of birth:** May 8, 1991<br><br>**Address:** Kailas, Devi Dayal Road, Opposite Tirupati Apartment, Mulund West, Mumbai 400 080, Maharashtra, India<br><br>**Occupation:** Service<br><br>**Term:** Five years with effect from May 28, 2024, liable to retire by rotation<br><br>**DIN:** 06884897 | 34 | Whole-time Director |
| **Mayur Ramniklal Shah**<br><br>**Date of birth:** April 13, 1962<br><br>**Address:** Flat No. 1201, Marathon Onyx, Devidayal Road, Behind Devidayal Garden, Mumbai 400 080, | 63 | Non-Executive and Non-Independent Director |

| Name, date of birth, address, occupation, term and DIN | Age (years) | Designation |
| --- | --- | --- |
| Maharashtra, India<br><br>**Occupation:** Business<br><br>**Term:** Liable to retire by rotation<br><br>**DIN:** 00135504 | | |
| **Shailaja Chetan Shah**<br><br>**Date of birth:** November 20, 1958<br><br>**Address:** 1201, Marathon Onyx, Off Devidayal Road, Behind Devidayal Garden Mulund West, Mumbai 400 080, Maharashtra, India<br><br>**Occupation:** Business<br><br>**Term:** Liable to retire by rotation<br><br>**DIN:** 00215042 | 66 | Non-Executive and Non-Independent Director |
| **Deepak Rameshchandra Shah**<br><br>**Date of birth:** June 4, 1964<br><br>**Address:** 1305, Casa Grande Tower-2, Senapati Bapat Marg, Lower Parel West, Delisle Road, Mumbai 400 013, Maharashtra, India<br><br>**Occupation:** Practicing Chartered Accountant<br><br>**Term:** Five years with effect from February 9, 2022<br><br>**DIN:** 06954206 | 61 | Independent Director |
| **Atul Jayantilal Mehta**<br><br>**Date of birth:** August 17, 1957<br><br>**Address:** 801, Oswal Apartment, P.K. Road, Near Raja Ind Estate, Mulund West, Mumbai 400 080, Maharashtra, India<br><br>**Occupation:** Business<br><br>**Term:** Five years with effect from February 13, 2025<br><br>**DIN:** 08697102 | 67 | Independent Director |
| **Parul Abhoy Shah**<br><br>**Date of birth:** June 2, 1961<br><br>**Address:** Near Nirmal Lifestyle,1011, Marathon Galaxy-I, LBS Marg, Mulund West, Mumbai 400 080, Maharashtra, India<br><br>**Occupation:** Professional<br><br>**Term:** Five years with effect from February 13, 2025<br><br>**DIN:** 02899386 | 64 | Independent Director |
| **Ashwin Mohanlal Thakker** | 69 | Independent Director |

| Name, date of birth, address, occupation, term and DIN | Age (years) | Designation |
|---|---|---|
| **Date of birth:** February 18, 1956<br><br>**Address:** 13/14, Arihant Krupa, V.P. Road, Mulund West, Mumbai 400 080, Maharashtra, India<br><br>**Occupation:** Business<br><br>**Term:** Five years with effect from November 13, 2020<br><br>**DIN:** 00686966 | | |
| **Devendra Jashwantrai Shrimanker**<br><br>**Date of birth**: October 9, 1965<br><br>**Address**: 104, Shivtirth Building No: 2,4/6, Bhulabhai Desai Road, Opposite Heera Panna Building, Mahalaxmi, Cumballa Hill, Mumbai 400 026, Maharashtra, India<br><br>**Occupation**: Professional (Chartered Accountant)<br><br>**Term**: Five years with effect from May 28, 2024<br><br>**DIN**: 00385083 | 59 | Independent Director |

**Brief Profiles of our Directors**

**Chetan Ramniklal Shah** is the Chairman and Managing Director of our Company. He has been associated with our Company since 2003.

**Kaivalya Chetan Shah** is a Whole-time Director of our Company. He has been associated with our Company since 2023.

**Samyag Mayur Shah** is a Whole-time Director of our Company. He has been associated with our Company since 2023.

**Mayur Ramniklal Shah** is a Non-Executive and Non-Independent Director of our Company. He has been associated with our Company since 2003.

**Shailaja Chetan Shah** is a Non-Executive and Non-Independent Director of our Company. She has been associated with our Company since 2015.

**Deepak Rameshchandra Shah** is an Independent Director of our Company. He has been associated with our Company since 2017.

**Atul Jayantilal Mehta** is an Independent Director of our Company. He has been associated with our Company since 2020.

**Parul Abhoy Shah** is an Independent Director of our Company. She has been associated with our Company since 2020.

**Ashwin Mohanlal Thakker** is an Independent Director of our Company. He has been associated with our Company since 2020.

**Devendra Jashwantrai Shrimanker** is an Independent Director of our Company. He has been associated with our Company since 2024.

**Borrowing Powers of the Board**

Pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, our Board is authorized to borrow such monies which together with the money already borrowed does not exceed the paid-up share capital and free reserves of our Company. Our Shareholders pursuant to their resolution, dated March 18, 2022, approved the borrowing powers up to ₹ 300,000 lakhs notwithstanding that monies to be borrowed, together with the monies already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

**Interests of our Directors**

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board and committees thereof. Our Directors may also be interested to the extent of the remuneration payable to them in the capacity of them being a Key Managerial Personnel of our Company.

Our Directors may be interested to the extent of Equity Shares (together with any dividend and other distributions in respect of Equity Shares), if any, held by them, their relatives, or held by the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue For details, please see "***Shareholding of our Directors***" below.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

None of our Directors are party to any bonus or profit-sharing plan of our Company.

The Directors may be interested to the extent of their shareholding in Marathon Realty Private Limited, which is one of the promoters of our Company and has entered into various related party transactions as disclosed under section titled "***Related Party Transactions***" on page 38.

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

*Loans to Directors*

No loans have been availed by our Directors from our Company.

*Interest in promotion of our Company*

Except Chetan Ramniklal Shah, Mayur Ramniklal Shah and Shailaja Chetan Shah, who are the Promoters of our Company, none of our Directors have any interest in the promotion of our Company as on the date of this Preliminary Placement Document.

*Business interest*

Except as stated in the "***Related Party Transactions***" on page 38, our Directors do not have any other business interest in our Company.

**Relationship between our Directors, Key Managerial Personnel and Senior Management**

Except as set forth below, none of our Directors, Key Managerial Personnel and Senior Management are related to each other:

| Director/ Key Managerial Personnel | Relative | Nature of Relationship |
|---|---|---|
| Chetan Ramniklal Shah | Shailaja Chetan Shah | Spouse |
| | Kaivalya Chetan Shah | Son |
| | Mayur Ramniklal Shah | Brother |
| Mayur Ramniklal Shah | Samyag Mayur Shah | Son |
| | Chetan Ramniklal Shah | Brother |
| Kaivalya Chetan Shah | Chetan Ramniklal Shah | Father |

| Director/ Key Managerial Personnel | Relative | Nature of Relationship |
|---|---|---|
| | Shailaja Chetan Shah | Mother |
| Samyag Mayur Shah | Mayur Ramniklal Shah | Father |
| Shailaja Chetan Shah | Chetan Ramniklal Shah | Spouse |
| | Kaivalya Chetan Shah | Son |

**Shareholding of Directors in our Company**

Our Articles of Association do not require our Directors to hold any qualification shares.

The following table sets forth details of shareholding of our Directors in our Company as of June 20, 2025:

| Particulars | No. of Equity Shares | Percentage (%) |
|---|---|---|
| Chetan Ramniklal Shah | 5,00,300 | 0.98 |
| Mayur Ramniklal Shah | 5,00,300 | 0.98 |
| Shailaja Chetan Shah | 5,00,300 | 0.98 |
| Kaivalya Chetan Shah | 2,50,000 | 0.49 |
| Samyag Mayur Shah | 2,50,000 | 0.49 |
| Parul Abhoy Shah | 1,724 | Negligible |
| **Total** | **20,02,624** | **3.92** |

**Terms of appointment and remuneration of our Executive Directors**

***Terms of appointment and remuneration payable to Chetan Ramniklal Shah***

The following is a description of the current terms of appointment of Chetan Ramniklal Shah, our Chairman and Managing Director:

| Particulars | Terms |
|---|---|
| Salary | Salary should not exceed ₹ 10 lakhs per month with an annual increment of ₹ 1 lakh/ per month for each completed year of his tenure of office |
| Bonus | Bonus will be paid in accordance with the rules of our Company. |
| Commission | Commission to be paid at the rate of 1% on the net profit of our Company in a financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013 and subject to a ceiling as may be determined by the Nomination and Remuneration Committee/ Board of Directors |
| Perquisites | In addition to above, the Chairman and Managing Director shall be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof house maintenance allowance as permissible under law together with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishings repairs and other allowances, medical reimbursement, club fees and leave travel concession for self and his family, personal accident insurance and such other perquisites as are payable in accordance with the rules of our Company or as may be agreed to by the Nomination and Remuneration Committee and/ or Board of Directors and the Chairman and Managing Director. However, such perquisites will be subject to a maximum of 100% of the salary.<br><br>The above perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of such rules, perquisites will be evaluated at actual costs |

The Chairman and Managing Director is also entitled to the following contribution from our Company which shall not be included in computation of the ceiling on remuneration specified above

| Particulars | Terms |
|---|---|
| Statutory Payments | (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961<br><br>(ii) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.<br><br>(iii) Earned privilege leave at the rate of one month's leave for every eleven months service. The Managing Director shall be entitled to en-cash leave at the end of his tenure as Managing Director |
| Others | Provision for car and telephone communication facilities at the residence of the Managing Director shall not be treated as perquisites |

***Terms of appointment and remuneration payable to Kaivalya Chetan Shah***

The following is a description of the current terms of appointment of Kaivalya Chetan Shah, our Executive Director:

| Particulars | Terms |
|---|---|
| Remuneration | ₹ 70 lakhs per annum. Additionally, he shall be eligible for such annual increments, as may be decided by the Board of Directors of our Company on the recommendation of the Nomination and Remuneration Committee or any other committee constituted by it from time to time |
| Perquisites | In addition to above, the Executive Director shall be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof house maintenance allowance as permissible under law together with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishings repairs and other allowances, medical reimbursement, club fees and leave travel concession for self and his family, personal accident insurance and such other perquisites as are payable in accordance with the rules of our Company or as may be agreed to by the Nomination and Remuneration Committee and/or Board of Directors and the Director. However, such perquisites will be subject to a maximum of 100% of the salary.<br><br>The above perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of such rules, perquisites will be evaluated at actual costs. |
| Performance Incentive | The Executive Directors shall be entitled to performance incentive as may be approved by the Board of Directors based on recommendation of the Nomination and Remuneration Committee. |

The Executive Director, Kaivalya Chetan Shah, shall be also entitled to the following contribution from our Company which shall not be included in computation of the ceiling on remuneration specified above.

| Particulars | Terms |
|---|---|
| Statutory Payments | (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961<br><br>(ii) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service. |

***Terms of appointment and remuneration payable to Samyag Mayur Shah***

The following is a description of the current terms of appointment of Samyag Mayur Shah, our Executive Director:

| Particulars | Terms |
|---|---|
| Remuneration | ₹ 70 lakhs per annum. Additionally, he shall be eligible for such annual increments, as may be decided by the Board of Directors of our Company on the recommendation of the Nomination and Remuneration Committee or any other committee constituted by it from time to time |
| Perquisites | In addition to above, the Executive Director shall be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof house maintenance allowance as permissible under law together with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishings repairs and other allowances, medical reimbursement, club fees and leave travel concession for self and his family, personal accident insurance and such other perquisites as are payable in accordance with the rules of our Company or as may be agreed to by the Nomination and Remuneration Committee and/or Board of Directors and Director. However, such perquisites will be subject to a maximum of 100% of the salary.<br><br>The above perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of such rules, perquisites will be evaluated at actual costs |
| Performance Incentive | The Executive Directors shall be entitled to performance incentive as may be approved by the Board of Directors based on recommendation of the Nomination and Remuneration Committee. |

The Executive Director, Samyag Mayur Shah, shall be also entitled to the following contribution from our Company which shall not be included in computation of the ceiling on remuneration specified above.

| Particulars | Terms |
|---|---|
| Statutory Payments | (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961<br><br>(ii) Gratuity payable at the rate not exceeding half a month’s salary for each completed year of service. |

The following table sets forth the compensation of our Executive Directors for period from April 1, 2025 to May 31, 2025 and Fiscals 2025, 2024 and 2023:

*(in ₹ lakhs)*

| Name of the Director | Total remuneration | | | |
|---|---|---|---|---|
| | From April 1, 2025^ | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
| Chetan Ramniklal Shah | 28.00 | 268.00 | 239.08 | 178.61 |
| Kaivalya Chetan Shah* | 11.30 | 58.70 | - | - |
| Samyag Mayur Shah* | 11.30 | 58.70 | - | - |

*^ For the period from April 1, 2025, up till May 31, 2025.*
** Appointed as a Whole-time Director with effect from May 28, 2024 and excludes salary paid till May 31, 2024 as project heads.*

**Remuneration of Non-Executive and Non- Independent Directors**

The following table sets forth the remuneration of our Non-Executive and Non-Independent Directors for period from April 1, 2025 to May 31, 2025 and Fiscals 2025, 2024, and 2023:

*(in ₹ lakhs)*

| Name of the Director | Total remuneration* | | | |
|---|---|---|---|---|
| | From April 1, 2025^ | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
| Mayur Ramniklal Shah* | 2.00 | 3.10 | 1.80 | 0.60 |
| Shailaja Chetan Shah* | 1.00 | 2.70 | 1.90 | 1.10 |

*^ For the period from April 1, 2025, up till May 31, 2025.*
**The remuneration to the Non-Executive Directors is paid only by way of sitting fee for attending the Board/Committee meetings during the year.*

**Remuneration of Independent Directors**

The following table sets forth the sitting fee paid by our Company to our Independent Directors for period from April 1, 2025 to May 31, 2025 and Fiscals 2025, 2024, and 2023:

*(in ₹ lakhs)*

| Name of the Director | Total sitting fees | | | |
|---|---|---|---|---|
| | From April 1, 2025^ | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
| Deepak Rameshchandra Shah | 2.40 | 6.10 | 4.00 | 2.00 |
| Atul Jayantilal Mehta | 2.00 | 5.10 | 3.70 | 1.90 |
| Parul Abhoy Shah | 1.80 | 3.10 | 2.00 | 0.90 |
| Ashwin Mohanlal Thakker | 0.70 | 1.20 | 0.90 | 0.70 |
| Devendra Jashwantrai Shrimanker* | 1.20 | 2.20 | - | - |

*^ For the period from April 1, 2025, up till May 31, 2025.*
** Appointed with effect from May 28, 2024*

Pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on May 16, 2023, and subsequent resolution passed by our Board at its meeting held on May 24, 2023, our Directors are each entitled to a sitting fee of ₹ 0.50 lakhs for each meeting of our Board, a sitting fee of ₹ 0.40 lakhs for each meeting of the Audit Committee and a sitting fee of ₹ 0.20 lakhs for each meeting of the other committees of our Board.

Our Independent Directors and Non-Executive Director are not paid any remuneration by way of commission by us.

**Corporate Governance**

As on the date of this Preliminary Placement Document, we have ten Directors on our Board, comprising of three Executive Directors, two Non-Executive Directors and five Independent Directors, including one woman Independent Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 and the SEBI Listing Regulations.

***Committees of our Board of Directors***

Our Company has constituted the following five committees in terms of the SEBI Listing Regulations and the Companies Act, 2013 each of which functions in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations, as applicable:

(i) Audit Committee;

(ii) Nomination and Remuneration Committee;

(iii) Stakeholders’ Relationship Committee;

(iv) Corporate Social Responsibility Committee; and

(v) Risk Management Committee.

The details of these committees are as follows:

**A. Audit Committee**

The members of the Audit Committee are:

| Name of the Member | Position on the Board | Position in the Committee |
|---|---|---|
| Deepak Rameshchandra Shah | Independent Director | Chairperson |
| Chetan Ramniklal Shah | Chairman and Managing Director | Member |
| Atul Jayantilal Mehta | Independent Director | Member |

**B. Nomination and Remuneration Committee**

The members of the Nomination and Remuneration Committee are:

| Name of the Member | Position on the Board | Position in the Committee |
|---|---|---|
| Deepak Rameshchandra Shah | Independent Director | Chairperson |
| Mayur Ramniklal Shah | Non-Executive and Non-Independent Director | Member |
| Parul Abhoy Shah | Independent Director | Member |

**C. Stakeholders’ Relationship Committee**

The members of the Stakeholders’ Relationship Committee are:

| Name of the Member | Position on the Board | Position in the Committee |
|---|---|---|
| Shailaja Chetan Shah | Non-Executive Director | Chairperson |
| Deepak Rameshchandra Shah | Independent Director | Member |
| Ashwin Mohanlal Thakker | Independent Director | Member |

**D. Corporate Social Responsibility Committee**

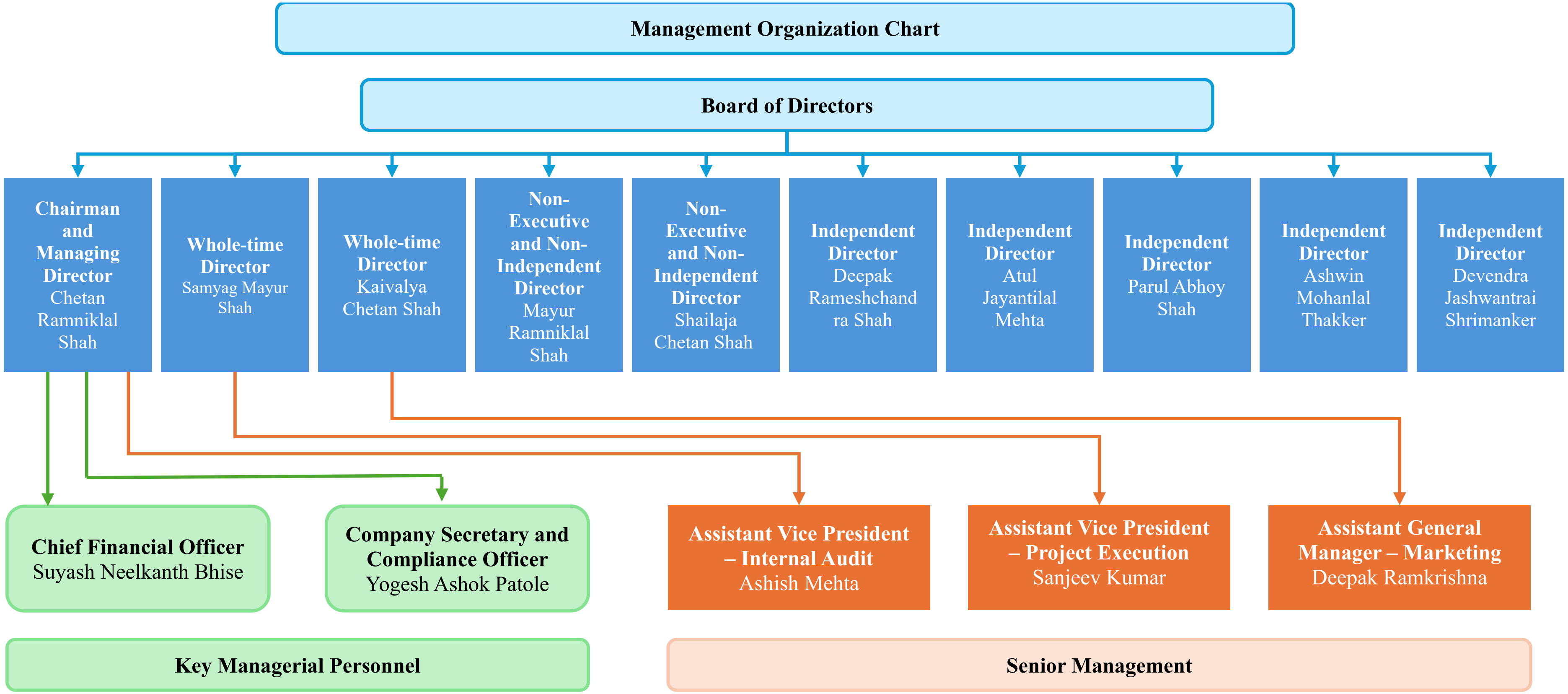
The members of the Corporate Social Responsibility Committee are:

| Name of the Member | Position on the Board | Position in the Committee |
|---|---|---|
| Mayur Ramniklal Shah | Non-Executive Director | Chairperson |
| Chetan Ramniklal Shah | Chairman and Managing Director | Member |
| Parul Abhoy Shah | Independent Director | Member |

**E. Risk Management Committee**

The members of the Risk Management Committee are:

| Name of the Member | Position on the Board | Position in the Committee |
|---|---|---|
| Deepak Rameshchandra Shah | Independent Director | Chairperson |
| Chetan Ramniklal Shah | Chairman and Managing Director | Member |
| Atul Jayantilal Mehta | Independent Director | Member |


Management Organization Chart
Board of Directors
Chairman and Managing Director Chetan Ramniklal Shah
Whole-time Director Samyag Mayur Shah
Whole-time Director Kaivalya Chetan Shah
Non-Executive and Non-Independent Director Mayur Ramniklal Shah
Non-Executive and Non-Independent Director Shailaja Chetan Shah
Independent Director Deepak Rameshchandra Shah
Independent Director Atul Jayantilal Mehta
Independent Director Parul Abhoy Shah
Independent Director Ashwin Mohanlal Thakker
Independent Director Devendra Jashwantrai Shrimanker
Chief Financial Officer Suyash Neelkanth Bhise
Company Secretary and Compliance Officer Yogesh Ashok Patole
Assistant Vice President – Internal Audit Ashish Mehta
Assistant Vice President – Project Execution Sanjeev Kumar
Assistant General Manager – Marketing Deepak Ramkrishna
Key Managerial Personnel
Senior Management

**Key Managerial Personnel and Senior Management**

The following table sets forth the details of our Key Managerial Personnel, other than, Chetan Raminklal Shah, our Chairman and Managing Director and Kaivalya Chetan Shah and Samyag Mayur Shah, our Whole Time Directors :

*Key Managerial Personnel*

| S. No. | Name | Designation |
|---|---|---|
| 1. | Suyash Neelkanth Bhise | Chief Financial Officer |
| 2. | Yogesh Ashok Patole | Company Secretary and Compliance Officer |

**Brief Profiles of the Key Managerial Personnel**

**Suyash Neelkanth Bhise** is the Chief Financial Officer of our Company. He has been associated with our Company since 2024.

**Yogesh Ashok Patole** is a Company Secretary and Compliance Officer of our Company. He has been associated with our Company since 2024.

*Senior Management*

In addition to our Key Managerial Personnel (other than members of the Board), whose details are provided in "***Key Managerial Personnel***" above, the details of our Senior Management are set forth below.

| S. No. | Name | Designation |
|---|---|---|
| 1. | Ashish Mehta | Assistant Vice President – Internal Audit |
| 3. | Deepak Ramkrishna | Assistant General Manager – Marketing |
| 4. | Sanjeev Kumar | Assistant Vice President – Project Execution |

**Brief Profiles of the Senior Management**

**Ashish Mehta** is the Assistant Vice President in internal audit department of our Company. He has been associated with our Company since January of 2025.

**Deepak Ramkrishna** is the Assistant General Manager in marketing department of our Company. He has been associated with our Company since 2015.

**Sanjeev Kumar** is the Assistant Vice President in project execution department of our Company. He has been associated with our Company since 2005.

All our Key Managerial Personnel and members of Senior Management are permanent employees of our Company.

Except as disclosed at "***– Relationship between our Directors, Key Managerial Personnel and Senior Management***" on page 239, none of our Key Managerial Personnel or members of Senior Management are related to each other or to the Directors of our Company.

**Shareholding of Key Managerial Personnel and Senior Management**

Other than as disclosed below and Chetan Ramniklal Shah, our Chairman and Managing Director and Kaivalya Chetan Shah and Samyag Mayur Shah, our Whole Time Directors, who hold Equity Shares of our Company, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company:

| Particulars | No. of Equity Shares | Percentage (%) |
|---|---|---|
| Sanjeev Kumar | 7,530 | Negligible |
| **Total** | **7,530** | Negligible |

**Interest of Key Managerial Personnel and Senior Management**

Except to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares, or the ESOPs granted to the Key Managerial Personnel and Senior Management, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel and Senior Management are not interested in our Company.

None of the Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

**Policy on disclosures and internal procedure for prevention of insider trading**

SEBI Insider Trading Regulations applies to us and our employees and requires us to formulate and implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and a code of conduct to regulate, monitor and report trading by designated persons. Our Company has implemented a code of conduct for regulating, monitoring and reporting of trades and prevention of insider trading in accordance with the SEBI Insider Trading Regulations, in terms of which, Company Secretary, acts as the Compliance Officer of our Company under the aforesaid code of conduct for the prevention of insider trading.

**Other confirmations**

Except as otherwise stated above in "***– Interests of our Directors***" and "***– Interest of Key Managerial Personnel and Senior Management***", none of our Promoters or Directors or Key Managerial Personnel and Senior Management have any financial or other material interest in the Issue and there is no effect of such interest in so far as it is different from the interests of other persons.

Neither our Company nor our Promoters or Directors have been identified as Wilful Defaulters or Fraudulent Borrowers.

None of our Promoters or Directors have been declared as Fugitive Economic Offenders.

Neither our Company, nor our Directors or Promoters have been debarred from accessing capital markets under any order or direction made by SEBI.

None of the Directors, Promoters or Key Managerial Personnel and Senior Management of our Company intends to subscribe to the Issue.

**Related Party Transactions**

For details of related party transactions entered into by our Company with Promoters or Key Managerial Personnel and Senior Management, please see "***Related Party Transactions***" on page 38.

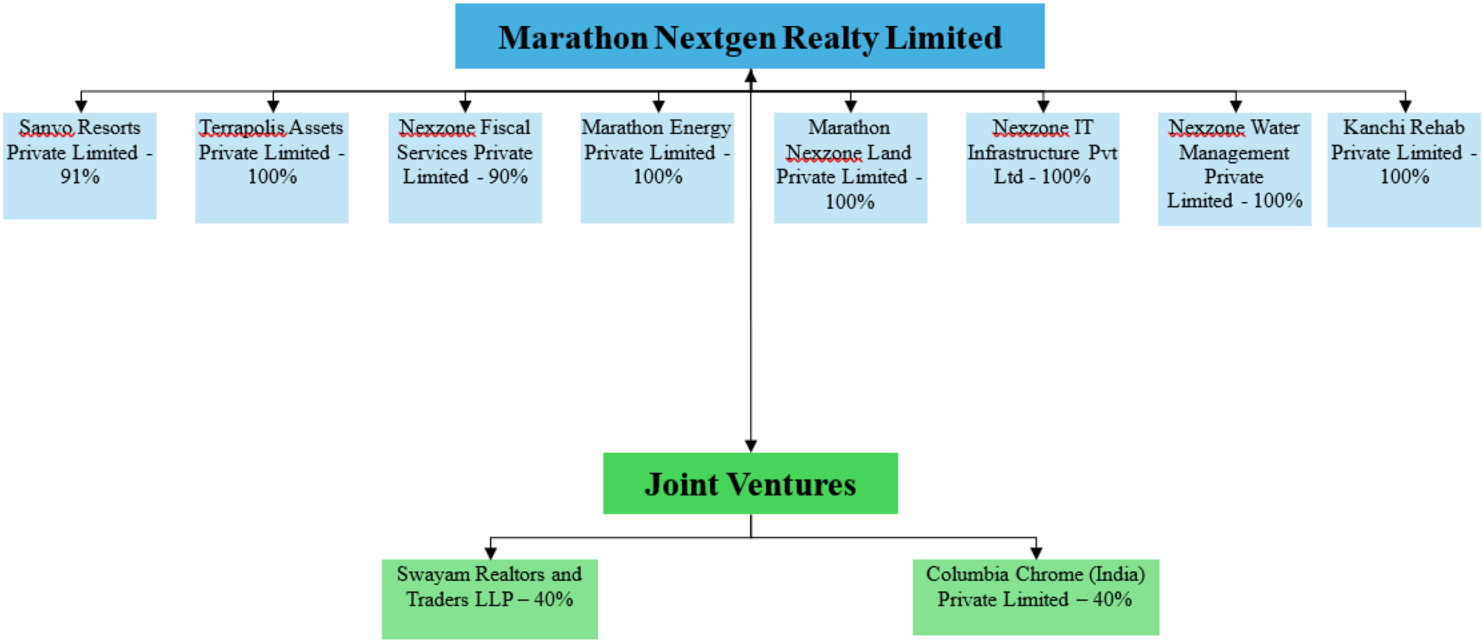
# ORGANIZATIONAL STRUCTURE

## Corporate History

Marathon Nextgen Realty Limited ("**Company**") was originally incorporated as 'Mahadevi Investment Company Limited' as a limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated January 13, 1978, issued by the Registrar of Companies, Maharashtra at Bombay and received the certificate for commencement of business on February 9, 1978. Erstwhile Piramal Spinning and Weaving Mills Limited was amalgamated with Mahadevi Investment Company Limited, pursuant to an order of High Court of Bombay dated June 21, 1979 approving the scheme of amalgamation which was approved by the board of directors and shareholders through their resolutions dated December 11, 1978, and February 2, 1979, respectively, and a fresh certificate of incorporation dated November 9, 1979 was issued by the Registrar of Companies, Maharashtra at Bombay for change in name of our company from 'Mahadevi Investment Company Limited' to 'Piramal Spinning and Weaving Mills Limited'. Further, pursuant to an order dated March 17, 1992, passed by the Appellate Authority for Industrial and Financial Reconstruction, New Delhi, Niranjan Mills Limited was merged with Piramal Spinning and Weaving Mills Limited. Subsequently, pursuant to the approval by our board of directors and shareholders through their resolutions dated March 31, 2003 and July 8, 2003, respectively, the name of 'Piramal Spinning and Weaving Mills Limited' was changed to 'Marathon Nextgen Realty and Textiles Limited' and a fresh certificate of incorporation dated July 31, 2003 was issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). Further, pursuant to a board and shareholders' resolution dated June 29, 2007 and August 27, 2007 and a certificate of incorporation dated September 7, 2007, issued by the RoC, the name of our Company was changed from 'Marathon Nextgen Realty and Textiles Limited' to 'Marathon Nextgen Realty Limited'. Thereafter, pursuant to an order of the High Court of Bombay dated October 6, 2016, through a scheme of amalgamation approved by our board of directors and shareholders pursuant to their resolutions dated November 3, 2015, and April 7, 2016, respectively, our erstwhile wholly owned subsidiary, Parmeka Private Limited, was amalgamated with our Company. Additionally, pursuant to an order of the National Company Law Tribunal, Mumbai, dated July 14, 2023, and National Company Law Appellate Tribunal, New Delhi dated May 29, 2024, through a scheme of arrangement approved by our board of directors and shareholders pursuant to their resolutions dated November 14, 2019, and March 23, 2020, respectively, our erstwhile wholly owned subsidiary, Marathon Nextgen Township Private Limited, was merged with our Company. For further details regarding changes in the name and registered office of our Company, see "***General Information***" on page 489.

At present our Company's Registered Office is located at Marathon Futurex N. M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India. The CIN of our Company is: L65990MH1978PLC020080.

**Organizational Structure**



**Subsidiaries**

As on the date of this Preliminary Placement Document, our Company has eight Subsidiaries, as set forth below:

| S. No. | Name of the entity | Registered address |
|---|---|---|
| 1. | Sanvo Resorts Private Limited | 702, Marathon Max, Junction of Mulund-Goregaon Link Road, Mulund West, Mumbai 400 080 Maharashtra, India |
| 2. | Terrapolis Assets Private Limited | 702, Marathon Max, Junction of Mulund-Goregaon Link Road, Mulund West, Mumbai 400 080 Maharashtra, India |
| 3. | Nexzone Fiscal Services Private Limited | 702, Marathon Max, Mulund - Goregaon Link Road, Mulund(W), Mumbai 400 080 Maharashtra, India |
| 4. | Marathon Energy Private Limited | 702, Marathon Max, Junction of Mulund - Goregaon Link Road, Mulund(W), Mumbai 400 080 Maharashtra, India |
| 5. | Marathon Nexzone Land Private Limited | 702, Marathon Max, Junction of Mulund - Goregaon Link Road, Mulund(W), Mumbai 400 080 Maharashtra, India |
| 6. | Nexzone IT Infrastructure Private Limited | 702, Marathon Max, Junction of Mulund-Goregaon Link Road, Mulund, Mumbai 400 080 Maharashtra, India |
| 7. | Nexzone Water Management Private Limited | 702, Marathon Max, Junction of Mulund - Goregaon Link Road, Mulund(W), Mumbai 400 080 Maharashtra, India |
| 8. | Kanchi Rehab Private Limited | 702, Marathon Max, Junction of Mulund-Goregaon Link Road, Mulund, Mumbai 400 080 Maharashtra, India |

**Associate companies**

As of the date of this Preliminary Placement Document, our Company does not have any associate companies.

**Joint Ventures**

As on the date of this Preliminary Placement Document, our Company has two Joint Ventures, as set forth below:

| S. No. | Name of the entity | Registered address |
|---|---|---|
| 1. | Swayam Realtors and Traders LLP (Our Company is partner in profit sharing ratio of 40%) | 801, 8th Floor, Shikhar Complex, Shrimali Society, Near Mithakhali Six Roads, Navrangpura, Ahmedabad 380 009 Gujarat, India |
| 2. | Columbia Chrome (India) Private Limited | Office No.2, Orcent Building, 1st Floor, 51-71, Mahatma Gandhi Road, 12-30, Nagin, Das Master, Mumbai City, Flora Fountain Mumbai 400 001 Maharashtra, India |

## SHAREHOLDING PATTERN OF OUR COMPANY

The shareholding pattern of our Company, as on March 31, 2025, is set forth below:

### Summary Statement holding of Specified securities:

| Category (I) | Category of shareholder (II) | Nos. of share holders (III) | No. of fully paid up equity shares held (IV) | No. of Partly paid - up equity shares held (V) | No. of shares underlying Depository Receipts (VI) | Total Nos. shares held (VII = IV+V+VI) | Shareholding as a % of total no.of shares (Calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | No of voting Rights held in each class of securities (IX) | | | | No of shares underlying outstanding convertible Securities (including warrants) (X) | Total Shareholding as a % assuming full Conversion of convertible securities(as a % of diluted share capital) (XI) =(VII)+(X) as a % of A+B+C2 | Number of Locked in shares (XII) | | Number of shares pledged or otherwise encumbered (XIII) | | Number of equity shares held in dematerialized Form (XIV) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of voting Rights: Class X | Class Y | Total | Total as a % of (A+B+C) | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | |
| (A) | Promoter and Promoter Group | 11 | 3,77,02,556 | - | - | 37,70,2556 | 73.63 | 3,77,02,556 | 0 | 37,70,2556 | 73.63 | - | 73.63 | 32,00,000 | 8.49 | 3,44,82,646 | 91.46 | 3,77,02,556 |
| (B) | Public | 10,695 | 1,35,05,584 | - | - | 1,35,05,584 | 26.37 | 13,50,5584 | 0 | 13,50,5584 | 26.37 | - | 26.37 | 0 | 0.00 | - | - | 1,34,34,732 |
| (C) | Non Promoter - Non Public | | | | | | | | | | | | | | | | | |
| (C1) | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (C2) | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Total** | **10,706** | **5,12,08,140** | **0** | **0** | **5,12,08,140** | **100.00** | **5,12,08,140** | **0** | **5,12,08,140** | **100.00** | **0** | **100.00** | **32,00,000** | **6.25** | **3,44,82,646** | **91.46** | **5,11,37,288** |

**Statement showing shareholding pattern of our Promoters and Promoter Group:**

| Sr. No. | Category & Name of the Shareholder (I) | Entity type i.e. promoter OR promoter group entity (except promoter) | Nos. of share holders (II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) | | | | No of shares underlying outstanding convertible Securities (including warrants) (IX) | Total Shareholding as a % assuming full Conversion of convertible securities(as a % of diluted share capital) (X) =(VI)+(IX) as a % of A+B+C2 | Number of Locked in shares (XI) | | Number of shares pledged or otherwise encumbered (XII) | | Number of equity shares held in dematerialized Form (XIII) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | No of voting Rights: Class X | Class Y | Total | Total as a % of Total voting rights | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | |
| **1** | **Indian** | | | | | | | | | | | | | | | | | | |
| (a) | Individuals/HUFs | | 7 | 17,19,010 | - | - | 17,19,010 | 3.36 | 1,71,9010 | - | 17,19,010 | 3.36 | - | 3.36 | 17,00,000 | 98.89 | - | - | 17,19,010 |
| | Ansuya Ramniklal Shah | Promoter Group | | 600 | - | - | 600 | 0.00 | 600 | - | 600 | 0.00 | - | 0.00 | 0 | 0.00 | - | - | 600 |
| | Kaivalya Shah | Promoter Group | | 25,00,00 | - | - | 2,50,000 | 0.49 | 2,50,000 | - | 250,000 | 0.49 | - | 0.49 | 2,50,000 | 100.00 | - | - | 2,50,000 |
| | Sonal Mayur Shah | Promoter Group | | 5,18,410 | - | - | 5,18,410 | 1.01 | 5,18,410 | - | 5,18,410 | 1.01 | - | 1.01 | 5,00,000 | 96.45 | - | - | 5,18,410 |
| | Rita Dhanraj Shah | Promoter Group | | 2,00,000 | - | - | 2,00,000 | 0.39 | 2,00,000 | - | 2,00,000 | 0.39 | - | 0.39 | 2,00,000 | 100.00 | - | - | 2,00,000 |
| | Shah Gargi Chetan | Promoter Group | | 2,50,000 | - | - | 2,50,000 | 0.49 | 2,50,000 | - | 2,50,000 | 0.49 | - | 0.49 | 2,50,000 | 100.00 | - | - | 2,50,000 |
| | Parmeet Mayur Shah | Promoter Group | | 2,50,000 | - | - | 2,50,000 | 0.49 | 2,50,000 | - | 2,50,000 | 0.49 | - | 0.49 | 2,50,000 | 100.00 | - | - | 2,50,000 |
| | Samyag Shah | Promoter Group | | 2,50,000 | - | - | 2,50,000 | 0.49 | 2,50,000 | - | 2,50,000 | 0.49 | - | 0.49 | 2,50,000 | 100.00 | - | - | 2,50,000 |
| (b) | Central Govt./State Govt. | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Financial Institutions/Banks | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Any Other(specify) | | | | | | | | | | | | | | | | | | |
| (d-1) | Corporate Bodies | | 1 | 3,44,82,646 | - | - | 3,44,82,646 | 67.34 | 3,44,82,646 | - | 3,44,82,646 | 67.34 | - | 67.34 | - | - | 3,44,82,646 | 100.00 | 3,44,82,646 |
| | Marathon Realty Private Limited | Promoter | | 3,44,82,646 | - | - | 3,44,82,646 | 67.34 | 3,44,82,646 | - | 3,44,82,646 | 67.34 | - | 67.34 | - | - | 3,44,82,646 | 100.00 | 3,44,82,646 |
| (d-2) | Directors | | 3 | 15,00,900 | - | - | 15,00,900 | 2.93 | 15,00,900 | - | 15,00,900 | 2.93 | - | 2.93 | 15,00,000 | 99.94 | - | - | 15,00,900 |
| | Chetan Ramniklal Shah | Promoter | | 5,00,300 | - | - | 5,00,300 | 0.98 | 5,00,300 | - | 5,00,300 | 0.98 | - | 0.98 | 5,00,000 | 99.94 | - | - | 5,00,300 |
| | Shailaja Chetan Shah | Promoter | | 5,00,300 | - | - | 5,00,300 | 0.98 | 5,00,300 | - | 5,00,300 | 0.98 | - | 0.98 | 5,00,000 | 99.94 | - | - | 5,00,300 |
| | Mayur Ramniklal Shah | Promoter | | 5,00,300 | - | - | 5,00,300 | 0.98 | 5,00,300 | - | 5,00,300 | 0.98 | - | 0.98 | 5,00,000 | 99.94 | - | - | 5,00,300 |

| Sr. No. | Category & Name of the Shareholder (I) | Entity type i.e. promoter OR promoter group entity (except promoter) | Nos. of shareholders (II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) | | | | No of shares underlying outstanding convertible Securities (including warrants) (IX) | Total Shareholding as a % assuming full Conversion of convertible securities(as a % of diluted share capital) (X) =(VI)+(IX) as a % of A+B+C2 | Number of Locked in shares (XI) | | Number of shares pledged or otherwise encumbered (XII) | | Number of equity shares held in dematerialized Form (XIII) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | No of voting Rights | | | Total as a % of Total voting rights | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | |
| | | | | | | | | | Class X | Class Y | Total | | | | | | | | |
| | Sub Total (A)(1) | | 11 | 3,77,02,556 | - | - | 3,77,02,556 | 73.63 | 3,77,02,556 | - | 3,77,02,556 | 73.63 | - | 73.63 | 32,00,000 | 8.49 | 3,44,82,646 | 91.46 | 3,77,02,556 |
| **2** | **Foreign** | | | | | | | | | | | | | | | | | | |
| (a) | Individuals(NRI/Foreign Individuals) | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | Government | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Institutions | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Foreign Portfolio Investor | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (e) | Any Other(specify) | | | | | | | | | | | | | | | | | | |
| | Sub Total (A)(2) | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) | | 11 | 3,77,02,556 | - | - | 3,77,02,556 | 73.63 | 3,77,02,556 | - | 3,77,02,556 | 73.63 | - | 73.63 | 32,00,000 | 8.49 | - | - | 3,77,02,556 |

## Statement showing Shareholding Pattern of the Public Shareholder:

| Sr. No. | Category & Name of the shareholder (I) | Nos. of shareholders II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) — No of voting Rights: Class X | Class Y | Total | Total as a % of Total voting rights | No of shares underlying outstanding convertible Securities (including warrants) (IX) | Total Shareholding as a % assuming full Conversion of convertible securities(as a % of diluted share capital) (X) =(VI)+(IX) as a % of A+B+C2 | Number of Locked in shares (XI) — No.(a) | As a % of Total shares held (b) | Number of shares pledged or otherwise encumbered (XII) — No.(a) | As a % of Total shares held (b) | Number of equity shares held in dematerialized Form (XIII) | Sub-categorization of shares (XIV) — Shareholding (No. of shares) under: Sub-category(i) | Sub-category(ii) | Sub-category(iii) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **1** | **Institutions (Domestic)** | | | | | | | | | | | - | | | | | | | | | |
| (a) | Mutual Funds | 3 | 12,37,107 | - | 0 | 12,37,107 | 2.42 | 12,37,107 | 0 | 12,37,107 | 2.42 | - | 2.42 | - | - | - | - | 12,37,107 | - | - | - |
| | Aditya Birla Sun Life Trustee Private Limited | | 5,84,022 | - | 0 | 5,84,022 | 1.14 | 5,84,022 | 0 | 5,84,022 | 1.14 | - | 1.14 | - | - | - | - | 5,84,022 | - | - | - |
| | Samco Special Opportunities Fund | | 6,53,041 | - | 0 | 6,53,041 | 1.28 | 6,53,041 | 0 | 6,53,041 | 1.28 | - | 1.28 | - | - | - | - | 6,53,041 | - | - | - |
| (b) | Venture Capital Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Alternate Investment Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Banks | 2 | 4,454 | - | 0 | 4,454 | 0.01 | 4,454 | 0 | 4,454 | 0.01 | - | - | - | - | - | - | 3,464 | - | - | - |
| (e) | Insurance Companies | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (f) | Provident Funds / Pension Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (g) | Asset Reconstruction Companies | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (h) | Sovereign Wealth Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (i) | NBFCs registered with RBI | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (j) | Other Financial Institutions | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (k) | Any other (specify) | | | | | | | | | | | | | | | | | | | | |
| | Sub Total (B)(1) | 5 | 12,4,1561 | 0 | 0 | 1,24,1561 | 2.42 | 12,41,561 | 0 | 12,41,561 | 2.42 | 0 | 2.42 | 0 | 0.00 | NA | NA | 12,40,571 | - | - | - |
| **2** | **Institutions (Foreign)** | | | | | | | | | | | | | | | | | | | | |
| (a) | Foreign Direct Investment | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | Foreign Venture Capital Investors | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Sovereign Wealth Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Foreign Portfolio Investors Category I | 11 | 11,65,405 | - | - | 11,65,405 | 2.28 | 11,65,405 | 0 | 11,65,405 | 2.28 | - | 2.28 | 0 | 0.00 | NA | NA | 1165405 | - | - | - |
| (e) | Foreign Portfolio Investors Category II | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| Sr. No. | Category & Name of the shareholder (I) | Nos. of shareholders II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) | | | | No of shares underlying outstanding convertible Securities (including warrants) (IX) | Total Shareholding as a % assuming full Conversion of convertible securities(as a % of diluted share capital) (X) =(VI)+(IX) as a % of A+B+C2 | Number of Locked in shares (XI) | | Number of shares pledged or otherwise encumbered (XII) | | Number of equity shares held in dematerialized Form (XIII) | Sub-categorization of shares (XIV) | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of voting Rights | | | Total as a % of Total voting rights | | | | | | | | Shareholding (No. of shares) under | | |
| | | | | | | | | Class X | Class Y | Total | | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | | Sub-category(i) | Sub-category(ii) | Sub-category(iii) |
| (f) | Overseas Depositories (holding DRs) (balancing figure) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (g) | Any other (specify) | | | | | | | | | | | | | | | | | | | | |
| | Sub Total (B)(2) | 11 | 11,65,405 | - | - | 11,65,405 | 2.28 | 1,16,5405 | - | 1,16,5405 | 2.28 | - | 2.28 | - | - | - | - | 11,65,405 | - | - | - |
| **3** | **Central Government/State Government(s)** | | | | | | | | | | | | | | | | | | | | |
| (a) | Central Government / President of India | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | State Government / Governor | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub Total (B)(3) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| **4** | **Non-Institutions** | | | | | | | | | | | | | | | | | | | | |
| (a) | Associate companies / Subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | Directors and their relatives (excluding independent directors and nominee directors) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Key Managerial Personnel | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Relatives of promoters (other than immediate relatives of promoters disclosed under Promoter and Promoter Group category) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (e) | Trusts where any person belonging to Promoter and Promoter Group category is | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| Sr. No. | Category & Name of the shareholder (I) | Nos. of shareholders II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) | | | | No of shares underlying outstanding convertible Securities (including warrants) (IX) | Total Shareholding as a % assuming full Conversion of convertible securities(as a % of diluted share capital) (X) =(VI)+(IX) as a % of A+B+C2 | Number of Locked in shares (XI) | | Number of shares pledged or otherwise encumbered (XII) | | Number of equity shares held in dematerialized Form (XIII) | Sub-categorization of shares (XIV) | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of voting Rights | | | Total as a % of Total voting rights | | | | | | | | Shareholding (No. of shares) under | | |
| | | | | | | | | Class X | Class Y | Total | | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | | Sub-category(i) | Sub-category(ii) | Sub-category(iii) |
| | trustee, beneficiary, or author of the trust. | | | | | | | | | | | | | | | | | | | | |
| (f) | Investor Education and Protection Fund (IEPF) | 1 | 3,54,616 | - | - | 3,54,616 | 0.69 | 3,54,616 | 0 | 3,54,616 | 0.69 | - | 0.69 | 0 | 0.00 | NA | NA | 3,54,616 | - | - | - |
| (g) | Resident Individuals holding nominal share capital up to Rs. 2 lakhs | 1,0028 | 41,28,984 | - | - | 41,28,984 | 8.06 | 41,28,984 | 0 | 41,28,984 | 8.06 | - | 8.06 | 0 | 0.00 | NA | NA | 40,59,638 | - | - | - |
| (h) | Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs | 23 | 43,56,360 | - | - | 43,56,360 | 8.51 | 43,56,360 | 0 | 43,56,360 | 8.51 | - | 8.51 | 0 | 0.00 | NA | NA | 43,56,360 | - | - | - |
| | Manoj Mehra | | 5,40,800 | - | - | 5,40,800 | 1.06 | 5,40,800 | 0 | 5,40,800 | 1.06 | - | 1.06 | 0 | 0.00 | NA | NA | 5,40,800 | - | - | - |
| | Jay Desai | | 6,12,100 | - | - | 6,12,100 | 1.20 | 6,12,100 | 0 | 6,12,100 | 1.20 | - | 1.20 | 0 | 0.00 | NA | NA | 6,12,100 | - | - | - |
| | Rahul Dilipbhai Jhaveri | | 10,00,000 | - | - | 10,00,000 | 1.95 | 10,00,000 | 0 | 10,00,000 | 1.95 | - | 1.95 | 0 | 0.00 | NA | NA | 10,00,000 | - | - | - |
| (i) | Non Resident Indians (NRIs) | 190 | 4,66,228 | - | - | 4,66,228 | 0.91 | 4,66,228 | 0 | 4,66,228 | 0.91 | - | 0.91 | 0 | 0.00 | NA | NA | 4,66,228 | - | - | - |
| (j) | Foreign Nationals | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (k) | Foreign Companies | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (l) | Bodies Corporate | 109 | 7,92,443 | - | - | 7,92,443 | 1.55 | 7,92,443 | 0 | 7,92,443 | 1.55 | - | 1.55 | - | - | - | - | 7,91,927 | - | - | - |
| (m) | Any Other (specify) | | | - | - | | | | | | | - | | - | - | - | - | | - | - | - |
| (m-1) | Trusts | 1 | 6,082 | - | - | 6,082 | 0.01 | 6,082 | 0 | 6,082 | 0.01 | - | 0.01 | - | - | - | - | 6,082 | - | - | - |
| (m-2) | Hindu Undivided Family (Huf) | 327 | 9,93,905 | - | - | 9,93,905 | 1.94 | 9,93,905 | 0 | 9,93,905 | 1.94 | - | 1.94 | - | - | - | - | 9,93,905 | - | - | - |
| | Girish Gulati HUF. | | 6,12,861 | - | - | 6,12,861 | 1.20 | 6,12,861 | 0 | 6,12,861 | 1.20 | - | 1.20 | - | - | - | - | 6,12,861 | - | - | - |
| | Sub Total (B)(4) | 10,679 | 1,10,98,618 | - | - | 1,10,98,618 | 21.67 | 1,10,98,618 | 0 | 1,10,98,618 | 21.67 | - | 21.67 | - | - | - | - | 1,10,28,756 | - | - | - |
| | Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4) | 10,695 | 1,35,05,584 | - | - | 1,35,05,584 | 26.37 | 1,35,05,584 | 0 | 1,35,05,584 | 26.37 | - | 26.37 | - | - | - | - | 1,34,34,732 | - | - | - |

**Statement showing shareholding pattern of the Non Promoter-Non Public shareholder:**

| Sr. No. | Category & Name of the shareholder (I) | Nos. of share holders (II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) | | | | No of shares underlying outstanding convertible Securities (including warrants) (IX) | Total Shareholding as a % assuming full Conversion of convertible securities(as a % of diluted share capital) (X) =(VI)+(IX) as a % of A+B+C2 | Number of Locked in shares (XI) | | Number of shares pledged or otherwise encumbered (XII) | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of voting Rights | | | Total as a % of Total voting rights | | | | | | |
| | | | | | | | | Class X | Class Y | Total | | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) |
| **1** | **Custodian/ DR Holder** | | | | | | | | | | | | | | | | |
| (a) | GDRs/ADRs/ADSs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub Total (C)(1) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| **2** | **Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)** | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub Total (C)(2) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

## ISSUE PROCEDURE

*The following is a summary intended to present a general outline of the procedure relating to the bidding application, payment of Application Amount, Allocation and Allotment of the Equity Shares pursuant to the Issue. The procedure followed in the Issue may differ from the one mentioned below and investors are assumed to have apprised themselves of the same from our Company or the Lead Manager. Bidders that apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Lead Manager and its respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Investors are advised to inform themselves of any restrictions or limitations that may be applicable to them. Also see "**Selling Restrictions**" and "**Transfer Restrictions and Purchaser Representations**" on pages 273 and 281, respectively.*

*Our Company, the Lead Manager and its respective directors, shareholders, employees, counsels, officers, agents, advisors, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not ultimately result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.*

### Qualified Institutions Placement

**THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.**

This Preliminary Placement Document has not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and rules thereunder, through the mechanism of a Qualified Institutions Placement ("**QIP**"). Under Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, our Company, being a listed company in India may issue Equity Shares to Eligible QIBs, provided that:

- the Shareholders have passed a special resolution approving the Issue. Such special resolution must *inter alia* specify (a) that the allotment of Equity Shares is proposed to be made pursuant to the QIP and (b) the Relevant Date;

- the explanatory statement to the notice to the Shareholders for convening the general meeting must disclose, among other things, the particulars of the Issue, including the date of passing the board resolution, the kind of securities being offered and the price at which they are offered, amount which our Company intends to raise by way of such securities and the material terms of raising such securities, proposed Issue schedule, the purpose or objects of the Issue, the contribution made by the Promoters or Directors either as part of the Issue or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the Equity Shares of the same class of our Company, which are proposed to be allotted through the QIP, are listed on the Stock Exchanges, for a period of at least one year prior to the date of issuance of notice to our Shareholders for convening the meeting to adopt the above-mentioned special resolution;

- invitation to apply in the Issue must be made through a private placement offer cum application letter (i.e., this Preliminary Placement Document) and an application form serially numbered and addressed specifically to the Eligible QIBs to whom the Issue is made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law;

- our Company shall have completed allotments with respect to any earlier offer or invitation made by our Company or has withdrawn or abandoned any such invitation or offer, however, our Company may, at any time, make more than one issue of securities to such class of identified persons as may be prescribed;

- our Company shall not make any subsequent QIP until the expiry of two weeks from the date of this Issue;

- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer cum application letter (i.e., this Preliminary Placement Document), our Company must prepare and record a list of Eligible QIBs to whom the offer will be made. The offer must be made only to such Eligible QIBs whose names are recorded by our Company prior to the invitation to subscribe;

- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited;

- in accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees;

- the individual Promoters and Directors of our Company are not Fugitive Economic Offenders and are not declared as Wilful Defaulters; and

- the Promoter or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016.

At least 10% of the Equity Shares issued to Eligible QIBs shall be available for allocation to Mutual Funds, provided that, if this portion or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise downwards their Bids after the Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price of the Equity Shares issued under this Issue shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchanges during the two weeks preceding the Relevant Date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The "Relevant Date" referred to above means the date of the meeting in which the Board decides to open the Issue and "stock exchange" means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. Further, in accordance with the approval of the Shareholders accorded through a special resolution passed through a postal ballot dated December 14, 2024, our Company may offer a discount of not more than 5% on the Floor Price in accordance with the SEBI ICDR Regulations. The Issue Price shall be subject to appropriate adjustments, if our Company makes any alteration to its share capital as per the provisions under Regulation 176(4) of the SEBI ICDR Regulations.

The Equity Shares will be Allotted within 365 days from the date of the Shareholders' resolution approving the QIP and within 60 days from the date of receipt of Application Amount from the Successful Bidders failing which our Company shall refund the Application Amount in accordance with applicable laws. For details of Allotment, see "***– Pricing and Allocation – Designated Date and Allotment of Equity Shares***" below.

The Equity Shares issued pursuant to the QIP must be issued on the basis of this Preliminary Placement Document and the Placement Document. This Preliminary Placement Document and the Placement Document shall contain all material information required under applicable law including the information specified in Schedule VII of SEBI ICDR Regulations and the requirements prescribed under the PAS Rules and Form PAS-4. This Preliminary Placement Document and the Placement Document are private documents provided to only select investors through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of this Preliminary Placement Document addressed to you, you may not rely on this Preliminary Placement Document or Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to this Issue. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

This Issue was authorized and approved by our Board of Directors on November 11, 2022, and approved by our Shareholders by way of a special resolution passed through a postal ballot dated on December 14, 2024.

The minimum number of allottees with respect to a QIP shall be atleast:

- two, where the issue size is less than or equal to ₹ 25,000 lakhs; and
- five, where the issue size is greater than ₹ 25,000 lakhs.

No single Allottee shall be Allotted more than 50% of the Issue Size.

Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee. For details of what constitutes "same group" or "common control", see "***Bid Process – Application Form***" below.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on floor of a recognised stock exchange. In addition, purchasers of the Equity Shares Allotted pursuant to the Issue shall comply with the resale restrictions set forth in the sections titled, "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 273 and 281, respectively.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to them, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsel and advisors as to investment in the Equity Shares and related matters concerning the Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. The Equity Shares are transferable only in accordance with the restrictions described under the sections "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 273 and 281, respectively.

The Equity Shares issued pursuant to this Issue have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Our Company has also filed a copy of this Preliminary Placement Document and will file a copy of the Placement Document with each of the Stock Exchanges. Our Company has received in-principle approvals from each of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares on BSE and NSE, each dated June 23, 2025.

**Issue Procedure**

1. On the Issue Opening Date, our Company in consultation with the Lead Manager shall circulate serially numbered copies of this Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form, to Eligible QIBs and the Application Form will be specifically addressed to each such Eligible QIB. In terms of Section 42(3) of the Companies Act, 2013, our Company shall maintain records of the Eligible QIBs in the form and manner as prescribed under the PAS Rules, to whom this Preliminary Placement Document and the serially numbered Application Form have been dispatched. Our Company will make the requisite filings with the RoC within the stipulated time periods as required under the Companies Act, 2013 and the PAS Rules. The list of Eligible QIBs to whom this Preliminary Placement Document and Application Form is delivered will be determined by our Company in consultation with Lead Manager, at its sole discretion.

2. **Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Application Amount is to be deposited, is addressed to a particular QIB, no invitation to make an offer to subscribe shall be deemed to have been made to such QIB.** Even if such documentation were to come into the

possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

3. Eligible QIBs may submit the Application Form, including any revisions thereof along with the Application Amount and a copy of the PAN card or PAN allotment letter, during the Issue Period to the Lead Manager.

4. Bidders will be required to indicate the following in the Application Form:

- Full official name of the Bidder to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details (if applicable), phone number and bank account details;
- number of Equity Shares Bid for;
- price at which they are agreeable to subscribe for the Equity Shares and the aggregate Application Amount for the number of Equity Shares Bid for;
- details of the beneficiary account maintained with a depository participant to which the Equity Shares should be credited pursuant to this Issue; and
- details of the Equity Shares held by the Bidder in our Company prior to the Issue;
- it has agreed to certain other representations set forth in the Application Form and this Preliminary Placement Document; and
- a representation that it is outside the United States acquiring the Equity Shares in an "offshore transaction" as defined in and in reliance on Regulation S and the applicable laws of the jurisdictions where those offers and sales occur, and it has agreed to certain other representations set forth in "***Representations by Investors***" on page 4, "***Transfer Restrictions and Purchaser Representations***" on page 281 and in the Application Form.

***Note***: *Eligible FPIs are required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.*

5. Each Bidder shall be required to make the entire payment of the Application Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account within the Issue Period as specified in the Application Form sent to the respective Bidders. Please note that any payment of Application Amount for the Equity Shares shall be made from the bank accounts of the relevant Bidders and our Company shall keep a record of the bank account from where such payment has been received. Application Amount payable on Equity Shares to be held by joint holders shall be paid from the bank account of the person whose name appears first in the Application Form. Pending Allotment and the filing of return of Allotment by our Company with the RoC or receipt of final listing and trading approval from the Stock Exchanges, whichever is later, Application Amount received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event, among others, a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to the Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to the Bidder and the Issue Price, or any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but prior to the Issue Closing Date, the excess Application Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "***– Refunds***" below.

6. Once a duly completed Application Form is submitted by a Bidder, whether signed or not and the Application Amount is transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Issue Closing Date. In case of upward revision before the Issue Closing Date, an additional amount shall be required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. In case of Bids being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.

7. The Eligible QIBs acknowledge that in accordance with the requirements of the Companies Act, 2013, upon Allocation, the Bank will be required to disclose the names of proposed Allottees and the percentage of their post Issue shareholding in the Placement Document and consents to such disclosure, if any Equity Shares are allocated to it.

8. The Bids made by asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.

9. Upon receipt of the duly completed Application Form and the Application Amount in the Escrow Account, after the Issue Closing Date, our Company shall, in consultation with the Lead Manager determine the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue and Allocation. Upon such determination, the Lead Manager will send the serially numbered CAN to the Eligible QIBs who have been Allocated the Equity Shares. The dispatch of a CAN, and the Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price, refund details in case of partial refunds and the aggregate amount received towards the Equity Shares Allocated. **Please note that the Allocation will be at the absolute discretion of our Company in consultation with the Lead Manager.**

10. Upon determination of the Issue Price and the issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the Lead Manager, shall, on our behalf, send a serially numbered Placement Document, either in electronic form or through physical delivery, to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

11. Upon dispatch of serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. We will inform the Stock Exchanges of the details of the Allotment.

12. After passing the resolution for Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the depository participant, as specified in the records of the depositories or as indicated in their respective Application Form, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.

13. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

14. Our Company will then apply for the final trading approvals from the Stock Exchanges.

15. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Eligible QIBs shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.

16. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the Lead Manager shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

17. The Bidder represents that it is outside the United States and is purchasing the Equity Shares in an "offshore transaction" as defined in and in reliance on Regulation S and the applicable laws of the jurisdictions where those offers and sales are made, and is not our affiliate or a person acting on behalf of such an affiliate and it has agreed to certain other representations set forth in the Application Form.

18. In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which the Bid Amount has been paid by such Bidder, or Equity Shares are not Allocated to a Bidder for any reasons, or a Bidder withdraws the Bid prior to the Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which Bid Amount was remitted, in the form and manner set out in "***—Refunds***" on page 269.

**Qualified Institutional Buyers**

Only Eligible QIBs are eligible to invest in the Equity Shares pursuant to the Issue, provided that with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Rules, or a multilateral or bilateral development financial institution eligible to invest in India under the applicable laws, will be considered as Eligible QIBs. FVCIs and non-resident multinational and bilateral development financial institutions are not permitted to participate in the Issue. Currently, QIBs, who are eligible to participate in the Issue (not being excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations) and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- mutual funds, venture capital funds and alternate investment funds registered with SEBI;
- Eligible FPIs;
- insurance companies registered with the Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India;
- multilateral and bilateral development financial institutions;
- Mutual Funds;
- pension funds with minimum corpus of ₹ 2,500 lakhs registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013;
- provident funds with minimum corpus of ₹ 2,500 lakhs;
- public financial institutions as defined under section 2(72) of the Companies Act;
- scheduled commercial banks;
- state industrial development corporations;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India;
- venture capital funds registered with SEBI; and
- systemically important non-banking financial companies.

**Eligible FPIs are permitted to participate through the portfolio investment scheme under Schedule II of FEMA Rules, in this Issue. Eligible FPIs are permitted to participate in the Issue subject to compliance with all applicable laws and such that the shareholding of the FPIs do not exceed specified limits as prescribed under applicable laws in this regard. Other eligible non-resident QIBs shall participate in the Issue under Schedule I of the FEMA Rules. FVCIs are not permitted to participate in this Issue.**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue Equity Share capital of our Company. Further, in terms of the FEMA Rules, the total holding by each FPI including its investor group shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Hence, Eligible FPIs may invest in such number of Equity Shares in the Issue such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis, and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company on a fully diluted basis. In case the holding of an FPI including its investor group increases to 10% or more of the total post- Issue paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, within the above prescribed time period, the total investment made by such FPI together with its investor group will be re-classified as FDI as per procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (a) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates. The existing aggregate investment limit for FPIs in our Company is 100% of the paid up capital of our Company.

Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as an FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company.

Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed NSDL as the designated depository to monitor the level of FPI/NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The Stock Exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades. Eligible FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

**Restriction on Allotment**

Under Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any QIB being, Promoter, or any person related to the Promoter. QIBs which have all or any of the following rights shall be deemed to be persons related to the Promoter:

- rights under a shareholders' agreement or voting agreement entered into with the Promoter or members of the Promoter Group;
- veto rights; or
- a right to appoint any nominee director on the Board.

Provided, however, that a QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoter.

**Our Company and the Lead Manager and any of their respective shareholders, employees, counsels, officers, directors, advisors, representatives, agents or affiliates are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not ultimately result in triggering an open offer under the SEBI Takeover Regulations and ensure compliance with applicable laws.**

**A minimum of 10% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.**

***Note:*** *Affiliates or associates of the Lead Manager who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

**Bid Process**

***Application Form***

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and the Lead Manager in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of this Preliminary Placement Document. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period, and in such case, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of this Preliminary Placement Document, the Eligible QIB will be deemed to have made the following representations, warranties, acknowledgements and undertakings given or made under the sections "***Notice to Investors***", "***Representations by Investors***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 1, 4, 273 and 281, respectively:

- The Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;

- The Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoters, either directly or indirectly and its Application Form does not directly or indirectly represent the Promoter or Promoter Group or persons related to the Promoter;

- The Eligible QIB confirms and consents to its name and percentage of post-Issue shareholding (assuming full subscription in the Issue) will be included as a 'proposed allottee' in the Issue in the Placement Document;

- The Eligible QIB confirms that it has no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender which shall not be deemed to be a person related to the Promoters;

- The Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Issue Closing Date;

- The Eligible QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the floor of the Stock Exchanges;

- The Eligible QIB confirms that the QIB is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. The QIB further confirms that the holding of the QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the QIB;

- The Eligible QIB confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI or a non-resident multilateral or bilateral development financial institution;

- The Eligible QIB confirms that its Bids would not ultimately result in triggering an open offer under the SEBI Takeover Regulations;

- The Eligible QIB agrees that it will make payment of its Application Amount along with submission of the Application Form within the Issue Period. Each Eligible QIB agrees that once a duly filled Application Form is submitted by it, whether signed or not, and the Application Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date;

- The Eligible QIB agrees that although the Application Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, 2013 and rules made thereunder, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the Lead Manager. The Eligible QIB further acknowledges and agrees that the payment of Application Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

- The Eligible QIB acknowledges that in terms of the requirements of the Companies Act, 2013, upon Allocation, our Company will be required to disclose the names of proposed Allottees and the percentage of their post-Issue shareholding in the Placement Document and consents to such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees that the disclosure of such details in relation to it in the Placement Document will not guarantee Allotment to it, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Lead Manager;

- The Eligible QIB confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue. For the purposes of this representation:

  a. QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other QIB; and

  b. 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

  c. The Eligible QIB confirms that it is outside the United States and is purchasing the Equity Shares in an "offshore transaction" as defined in and in reliance on Regulation S and the applicable laws of the jurisdictions where those offers and sales are made, and is not our affiliate or a person acting on behalf of such an affiliate and it has agreed to certain other representations set forth in the Application Form;

- The Eligible QIB confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations;

- The Eligible QIB acknowledges that no Allotment shall be made to them if the price at which they have Bid for in this Issue is lower than the Issue Price; and

- The Eligible QIBs confirm that they shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges.

**ELIGIBLE QIBS MUST PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.**

**IF SO REQUIRED BY THE LEAD MANAGER, THE ELIGIBLE QIBs SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE LEAD MANAGER TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREINABOVE.**

**IF SO REQUIRED BY THE LEAD MANAGER, ESCROW BANK OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER ISSUE CLOSURE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE KNOW YOUR CUSTOMER (KYC) NORMS.**

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details given above. However, for the purposes of refund of all or part of the Application Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Application Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Application Amount pursuant to the Application Form by a Bidder shall be deemed a valid, binding and irrevocable offer for such Bidder to pay the entire amounts for the Equity Shares that may be Allotted to such Bidder and shall become a binding contract on a Successful Bidder upon issuance of the CAN and the Placement Document (when dispatched) by our Company (by itself or through the Lead Manager) in favour of the Successful Bidder.

***Submission of Application Form***

All Application Forms must be duly completed with information including the number of Equity Shares applied for along with payment and a copy of the PAN card or PAN allotment letter. Additionally, the Application Form will include details of the Escrow Account into which the Application Amount will have to be deposited. The Application Amount shall be deposited in the Escrow Account as is specified in the Application Form and the Application Form shall be submitted to the Lead Manager either through electronic form or through physical delivery at either of the following addresses:

**JM Financial Limited**
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India
**Contact Person:** Prachee Dhuri
**E-mail:** marathon.qip@jmfl.com
**Telephone**: +91 +91 22 6630 3030

The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period. Once a duly completed Application Form is submitted by a Bidder, whether signed or not, and the Application Amount is transferred to the Escrow Account, such application constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Issue Closing Date. In case of an upward revision before the Issue Closing Date, an additional amount shall be required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. In case Bids are being made on behalf of the Eligible QIB and the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.

The Lead Manager shall not be required to provide any written acknowledgement of the receipt of the Application Form and the Application Amount.

All Bidders submitting a Bid in the Issue, shall pay the entire Application Amount along with the submission of the Application Form within the Issue Period.

**Payment of Application Amount**

Our Company has opened the Escrow Account in the name of "MARATHON NEXTGEN REALTY LTD – QIP ESCROW A/C" with HDFC Bank Limited, our Escrow Bank, in terms of the Escrow Agreement. Bidders will be required to deposit the entire Application Amount payable for the Equity Shares along with submission of the Application Form and during the Issue Period submitted by it in accordance with the applicable laws.

Payments are to be made only through electronic fund transfer from their own bank account.

**Note: Payments are to be made only through electronic fund transfer. Payments made through cash, demand draft or cheques are liable to be rejected. Further, if the payment is not made favouring the Escrow Account, the Application Form is liable to be cancelled and rejected.**

If the payment is not made favouring the "MARATHON NEXTGEN REALTY LTD – QIP ESCROW A/C" within the Issue Period stipulated in the Application Form, the Application Form of the QIB is liable to be cancelled.

Pending Allotment, our Company undertakes to utilise the amount deposited in "MARATHON NEXTGEN REALTY LTD – QIP ESCROW A/C" only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) refund of Application Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, the excess Application Amount will be refunded to the same bank account from which Application Amount was remitted, in the form and manner set out in "***– Refunds***" below.

***Permanent Account Number or PAN***

Each Bidder should mention its PAN allotted under the Income Tax Act in the Application Form. Applications without this information will be considered incomplete and are liable to be rejected. Bidders should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.

***Bank Account Details***

Each Bidder shall mention the details of the bank account from which the payment of Application Amount has been made along with confirmation that such payment has been made from such account.

**Pricing and Allocation**

***Build-up of the Book***

The Eligible QIBs shall submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the Lead Manager. Such Bids cannot be withdrawn or revised downwards after the Issue Closing Date. The book shall be maintained by the Lead Manager.

***Price Discovery and Allocation***

Our Company, in consultation with the Lead Manager, shall determine the Issue Price, which shall be at or above the Floor Price. There is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares quoted on the Stock Exchanges during the two weeks preceding the Relevant Date. However, our Company may offer a discount of not more than 5% on the Floor Price in terms of Regulation 176 of the SEBI ICDR Regulations as approved by our Shareholders pursuant to a special resolution passed through a postal ballot dated December 14, 2022.

After finalisation of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document.

The "Relevant Date" referred to above will be the date of the meeting in which the Board (or a duly constituted committee thereof) decides to open the Issue and "stock exchange" means any of the recognized stock exchanges in India on which the Equity Shares are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. After finalization of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file the Placement Document with the Stock Exchanges.

***Method of Allocation***

Our Company shall determine the Allocation in consultation with the Lead Manager on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, our Company in consultation with the Lead Manager has the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

**THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE LEAD MANAGER IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBS. ELIGIBLE QIBS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY, IN CONSULTATION WITH THE LEAD MANAGER AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE APPLICATION AMOUNT AT OR ABOVE THE ISSUE PRICE. NEITHER OUR COMPANY NOR THE LEAD MANAGER ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.**

**Confirmation of Allotment Notice or CAN**

Based on receipt of the serially numbered Application Forms and Application Amount, our Company, in consultation with the Lead Manager, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price, the Application Amount paid and Refund Amount, if any, shall be notified to such Successful Bidders. Additionally, the CAN will include the probable Designated Date, being the date of credit of the Equity Shares to the Bidders' account, as applicable to the respective Bidder.

The Successful Bidders would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in our Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the QIB to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. Subsequently, our Board (or a duly constituted committee thereof) will approve the Allotment of the Equity Shares to the Allottees in consultation with the Lead Manager.

**Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.**

By submitting the Application Form, the Eligible QIB would have deemed to have made the representations and warranties as specified in "***Notice to Investors***" on page 1 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by the Stock Exchanges.

***Designated Date and Allotment of Equity Shares***

Subject to the satisfaction of the terms and conditions of the Placement Agreement, Our Company will ensure that the Allotment of Equity Shares is completed by the Designated Date provided in the respective CANs.

The Equity Shares in the Issue will be issued and Allotment shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act. However, transfer of securities of listed companies in physical form is not permitted pursuant to Regulation 40 of the SEBI Listing Regulations.

Our Company, at its sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.Following the Allotment of the Equity Shares pursuant to the Issue and credit of Equity Shares into the QIBs' beneficiary accounts maintained with the Depository Participant, our Company will apply for final listing and trading approvals to the Stock Exchanges and post receipt of the listing approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the beneficiary accounts of the Eligible QIBs.

Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, viz, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with the Placement Document. Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company is required to be disclosed in the Placement Document.

The Escrow Bank shall release the monies lying to the credit of the Escrow Account to our Company upon receipt of notice from the Lead Manager and the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and after filing return of Allotment under Form PAS-3 with the RoC.

After finalization of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document, which will include names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company.

**Refunds**

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount paid by a Bidder is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to such Bidder and the Issue Price, or a Bidder withdraws the Application Form prior to the Issue Closing Date, or the Issue is cancelled prior to Allocation, the excess Application Amount paid by such Bidder will be refunded to the same bank account from which the Application Amount was remitted, in the form and manner set out in the Refund Intimation/CAN (as applicable). The Refund Amount will be transferred to the relevant Bidders within two Working Days from the date of issuance of the CAN.

In the event that Equity Shares have been Allocated to Successful Bidders and our Company is unable to issue and Allot the Equity Shares offered in the Issue within 60 days from the date of receipt of the Application Amount, or the Issue is cancelled post Allocation, or where our Company has Allotted the Equity Shares but final listing and trading approvals are refused by the Stock Exchanges, our Company shall repay the Application Amount within 15 days from expiry of 60 days or such other time period as applicable under applicable law, failing which our Company shall repay that money with interest at such rate and in such manner as prescribed under the Companies Act, 2013.

In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013, the Depositories Act and other applicable laws.

We, at our sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever. Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository

Participant accounts, we will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

**Other Instructions**

***Submission of Documents***

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.

***Right to Reject Applications***

Our Company, in consultation with the Lead Manager, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the Lead Manager in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Application Amount paid by the bidder shall be refunded to the same bank account from which the Application Amount was remitted by such Bidder. For details see – "***Bid Process***" and – "***Refund***" above. Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

***Equity Shares in Dematerialised form with NSDL or CDSL***

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a successful QIB will be credited in electronic form directly to the specified beneficiary account (with the Depository Participant) of the QIB, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the Lead Manager will not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the QIBs.

**Release of Funds to our Company**

The Escrow Bank shall not release the monies lying to the credit of the "MARATHON NEXTGEN REALTY LTD – QIP ESCROW A/C" to our Company until receipt of notice from the Lead Manager, the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and filing of return of Allotment under Form PAS-3 with the RoC.

# PLACEMENT AND LOCK-UP

## Placement Agreement

The Lead Manager and our Company have entered into the Placement Agreement dated June 23, 2025 ("**Placement Agreement**"), pursuant to which the Lead Manager has agreed, subject to certain conditions, to use its reasonable efforts to place the Equity Shares with Eligible QIBs to subscribe to such number of our Equity Shares as may be agreed among our Company and the Lead Manager, pursuant to Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013 read with Rule 14 of the PAS Rules, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Placement Agreement contains customary representations and warranties, as well as indemnity from our Company and the Issue is subject to the satisfaction of certain conditions and subject to the termination of the Placement Agreement in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares issued pursuant to this Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "*offshore transactions*" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. For further details, see "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 273 and 281, respectively.

This Preliminary Placement Document has not been and will not be filed as a prospectus with the Registrar of Companies, and no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs.

## Relationship with the Lead Manager

In connection with the Issue, the Lead Manager (or its affiliates) may, for their own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the offer and sale of the Equity Shares or in secondary market transactions. As a result of such transactions, the Lead Manager may hold long or short positions in the Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. Affiliates of the Lead Manager may purchase Equity Shares. See "***Offshore Derivative Instruments***" and "***Representations by Investors***" on pages 11 and 4 respectively.

From time to time, the Lead Manager and their respective affiliates may engage in transactions with and perform services for our Company or its affiliates in the ordinary course of business and have engaged, or may in the future engage, in commercial banking, investment banking and other banking transactions with our Company, its affiliates or shareholders, for which they have received compensation and may in the future receive compensation.

## Lock-up

Under the Placement Agreement, our Company has undertaken that it will not for a period of 60 days from the Closing Date under the Issue, without the prior written consent of the Lead Manager, subject to the exceptions set out below:

(i) issue, offer, contract to issue, offer any option or contract to purchase, purchase any option or contract to issue, grant any option, right or warrant to purchase or otherwise transfer or dispose of, directly or indirectly, any Equity Shares, or any securities convertible into or exercisable or exchangeable for Equity Shares;

(ii) enter into any swap or other agreement that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of Equity Shares;

(iii) publicly announce any intention to enter into any transaction described in (a) or (b) above, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Equity Shares, or such other securities, in cash or otherwise.

However, the foregoing restriction shall not be applicable to the (i) the issuance of the Issue Shares pursuant to the Issue; (ii) issuance of Equity Shares pursuant to conversion of ESOPs; (iii) any transaction required by law or an order of a court of law or a statutory authority; or (iv) the issuance of any security pursuant to the scheme of amalgamation approved by the Board of Directors of our Company.

**Promoter's Lock-up**

Under the Placement Agreement, our Promoters will not, during the period commencing on the date hereof and ending 60 days from the date of Allotment of the Equity Shares pursuant to the QIP (both dated inclusive) (the "**Lock-up Period**"), directly or indirectly:

a) offer, pledge, sell, encumber, contract to sell, lend, purchase any option, grant or sell any option, right, contract or warrant to purchase, make any short sale or otherwise transfer or dispose of any Promoter Lock-up Shares or any other securities of our Company substantially similar to the Equity Shares, including, but not limited to options, warrants or other securities that are convertible into, exercisable or exchangeable for, or that represent the right to receive Promoter Lock-up Shares;

b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequences of ownership of the Promoter Lock-up Shares or any securities that are convertible into, exercisable or exchangeable for Promoter Lock-up Shares, whether now owned or hereinafter acquired; or

c) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an offer, sale or deposit of the Promoter Lock-up Shares in any depository receipt facility, or

d) publicly announce its intention to enter into the transactions referred to in (i) to (iii) above.

Provided however that the foregoing restrictions will not be applicable to:

(i) any inter group transfer made to any member of Promoter Group, subject to compliance with applicable laws and subject to observance by the transferee member of the Promoter Group of the foregoing restrictions on transfer of Promoter Lock-up Shares until the expiry of the Lock-up Period;

(ii) any sale, transfer or disposition of any of the Promoter Lock-up Shares by the undersigned in consultation with and prior written notice to all the Lead Manager to the extent such sale, transfer or disposition is required by applicable law; and

(iii) the issuance of any security pursuant to the scheme of amalgamation approved by the Board of Directors of the Company.

As used in the lock-up letter, the term "Promoter Lock-up Shares" shall mean the Equity Shares owned by the Promoters together with any and all Equity Shares that may be acquired by the Promoters during the Lock-up Period.

## SELLING RESTRICTIONS

*The distribution of this Preliminary Placement Document and the offer, sale or delivery of the Equity Shares in this Issue is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Preliminary Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Preliminary Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.*

### General

No action has been taken or will be taken that would permit a public offering of the Equity Shares to occur in any jurisdiction other than India, or the possession, circulation or distribution of this Preliminary Placement Document or any other material relating to our Company or the Equity Shares in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Preliminary Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Issue will be made in compliance with the applicable SEBI ICDR Regulations, Section 42 and 62 of the Companies Act, 2013 read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Each purchaser of the Equity Shares in the Issue will be deemed to have made acknowledgments and agreements as described under the section entitled "***Transfer Restrictions and Purchaser Representations***" on page 281.

### Republic of India

This Preliminary Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public. This Preliminary Placement Document has not been and will not be filed as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction.

### Australia

This Preliminary Placement Document does not constitute a prospectus or other disclosure document under the Corporations Act 2001 (Cth) ("Australian Corporations Act") and does not purport to include the information required of a prospectus or disclosure document under the Australian Corporations Act. This Preliminary Placement Document has not been lodged with the Australian Securities and Investments Commission ("ASIC") and no steps have been taken to lodge it with ASIC. No offer will be made under this Preliminary Placement Document to any person to whom disclosure is required to be made under Chapter 6D of the Australian Corporations Act. Any offer in Australia of the Equity Shares under this Preliminary Placement Document may only be made to persons who are "sophisticated investors" (within the meaning of section 708(8) of the Australian Corporations Act), "professional investors" (within the meaning of section 708(11) of the Australian Corporations Act) or otherwise pursuant to one or more exemptions under section 708 of the Australian Corporations Act which permit the offer of the Equity Shares without disclosure under Part 6D.2 of the Australian Corporations Act.

As any offer of Equity Shares under this Preliminary Placement Document will be made without disclosure in Australia under Chapter 6D.2 of the Australian Corporations Act, the offer of those securities for resale in Australia within 12 months may, under section 707 of the Australian Corporations Act, require disclosure to investors under Chapter 6D.2 if none of the exemptions in section 708 applies to that resale. By applying for the Equity Shares you undertake to our Company that you will not, for a period of 12 months from the date of issue of the Equity Shares, offer, transfer, assign or otherwise alienate those securities to any person in Australia except in circumstances where disclosure to such person is not required under Chapter 6D.2 of the Australian Corporations Act or where a compliant disclosure document is prepared and lodged with ASIC.

### Bahrain

All marketing and offering of the Equity Shares in the Issue has been made and will be made outside the Kingdom of Bahrain. This Preliminary Placement Document and the Equity Shares that shall be offered pursuant to this Preliminary Placement Document have not been registered, filed, approved or licensed by the Central Bank of Bahrain ("**CBB**"), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism ("**MOICT**") or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in this Preliminary Placement Document, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. This Preliminary Placement Document is only intended for Accredited Investors as defined by the CBB and the Equity Shares offered by way of private placement may only be offered in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to the public in the Kingdom of Bahrain to subscribe to the Equity Shares is being made and this Preliminary Placement Document will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved this Preliminary Placement Document and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of the Equity Shares.

**Cayman Islands**

No offer or invitation to subscribe for Equity Shares may be made to the public in the Cayman Islands to subscribe for any of the Equity Shares but an invitation or offer may be made to sophisticated persons (as defined in the Cayman Islands Securities Investment Business Law (the "**SIBL**"), high net worth persons (as defined in the SIBL) or otherwise in accordance with the SIBL. This Preliminary Placement Document does not constitute an invitation or offer to the public in the Cayman Islands of the Equity Shares, whether by way of sale or subscription. The Equity Shares are not being offered or sold, and will not be offered or sold, directly or indirectly, to the public in the Cayman Islands.

**People's Republic of China**

This Preliminary Placement Document does not constitute a public offer of the Equity Shares, whether by way of sale or subscription, in the People's Republic of China (the "PRC"). The Equity Shares are not being offered and may not be offered or sold, directly or indirectly, in the PRC to or for the benefit of, legal or natural persons of the PRC. According to the legal and regulatory requirements of the PRC, the Equity Shares may, subject to the laws and regulations of the relevant jurisdictions, only be offered or sold to non-PRC natural or legal persons in any country other than the PRC.

**Dubai International Financial Centre**

This Preliminary Placement Document relates to an Exempt Offer in accordance with the Markets Rules Module of the Dubai Financial Services Authority ("**DFSA**") Rulebook. This Preliminary Placement Document is intended for distribution only to persons of a type specified in the Markets Rules Module. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this Preliminary Placement Document nor taken steps to verify the information set forth herein and has no responsibility for this Preliminary Placement Document. The securities to which this Preliminary Placement Document relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this Preliminary Placement Document you should consult an authorized financial advisor.

In relation to its use in the DIFC, this Preliminary Placement Document is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. The interests in the securities may not be offered or sold directly or indirectly to the public in the DIFC.

**European Economic Area**

In relation to each Member State of the European Economic Area (each a "**Member State**"), no Equity Shares have been offered or will be offered pursuant to the Issue to the public in that Member State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, all in accordance with the Prospectus Regulation), except that offers of Equity Shares may be made to the public in that Member State at any time under the following exemptions under the Prospectus Regulation:

- to any legal entity which is a qualified investor as defined under the Prospectus Regulation;

- to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation), subject to obtaining the prior consent of Lead Manager for any such offer; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for the publication by our Company or the Lead Manager of a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this section, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Except for each person who is not a qualified investor and who has notified the Lead Manager of such fact in writing and has received the consent of the Lead Manager in writing to subscribe for or purchase Equity Shares in the Issue, each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a "qualified investor" as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the Lead Manager has been obtained to each such proposed offer or resale.

Our Company, the Lead Manager and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

**Hong Kong**

The Equity Shares have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "**C(WUMP)O**") or which do not constitute an offer to the public within the meaning of the C(WUMP)O.

No advertisement, invitation or document relating to the Equity Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO has been or will be issued, whether in Hong Kong or elsewhere.

**Japan**

The Equity Shares offered hereby have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**Financial Instruments and Exchange Act**"). The Preliminary Placement Document is not an offer of shares for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used in the Preliminary Placement Document means any person resident in Japan, including any corporation or entity organized under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

**Republic of Korea**

The Equity Shares have not been and will not be registered under the Financial Investments Services and Capital Markets Act of Korea and the decrees and regulations thereunder (the "**FSCMA**"), and the Equity Shares have been and will be offered in Korea as a private placement under the FSCMA. None of the Equity Shares may be offered, sold or delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to the applicable laws and regulations of Korea, including the FSCMA and the Foreign Exchange Transaction Law of Korea and the decrees and regulations thereunder (the "**FETL**"). Furthermore, the purchaser of the Equity Shares shall comply with all applicable regulatory requirements (including but not limited to requirements under the FETL) in connection with the purchase of the Equity Shares. By the purchase of the Equity Shares, the relevant holder thereof will be deemed to represent and warrant that if it is in Korea or is a resident of Korea, it purchased the Equity Shares pursuant to the applicable laws and regulations of Korea.

**Kuwait**

This document and does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, the Equity Shares in the State of Kuwait. The Equity Shares have not been licensed for offering, promotion, marketing, advertisement or sale in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares in State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of financial services/products in the State of Kuwait. No private or public offering of the Equity Shares is or will be made in the State of Kuwait, and no agreement relating to the sale of the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

**Malaysia**

No approval from the Securities Commission of Malaysia has been applied for or will be obtained for the offer or invitation in respect of the Issue under the Capital Markets and Services Act 2007. Neither has a prospectus been nor will be registered with the Securities Commission of Malaysia in connection with the Issue in Malaysia. Accordingly, this Preliminary Placement Document or any amendment or supplement hereto or any other offering document in relation to the Issue may not be distributed in Malaysia directly or indirectly for the purpose of any offer of the Equity Shares. The Equity Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act and no person may offer for subscription or purchase any of the Equity Shares directly or indirectly to anyone in Malaysia.

**Mauritius**

The public of the republic of Mauritius is not invited to subscribe for the interests offered hereby. This memorandum relates to a private placement and does not constitute an offer to the public in Mauritius to subscribe for the interests offered hereby. the interests are only being offered to a limited number of sophisticated investors meeting the eligibility criteria. no regulatory approval has been sought for the offer in Mauritius and it must be distinctly understood that the Mauritius financial services commission does not accept any responsibility for the financial soundness of or any representations made in connection with the issue. The memorandum is for the use only of the named addressee and should not be given or shown to any other person.

**Qatar (excluding the Qatar Financial Centre)**

This Preliminary Placement Document did not, and was not intended to, constitute an invitation or an offer of securities in the State of Qatar (including the Qatar Financial Centre) and accordingly should not be construed as such. The Equity Shares have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of securities in the State of Qatar.

By receiving this document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Preliminary Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority or any other authority or agency in the State of Qatar; (b) neither our Company nor the Lead Manager are authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority, or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Preliminary Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Equity Shares has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the

Equity Shares shall be received from outside of Qatar. This Preliminary Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. The persons representing the Lead Manager are, by distributing this document, not advising individuals resident in the State of Qatar as to the appropriateness of investing in or purchasing or selling securities or other financial products. Nothing contained in this Preliminary Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

**Qatar and Qatar Financial Centre**

Nothing in this Preliminary Placement Document is intended to constitute, shall be treated as constituting or shall be deemed to constitute, any offer or sale of securities in the State of Qatar or in the Qatar Financial Centre or the inward marketing of securities or an attempt to do business, as a bank, an investment company or otherwise in the State of Qatar or in the Qatar Financial Centre other than in compliance with any laws applicable in the State of Qatar or in the Qatar Financial Centre governing the issue, offering and sale of securities under the laws of the State of Qatar and the Qatar Financial Centre.

This Preliminary Placement Document and any underlying instruments or securities have not been and will not be filed with, reviewed or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Exchange or any other relevant Qatar governmental body or securities exchange. Our Company has not been authorised or licenced by any Qatari governmental body or regulator to market, offer or sell the Equity Shares in the State of Qatar or in the Qatar Financial Centre.

This Preliminary Placement Document is strictly private and confidential. This Preliminary Placement Document is provided on an exclusive basis to the specifically intended recipient of such document, upon that person's request and initiative, and for the recipient's personal use only. It is being distributed to a limited number of qualified investors and must not be provided to any person other than the original recipient. It is not for general circulation in the State of Qatar or the Qatar Financial Centre and may not be reproduced or used for any other purpose. Any distribution of this document by the recipient to third parties in the State of Qatar or the Qatar Financial Centre is not authorised and shall be at the liability of such recipient.

Recourse against our Company and/or its affiliates may be limited or difficult and may have to be pursued in a jurisdiction outside the State of Qatar and/or the Qatar Financial Centre.

**Saudi Arabia**

This Preliminary Placement Document may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority ("**CMA**"). The CMA does not make any representation as to the accuracy or completeness of this Preliminary Placement Document and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Preliminary Placement Document. Prospective purchasers of the Equity Shares offered hereby should conduct their own due diligence on the accuracy of the information relating to the Equity Shares. If you do not understand the contents of this Preliminary Placement Document, you should consult an authorised financial adviser.

**Singapore**

This Preliminary Placement Document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Preliminary Placement Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Equity Shares may not be circulated or distributed, nor may the Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

i. a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

ii. a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:

(a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(b) where no consideration is or will be given for the transfer;

(c) where the transfer is by operation of law;

(d) as specified in Section 276(7) of the SFA; or

(e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Notification under Sections 309B(1)(a) and 309B(1)(c) of the SFA: We have determined, and hereby notify all relevant persons (as defined in Section 309A of the SFA) that the Equity Shares are: (A) prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and (B) Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment: Notice on Recommendations on Investment Products).

**Singapore SFA Product Classification**: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), our Company has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Equity Shares are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Sultanate of Oman**

The information contained in this Preliminary Placement Document does not constitute a public offer of securities in Oman as contemplated by the Oman Commercial Companies Law (Sultani Decree 18/2019, as amended) or Article 3 of the Capital Market Authority Law (Sultani Decree 80/98, as amended). This Preliminary Placement Document will only be made available to investors in Oman in accordance with the provisions of Article 139 of the Executive Regulations of the Capital Markets Law (Capital Markets Law Decision No. 1/2009, as amended) (the "**Executive Regulations**") by an entity duly licenced by the Capital Market Authority of Oman to market non-Omani securities in Oman.

This Preliminary Placement Document is strictly private and confidential. It is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient. Additionally, this Preliminary Placement Document is not intended to lead to the making of any contract within the territory or under the laws of Oman.

This Preliminary Placement Document has not been (and will not be) filed with the Capital Market Authority of Oman (except in accordance with Article 139 of the Executive Regulations) or any other regulatory authority in Oman and the Capital Market Authority of Oman neither assumes responsibility for the accuracy and adequacy of the statements and information contained in this Preliminary Placement Document nor shall have any liability to any person for damage or loss resulting from reliance on any statements or information contained herein.

**Switzerland**

The Equity Shares may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act ("**FinSA**") and no application has or will be made to admit the Equity Shares to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Preliminary Placement Document nor any other offering or marketing material relating to the Equity Shares constitutes a prospectus pursuant to the FinSA, and neither this Preliminary Placement Document nor any other offering or marketing material relating to the Equity Shares may be publicly distributed or otherwise made publicly available in Switzerland.

The Equity Shares may, however, be offered in Switzerland to professional clients within the meaning of the FinSA, without any public offer and only to investors who do not purchase the Equity Shares with the intention to distribute them to the public. The investors will be individually approached from time to time. This Preliminary Placement Document may only be used by those investors to whom it has been handed out in connection with the Offer described herein and may neither directly nor indirectly be distributed or made available to other persons without our express consent.

**United Arab Emirates (excluding the Dubai International Financial Centre)**

This Preliminary Placement Document does not constitute or contain an offer of securities to the general public in the UAE. No offering, marketing, promotion, advertising or distribution (together, "Promotion") of this document or the Equity Shares may be made to the general public in the United Arab Emirates (the "**UAE**") unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the "**SCA**") and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the "**Promotion and Introduction Regulations**"), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to "Qualified Investors" (excluding "**High Net Worth Individuals**") (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE. None of the SCA, the UAE Central Bank, the UAE Ministry of Economy or any other regulatory authority in the UAE has reviewed or approved the contents of this document nor does any such entity accept any liability for the contents of this document.

**United Kingdom**

No Shares have been offered or will be offered pursuant to the Offering to the public in the United Kingdom prior to the publication of a prospectus in relation to the Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus Amendment etc (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Shares at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Lead Manager for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Shares shall require our Company or any Lead Manager to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Preliminary Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as "relevant persons"). The Preliminary Placement Document is directed only at relevant persons. Other persons should not act on the Preliminary Placement Document or any of its contents. The Preliminary Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

**United States of America**

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. For further details, see "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 273 and 281, respectively.

**Other Jurisdictions**

The distribution of this Preliminary Placement Document and the offer and sale of the Equity Shares may be restricted by law in certain jurisdictions. Persons into whose possession this Preliminary Placement Document comes are required to inform themselves about, and to observe, any such restrictions to the extent applicable.

## TRANSFER RESTRICTIONS AND PURCHASER REPRESENTATION

*Due to the following restrictions, investors are advised to consult legal counsel prior to purchasing Equity Shares or making any resale, pledge or transfer of Equity Shares.*

Pursuant to Chapter VI of the SEBI ICDR Regulations, any resale of Equity Shares Allotted in the Issue is not permitted for a period of one year from the date of Allotment, except on the Stock Exchanges. Investors are advised to consult their legal counsel prior to making any resale, pledge, or transfer of our Equity Shares. In addition to the above, Allotments made to Eligible QIBs, including VCFs and AIFs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them. For more information, see "***Selling Restrictions***" on page 273. Additional transfer restrictions applicable to the Equity Shares are listed below:

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

By accepting delivery of this Preliminary Placement Document, submitting a bid to purchase Equity Shares and/or accepting delivery of any Equity Shares, each investor will be deemed to have represented, agreed and acknowledged as follows:

- It is authorised to consummate the purchase of the Equity Shares in compliance with all applicable laws and regulations.
- It acknowledges (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer acknowledges) that the Equity Shares are being issued in reliance upon Regulation S and such Equity Shares have not been and will not be registered under the U.S. Securities Act.
- It certifies that either (A) it is, or at the time the Equity Shares are purchased will be, the beneficial owner of the Equity Shares, is located outside the United States (within the meaning of Regulation S), and it has not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States, or (B) it is a broker-dealer acting on behalf of its customer and its customer has confirmed to it that (i) such customer is, or at the time the Equity Shares are purchased will be, the beneficial owner of the Equity Shares, and (ii) such customer is located outside the United States (within the meaning of Regulation S), and such customer has not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States.
- It is aware of the restrictions of the offer, sale and resale of the Equity Shares pursuant to Regulation S.
- It agrees (or it is a broker-deal acting on behalf of a customer that has confirmed to it that such customer agrees) that neither it, nor any of its affiliates, nor any person acting on its behalf, will make any"*directed selling efforts*"as defined in Regulation S. It acknowledges and agrees that it is not purchasing any Equity Shares as a result of any"*directed selling efforts*"as defined in Regulation S.
- It understands that the Equity Shares are being offered in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act, that the Equity Shares have not been and will not be registered under the U.S. Securities Act and that if in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares, such Equity Shares may be offered, resold, pledged or otherwise transferred only outside the United States in a transaction complying with the provisions of Rule 903 or Rule 904 of Regulation S or in a transaction otherwise exempt from the registration requirements of the U.S. Securities Act and other applicable state securities laws.
- It is a sophisticated investor and has such knowledge and experience in financial, business and investments as to be capable of evaluating the merits and risks of the investment in the Equity Shares. It is experienced in investing in private placement transactions of securities of companies in a similar stage of development and in similar jurisdictions. It and any accounts for which it is subscribing to the Equity Shares (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to our Company or any of the Lead Manager for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) is seeking

to subscribe to the Equity Shares in this Issue for investment purposes and not with a view to resell or distribute them and it has no reason to anticipate any change in its circumstances, financial or otherwise, which may cause or require any sale or distribution by it of all or any part of the Equity Shares and (v) have no need for liquidity with respect to the investment in the Equity Shares. It acknowledges that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment.

- It has been provided access to this Preliminary Placement Document and will be provided access to the Placement Document which it has read in its entirety.

- It agrees to indemnify and hold our Company and the Lead Manager harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations and warranties. It will not hold any of our Company or the Lead Manager liable with respect to its investment in the Equity Shares. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.

- Where it is subscribing to the Equity Shares for one or more managed accounts, it represents and warrants that it is authorised in writing, by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- It agrees that any resale or other transfer, or attempted resale or other transfer, of the Equity Shares made other than in compliance with the above-stated restrictions shall not be recognised by our Company.

It acknowledges that our Company and the Lead Manager and their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations or agreements is no longer accurate, it will promptly notify our Company and the Lead Manager. It agrees that the terms and provisions of the foregoing acknowledgements, representations and agreements shall inure to the benefit of and any document incorporating such acknowledgements, representations and agreements shall be enforceable by our Company, its successors and its permitted assigns, and the terms and provisions hereof shall be binding on its permitted successors in title, permitted assigns and permitted transferees. It understands that these acknowledgments, representations and undertakings are required in connection with United States securities laws and irrevocably authorizes our Company to produce these acknowledgments, representations and undertakings (or any document incorporating them) to any interested party in any administrative or legal proceedings or official enquiry with respect to the matters covered herein.

## THE SECURITIES MARKET OF INDIA

*The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company or the Lead Manager or any of their respective affiliates or advisors. Investors are advised to consult their legal counsel prior to purchasing Equity Shares or making any resale, pledge or transfer of the Equity Shares.*

### The Indian Securities Market

India has a long history of organized securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and NSE are the significant stock exchanges in terms of the number of listed companies, market capitalization and trading activity.

### Indian Stock Exchanges

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government of India acting through the Ministry of Finance, Capital Markets Division, under the Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("**SCR (SECC) Regulations**"), which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum capitalization requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Regulations along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, protect the interests of investors in securities, promote and monitor self-regulatory organizations and prohibit fraudulent and unfair trade practices. Regulations concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

### BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of the SEBI, with effect from August 19, 2005, the BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017.

### NSE

NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000.

### Listing and Delisting of Securities

The listing of securities on a recognized Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act and various guidelines and regulations issued by the SEBI including the SEBI ICDR Regulations and the SEBI Listing Regulations. The SCRA empowers the governing body of each recognized stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

Further, SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 to govern the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

**Minimum Level of Public Shareholding**

All listed companies (except public sector undertakings) are required to maintain a minimum public shareholding of 25%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Where the public shareholding in a listed company falls below 25% at any time, such company shall bring the public shareholding to 25% within a maximum period of 12 months from the date of such public shareholding having fallen below the 25% threshold. However, every listed public sector company whose public shareholding falls below 25% at any time, such company shall increase its public shareholding to at least 25%, within a period of twelve months from the date of such fall, respectively, in the manner specified by SEBI. Further, every listed public sector company whose public shareholding falls below 25% at any time after the commencement of the Securities Contracts (Regulation) (Second Amendment) Rules, 2018, shall increase its public shareholding to at least 25%, within a period of two years from the date of such fall, in the manner specified by SEBI. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the above-mentioned requirements. Our Company is in compliance with this minimum public shareholding requirement.

**Index-Based Market-Wide Circuit Breaker System**

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10%, 15% and 20%. The Stock Exchanges on a daily basis translate the circuit breaker limits based on previous day's closing level of the index. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the CNX NIFTY of the NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise price bands of 5%, 10% and 20% movements either up or down. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

**Internet-based Securities Trading and Services**

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stock brokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI and other applicable laws. NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

**Trading Hours**

Trading on both, the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

**Trading Procedure**

In order to facilitate smooth transactions, the BSE replaced its open outcry system with the BSE on-line trading facility in 1995. This totally automated screen based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation fully automated BSE on-line trading platform (**"BOLT+"**) through which all trades on the equity cash, equity derivatives and currency segments of the exchange are executed.

The NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time/ price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

**Disclosures under the Companies Act and securities regulations**

Under the Companies Act, 2013, a public offering of securities in India must be made by means of a prospectus, which must contain information specified in the Companies Act, 2013, the PAS Rules and the SEBI ICDR Regulations. The prospectus must be filed with the relevant registrar of companies having jurisdiction over the place where a company's registered office is situated. A company's directors and promoters shall be subject to civil and criminal liability for misrepresentation in a prospectus. The Companies Act, 2013, also sets forth procedures for the acceptance of subscriptions and payment of commission rates for the sale of securities. Pursuant to the provisions of the SEBI Act, SEBI has issued detailed guidelines concerning disclosures by public companies and to further investor protection. The SEBI ICDR Regulations permit companies to price their domestic issues of securities in consultation with the lead merchant banker or through the book building process.

Public limited companies are required under the Companies Act, 2013, and other applicable guidelines to prepare, file with the RoC and circulate to their shareholders audited annual accounts which comply with the Companies Act's disclosure requirements and regulations governing their manner of presentation and which include sections pertaining to corporate governance, related party transactions and the management's discussion and analysis as required under the SEBI Listing Regulations. Accordingly, companies are required to publish unaudited financial results (subject to a limited review by the company's auditors) on a quarterly basis and are required to inform stock exchanges immediately regarding any unpublished price sensitive information.

**SEBI Listing Regulations**

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

**SEBI Takeover Regulations**

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the SEBI Takeover Regulations, which provides for specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company's shares/ voting rights/ control. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provides for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer. Subsequently, the SEBI Takeover Regulations were amended on August 13, 2021 exempting (a) persons, together with persons acting in concert with him, holding shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company; and (b) promoter of the target company, together with persons acting in concert with him, from making continual disclosures in relation to aggregate shareholding and voting rights in the target company. These relaxations have been given on account of implementation of the System Driven Disclosures ("**SDD**").

**Prohibition of SEBI Insider Trading Regulations**

The SEBI Insider Trading Regulations were notified on January 15, 2015 and came into effect on May 15, 2015, which repealed the regulations of 1992. The SEBI Insider Trading Regulations prohibit and penalize insider trading in India and impose certain restrictions on the communication of information by listed companies. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("**UPSI**"), subject to certain limited exceptions. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations.

Further, the SEBI Insider Trading Regulations makes it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders.

The SEBI Insider Trading Regulations also provides for initial and continuing disclosure obligations for shareholders holding more than a pre-defined percentage, and directors and officers, with respect to their shareholding in the company, and the changes therein. Initial disclosures are required from promoters, key managerial personnel, directors as well as continual disclosures by every promoter, employee or director in case value of trade exceed monetary threshold of 10 lakh rupees over a calendar quarter, within two days of reaching such threshold. The board of directors of all listed companies are required to formulate and publish on the company's website a code of procedure for fair disclosure of UPSI along with a code of conduct for its employees for compliances with the SEBI Insider Trading Regulations. The definition of "insider" includes any person who has received or has had access to unpublished price sensitive information in relation to securities of a company or any person reasonably expected to have access to unpublished price sensitive information in relation to securities of a company and who is or was connected with the company or is deemed to have been connected with the company. On July 17, 2020, SEBI amended the SEBI Insider Trading Regulations to prescribe that the board of directors or head(s) of listed companies shall ensure that a structured digital database containing the nature of unpublished price sensitive information, the names and details of persons who have shared the information and the names and details persons with whom information is shared shall be maintained.

**Depositories**

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI has framed regulations in relation to, among other things, the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

**Derivatives (Futures and Options)**

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organization under the supervision of the SEBI.

**Buy-back**

A company may buy-back its shares subject to compliance with the requirements of Section 68 of the Companies Act, 2013 and the SEBI (Buy-back of Securities) Regulations 2018, as amended. Under Section 68 of the Companies Act, 2013, a company may buy-back its shares out of its free reserves or securities premium account or the proceeds of the issue of any shares or other specified securities, other than proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

## DESCRIPTION OF THE EQUITY SHARES

*Set out below is certain information relating to the share capital of our Company, including a brief summary of certain provisions of our Company's Memorandum of Association and Articles of Association and the Companies Act, 2013 and certain related legislations of India, all as currently in effect. Prospective investors are urged to read the Memorandum of Association and Articles of Association carefully, and consult with their advisers, as the Memorandum of Association and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.*

**Share Capital**

The authorized share capital of our Company as of the date of this Preliminary Placement Document is ₹ 75,00,00,000 divided into 14,75,00,000 Equity Shares of ₹ 5 each aggregating to ₹ 7,375.00 lakhs and 1,25,000 preference shares of ₹ 100 each aggregating to ₹125.00 lakhs. Our issued, subscribed and paid-up equity share capital as of the date of this Preliminary Placement Document is ₹ 25,60,40,700 divided into 5,12,08,140 Equity Shares of ₹ 5 each. The Equity Shares of our Company are listed on BSE and NSE.

Additionally, the current authorized share capital of our Company is not correctly reflected on the website of the MCA. For details, see "***Risk Factor – As a listed company in India, our Company is subject to certain obligations and reporting requirements under the Companies Act, the SEBI Listing Regulations, and we must comply with other SEBI regulations as may be applicable to us. If there are any non-compliances or delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties***", on page 52.

**Memorandum and Articles of Association**

Our Company is governed by its Memorandum of Association and its Articles of Association.

**Dividends**

Under the Companies Act, 2013, an Indian company pays dividend upon a recommendation by its board of directors and subject to approval by a majority of the shareholders. The dividend on equity shares can be declared/paid only after declaration/payment of applicable dividend on preference shares. Unless the board of directors of a company recommends the payment of a dividend, the shareholders at a general meeting have no power to declare any dividend. Subject to certain conditions laid down by Section 123 of the Companies Act, 2013, no dividend can be declared or paid by a company for any fiscal except, among other things, out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act, 2013 or out of the profits of the company for any previous fiscal arrived at as laid down by the Companies Act, 2013.

Further, as per the Companies Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, in the event of inadequacy or absence of profits in any year, a company may declare dividend out of free reserves, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this shall not apply to a company, which has not declared any dividend in each of the three preceding financial years; (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of the company and free reserves of the company as per the most recent audited financial statement; (c) the amount so drawn shall be first utilised to set off the losses incurred by the company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of reserves of the company after such withdrawal shall not fall below 15% of the company's paid up share capital as per the most recent audited financial statement of the company.

According to the Articles of Association, our Company in a general meeting may declare dividends, but no dividend shall exceed the amount recommended by our Board. Subject to the provisions of the Companies Act, 2013, our Board may from time to time pay to the Shareholders such interim dividends as appear to it to be justified by the profits of our Company. Our Board may, before recommending any dividend, set aside out of the profits of our Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of our Board, be applicable for any purpose to which the profits of our Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of our Company or be invested in such investments (other than Equity Shares of our Company) as our Board may, from time to time, think fit. Our Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Under the Companies Act, 2013, dividends must be paid within 30 days from the date of its declaration. Where our Company has declared dividend, but which has not been paid or claimed within 30 days from the date of declaration, our Company shall, within seven days from the date of expiry of the said period of 30 days, transfer the total amount of the unpaid or unclaimed dividend to the unpaid dividend account. All Equity Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by our Company in the name of Investor Education and Protection Fund, established by the Central Government.

**Issue of Bonus Shares and Capitalization of Reserves**

In addition to permitting dividends to be paid out of current or retained earnings, the Companies Act, 2013 permits the board of directors, if so approved by the shareholders in a general meeting, to distribute an amount transferred in the free reserves, the securities premium account or the capital redemption reserve account, to its shareholders, in the form of fully paid up bonus shares. Bonus shares are distributed to shareholders in the proportion of the number of ordinary shares owned by them as recommended by the board of directors. The shareholders on record on a fixed record date are entitled to receive such bonus shares. Any issue of bonus shares is subject to regulations issued by SEBI. Further, as per the Companies Act, 2013, bonus shares can only be issued if the company has not defaulted in payments of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus or principal/ interest payments on fixed deposits or debt securities issued by it. The bonus issue must be made out of free reserves built out of profits or share premium account collected in cash only and not from reserves created by revaluation of fixed assets. Further, bonus shares cannot be issued in lieu of dividend.

**Pre-Emptive Rights and Alteration of Share Capital**

Under Section 62(1)(a) of the Companies Act, 2013, the shareholders have the pre-emptive right to subscribe for new shares in proportion to the amount paid up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. The offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any person, and the notice shall contain a statement of this right. The board of directors is authorized to distribute any new shares not purchased by the pre-emptive rights holders in a manner which is not disadvantageous to the shareholders and the company.

Our Articles of Association provide that our Company may, from time to time, by ordinary resolution in its general meetings, undertake any of the following:

- increase the share capital by such sum, to be divided into shares of such amounts as it thinks appropriate;
- divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with others;
- cancel shares which are the date of such general meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled;
- consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

**Preference Shares**

Subject to Section 55 of the Companies Act, 2013, any new shares may be issued as preference shares which are liable to be redeemed within a period not exceeding 20 years from the date of their issue, and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption subject to the conditions provided in the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended.

Our Articles of Association provide that our Company shall have power to issue, subject to the provisions of the Companies Act, 2013 and consent of our Board, any preference shares on the terms that they are, or at the option of our Company, liable to be redeemed on such terms and in any manner permissible under the Companies Act, 2013 and the Directors may, subject to the applicable provisions of the Companies Act, 2013, exercise such power as they deem fit and provide for redemption at a premium or otherwise as they deem fit.

**General Meetings of Shareholders**

There are two types of general meetings of the Shareholders:

(i) Annual General Meeting, and

(ii) Extraordinary General Meeting.

As per the provisions of our Articles of Association, all general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

In accordance with Section 96 of the Companies Act, 2013, a company must hold its annual general meeting within six months after the expiry of each fiscal provided that not more than 15 months shall elapse between the annual general meeting and the next one, unless extended by the Registrar of Companies at its request for any special reason for a period not exceeding three months. Our Company shall, in addition to any other meetings, hold a general meeting which shall be styled as an Annual General Meeting at intervals and in accordance with the following provisions: (a) our Company shall hold its Annual General Meetings within such intervals as are specified in Section 96 read with Section 129 of the Companies Act, 2013 and subject to the provisions of Section 96(2) of the Companies Act, 2013 at such times and places as may be determined by our Board.

Our Board may, whenever it thinks fit, call an Extraordinary General Meeting. Further, our Board may call an Extraordinary General Meeting on requisition in compliance with the provisions of the Companies Act, 2013.

Whenever our Company proposes to undertake any action that statutorily requires the approval of the Shareholders of our Company, our Company shall call for an Extraordinary General Meeting in accordance with the provisions of the Companies Act, 2013 by serving at least 21 days' written notice to all Shareholders, with an explanatory statement containing all relevant information relating to the agenda for the Extraordinary General Meeting. Unless waived in writing by all the Shareholders, any item not specifically included in the agenda of a Shareholders' meeting shall not be considered or voted upon at that meeting of the Shareholders (including at any adjournments thereof).

Our Company may also pass resolutions by means of postal ballot and/or other ways as may be prescribed under Section 110 of the Companies Act, 2013 and/or other applicable provisions, if any, and any future amendments or re-enactments, in respect of any business that can be transacted by our Company in a general meeting, instead of transacting the business therein. Further, in the case of resolutions relating to such business as the Government of India may prescribe, to be conducted only by postal ballot and/or other ways as may be prescribed, our Company shall get such resolutions passed only by postal ballot and/or other ways as may be prescribed, instead of transacting the business in a general meeting of our Company.

**Voting Rights**

Subject to the provisions of the Companies Act, 2013 and our Articles of Association, votes may be given either personally or by proxy, and in the case of a body corporate, a duly authorized representative under Section 113 of the Companies Act, 2013 shall be entitled to exercise the same powers on behalf of the corporation as if it were an individual member of the company.

On a show of hands, every member holding Equity Shares and present in person shall have one vote. On a poll, every member holding Equity Shares in our Company shall have voting rights in proportion to his share of the paid-up equity share capital. A member may exercise his vote at a meeting by electronic means in accordance with the Companies Act and shall vote only once. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members. Further, upon a show of hands or upon a poll, the voting right of every member holding preference shares shall be subject to the provisions of Section 47 of the Companies Act, 2013, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. A member who is of unsound mind may vote whether on a show of hands or a poll by his committee or any other legal guardian and such person may give their votes by proxy.

Any business other than upon which a poll has been demanded may be proceeded with, pending the taking of the poll. No Shareholder shall be entitled to exercise any voting right, either personally or by proxy at any meeting of our Company unless all calls or other sums presently payable by him in respect of the shares in our Company have been paid, or in regard to which our Company has exercised any right of lien. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose determination made in good faith shall be final and conclusive.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the Registered Office of our Company at least 48 hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the prior death or insanity of the principal, or revocation of the instrument, or the authority under which the proxy was executed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by our Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**Transfer and Transmission of Equity Shares**

Equity shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the depository participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are subject to securities transaction tax (levied on and collected by the stock exchanges on which such equity shares are sold). Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019.

The executor or administrator of a deceased member (not being one of the several joint-holders) shall be the only person recognised in the name of such member, and in case of the death of anyone or more of the joint holders of any registered Equity Share, the survivor shall be the only person recognised by our Company as having any title to or interest in such Equity Share. However, the above stated shall not release the estate of a deceased joint holder from any liability in respect of any Equity Share which had been jointly held by him with other persons.

If any person becoming entitled to Equity Shares in consequence of the death of a Shareholder, elects to be registered as holder of the Equity Share himself, he shall deliver or send to our Company, a notice signed by him stating that he so elects. If the said person elects to transfer the Equity Shares, he shall testify his election by executing an instrument of transfer of the Equity Shares. Our Board shall, in either case, have the same right to decline or suspend registration as it would have had if the deceased, lunatic, insolvent, bankrupt shareholder had transferred the Equity Share(s) before his death, lunacy, bankruptcy or insolvency.

Any person becoming entitled to Equity Shares by reason of the death, lunacy, bankruptcy or insolvency of a Shareholder shall, subject to Section 123 of the Companies Act, 2013, be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the Equity Shares.

**Acquisition by our Company of its own Equity Shares**

Our Company is permitted to buy-back its securities including shares in accordance with the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013 (including any future amendments or re-enactments) and as per the rules and procedures prescribed therein and in compliance with the prevailing regulatory provisions and guidelines.

**Winding up**

As per the provisions of our Articles of Association, our Company may be wound up in accordance with the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016, as amended (to the extent applicable).

# TAXATION

## STATEMENT OF SPECIAL TAX BENEFITS

Date: June 23, 2025

To,

**The Board of Directors**
**Marathon Nextgen Realty Limited**
Marathon Futurex, N. M. Joshi Marg
Lower Parel,
Mumbai 400 013
Maharashtra, India

**Sub: Qualified Institutions Placement of equity shares of face value ₹ 5 each ("Equity Shares") by Marathon Nextgen Realty Limited (the "Company") under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and Sections 42 and 62 of the Companies Act, 2013, as amended, along with the rules and regulations thereunder, as amended from time to time (such placement, the "Issue").**

Dear Sir and Madam,

We, Rajendra and Co, the statutory auditors of the Company, hereby confirm that the enclosed **Annexure A**, prepared by the Company and initialed by us for identification purpose ("**Statement**") for the Issue, outlines the possible special tax benefits available to the Company, its shareholders and its Material Subsidiaries, under applicable direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Income-tax Rules, 1962, the Central Goods and Services Tax Act, 2017 (CGST Act), the Integrated Goods and Services Tax Act, 2017 (IGST Act), the Union Territory Goods and Services Tax Act, 2017 (UTGST), respective State Goods and Services Tax Act, 2017 (SGST Acts), Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, the Union Territory Goods and Services Tax Rules, 2017 (UTGST Acts), respective State Goods and Services Tax Rules, 2017 (collectively referred to as '**GST Laws**'), the Customs Act, 1962, the Customs Tariff Act, 1975 and the Foreign Trade Policy (collectively referred to as "**Taxation Laws**"), the rules, regulations, circulars and notifications issued thereon, as amended by the Finance Act, 2025, and applicable to the assessment year 2026-27 relevant to the financial year 2025-26. Several of these benefits are dependent on the Company, its shareholders and its Material Subsidiaries fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company, its shareholders and its Material Subsidiaries, as identified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company and its Material Subsidiaries faces in the future, the Company, its shareholders and its Material Subsidiaries may or may not choose to fulfill.

This statement of possible special tax benefits is provided in accordance with the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, its shareholders and its Material Subsidiaries, the same would include those benefits as enumerated in the **Annexure A**. Any benefits under the taxation laws other than those specified in **Annexure A** are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the **Annexure A** have not been examined and covered by this statement.

The benefits discussed in the enclosed Statement are not exhaustive. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

We do not express any opinion or provide any assurance as to whether:

1. the Company, its shareholders and its Material Subsidiaries will continue to obtain these benefits in the future; or

2. the conditions prescribed for availing of the benefits, where applicable have been/would be met with.

The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and its Material Subsidiaries on the basis of our understanding of the business activities and operations of the Company and its Material Subsidiaries.

We have conducted our review in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this statement we have complied with the Code of Ethics issued by the ICAI.

We hereby consent to be named an "expert" under the Companies Act, 2013, as amended, and our name may be disclosed as an expert to any applicable legal or regulatory authority insofar as may be required, in relation to the statements contained therein. We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company.

We have carried out our work on the basis of our understanding of the business activity and the operations of the Company and as per information made available to us by the Company, which has formed the basis for the tax benefits stated in the Annexure

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

We hereby consent to our name and the aforementioned details being included in the Issue Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory/ statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the Placement Agent in connection with the Issue and in accordance with applicable law.

This certificate may be relied on by the Placement Agent, their affiliates and legal counsels in relation to the Issue and to assist the Placement Agent in conducting and documenting their investigation of the affairs of the Company in connection with the Issue.

We hereby consent to this certificate being disclosed by the Placement Agent, if required, to any regulatory/ statutory authority including SEBI and the Stock Exchanges as may be necessary if required, (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation. (iii) for the records to be maintained by the Placement Agent in respect of the Issue and in accordance with applicable law.

We undertake to immediately communicate, in writing, any changes to the above information/ confirmations to the Placement Agent and the Company until the equity shares allotted in the Issue commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the Placement Agent and the legal advisors appointed with respect to Issue can assume that there is no change to the information/ confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Issue Documents.

For **Rajendra & Co.**
Chartered Accountants

Firm Registration No 108355W

**Akshay Shah**
Partner
Membership No.103316
UDIN: 25103316BMNQND2437
Mumbai
Date: June 23, 2025

## ANNEXURE A

### Statement of Tax Benefits

**STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA**

This statement of possible special tax benefits is required as per the SEBI ICDR Regulations. While the term '*special tax benefits*' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, its shareholders and its Material Subsidiaries, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

**I. Special Direct tax benefits available to the Company and its Material Subsidiaries**

**1. Lower corporate tax rate under section 115BAA of the Income Tax Act,1961 (the Act)**

Section 115BAA inserted in the Act by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. April 1, 2020 (A.Y. 2020-21) grants an option to a domestic company to be governed by the section from a particular Assessment Year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%) as against the regular rate of 25% or 30% (as the case may be), plus applicable surcharge and cess at the rate of 4%. Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their 'book profits' under section 115JB of the Act

Further, the Act provides that such a company will no longer be eligible to avail specified exemptions/ incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The taxable income earned by the company is taxable as per Section 115BAA of the Income Tax Act, 1961 at an effective tax rate of 25.168% as this option has already been exercised by the company.

The company was not entitled to claim these benefits for the year ended 31st March 2024.

**2. Share in profit / loss of firm / LLP**

Under Section 10(2A) of the Act, the share in the total income of the partnership firm / limited liability partnership (LLP) which is separately assessed as such, is exempt from tax in the hands of the Company being a partner in the partnership firm.

However, no deduction is permitted in respect of expenditure incurred by the Company in relation to income which is not chargeable to tax. The expenditure relatable to "exempt income" needs to be determined in accordance with the provisions specified in Section 14A of the Act read with Rule 8D of the Income Tax Rules, 1962 ("IT Rules"). Further, as per the amendment made by the Finance Act, 2022; no deduction would be permitted in respect of expenditure incurred for earning exempt income even if such exempt income has not been received or accrued or arisen during the previous year.

**3. Deduction in respect of inter-corporate dividends – Section 80M of the Act**

With respect to a resident corporate shareholder, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during Financial Year 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act

4. **Deduction in respect of additional employee costs – Section 80JJA of the Act**

The company may also be entitled to a deduction u/s 80JJA of the Act of an amount equal to 30% of the additional employee cost incurred in the course of its business for 3 assessment years including the year in which the employment was provided subject to there being additional employees during the year and an additional employee cost as computed under the provisions of Section 80JJA of the Act.

**II. Special direct tax benefits available to the shareholders of the Company**

**Resident Shareholders**

**Taxation of long-term capital gains on shares and securities**

Section 112A of the Act deals with long-term capital gains arising from the transfer of an equity share of a company where securities transaction tax (STT) has been paid on acquisition and transfer of such equity share subject to fulfilment of prescribed conditions under the Act and Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018.

The long-term capital gains arising on the transfer of such capital assets will be taxable at 12.5%. No tax shall be payable on long-term capital gains up to an aggregate of Rs.1,25,000/- during the previous year. The capital gains shall be further subjected to a surcharge and a 4% cess.

**Taxation of short-term capital gains**

As per section 111A of the Act, Short Term Capital Gains arising on transfer of equity shares of a company where STT has been paid on acquisition and transfer of such equity share, shall be taxed at 20%.

**III. Special Indirect tax benefits available to the Company and its Material Subsidiaries under the Integrated Goods and Services Tax Act 2017, Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017**

1. All new residential Projects on or after April 1, 2019 shall have the following reduced GST rates in order to promote affordable residential housing –

    a. The reduced effective GST rates for affordable residential apartments from 8% to 1% without availing input tax credit subject to fulfilment of the following conditions:

        - having carpet area not exceeding 60 square meters in metropolitan cities or 90 square meters in cities or towns other than metropolitan cities and
        - the gross amount charged is not more than forty-five lakhs rupees.

    b. For all other residential apartments, the reduced effective GST rates from 12% to 5% without availment of input tax credit.

    c. For on-going affordable housing residential projects that commenced before April 1 2019, the same shall be subject to GST at the rate of 8% with availment of input tax credit.

    d. For all other residential projects that have commenced before April 2019, the same shall be subject to GST at the rate of 12% with availment of input tax credit.

With respect to point c and d above, the rates of 8% and 12% respectively shall be applicable for those projects where the Company has opted for those rates in order to avail the input tax credit. If the Company did not opt for the old rates, the rates mentioned in a and b above shall apply with availment of input tax credit.

2. All commercial projects are taxed at the rate of 12% with availment of input tax credit.

**IV. Special indirect tax benefits available to the shareholders of the Company under the Integrated Goods and Services Tax Act 2017, Central Goods and Services Tax Act, 2017 and State Goods and Services Tax Act, 2017**

There are no special indirect tax benefits available to the shareholders of the Company.

**For Marathon Nextgen Realty Limited**

**Chief Financial Officer / Director**

**Place:**

**Date:**

## LEGAL PROCEEDINGS

*Our Company, Promoters, Directors, Subsidiaries and Joint Ventures (collectively the "**Relevant Parties**") are involved in certain legal proceedings from time to time, which are primarily in the nature of civil suits, regulatory actions, criminal proceedings, tax disputes and petitions pending before various authorities.*

*As on date of this Preliminary Placement Document, except as disclosed below, there are no outstanding litigation, suits, including any tax proceedings or any other claims, disputes, legal or show cause notices, investigations or complaints determined as material in accordance with the Company's 'Policy for Determining Materiality' framed in accordance with Regulation 30 of the SEBI Listing Regulations, approved by our board by way of resolution dated February 12, 2016.*

*Notwithstanding such materiality policy approved by the Operations Committee, solely for the purpose of the Issue, in accordance with the resolution passed by our Operations Committee on June 23, 2025, except as disclosed in this section, there are no (i) outstanding actions, including penalties and notices received from statutory or regulatory authorities against the Relevant Parties; (ii) outstanding criminal proceedings, including matters at the first information report stage, filed by and against the Relevant Parties (matters under Section 138 of the Negotiable Instruments Act, 1881, if any, will be disclosed in a consolidated manner); (iii) outstanding civil and tax proceedings, including notices, against the Relevant Parties, which involve an amount equivalent to or above ₹ 805.00 lakhs, which is 5% of the average of absolute value of profit after tax as per the audited consolidated financial statements of our Company for Fiscals 2025, 2024 and 2023 ("**Materiality Threshold**") (outstanding matters related to direct and indirect taxes, below the materiality threshold, will be disclosed in a consolidated manner);(iv) outstanding litigation in relation to the land parcels on which we are developing/have developed/propose to develop Completed, Ongoing or Upcoming Projects ("**Project Land**") by our Company, Subsidiaries and Joint Ventures and where such entities have been impleaded as a party or where the dispute is with respect to the title of the land parcels, comprising of the Project Land of the Relevant Parties, or the land reserves held by the Relevant Parties, which is disclosed in a consolidated manner, except if any such litigation is quantifiable and crosses the Materiality Threshold, in which case, such litigations are disclosed separately; (v) outstanding litigation initiated by buyers before courts, tribunals and authorities involving the Relevant Parties, in relation to claims under the Real Estate (Regulation and Development) Act, 2016 ("**RERA, 2016**"), are disclosed in a consolidated manner, except if any such litigation is quantifiable and crosses the Materiality Threshold, in which case, such litigations are disclosed separately; (vi) outstanding litigation initiated by buyers before consumer forums involving the Relevant Parties, where the amount involved in such litigation exceeds the Materiality Threshold; (vii) status of Promoters or Directors of our Company and our Subsidiaries as fugitive economic offenders, and status of our Company, Promoters or Directors and our Subsidiaries as wilful defaulter or fraudulent borrower and (viii) other civil and tax proceedings involving the Relevant Parties wherein a monetary liability is not determinable or quantifiable, or which does not exceed the Materiality Threshold as specified in (iii) above and which if results in an adverse outcome, would have a material adverse effect on the financial position, business, operations, prospects or reputation of our Company.*

*Further, as on the date of this Preliminary Placement Document, except as disclosed below, (i) there are no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last three years immediately preceding the year of this Preliminary Placement Document for our Company and Subsidiaries, and no prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Preliminary Placement Document for our Company and Subsidiaries; (ii) there are no material frauds committed against our Company and Subsidiaries in the last three years; (iii) there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and Subsidiaries and their future operations; (iv) there are no defaults by our Company and Subsidiaries in the repayment of statutory dues, dues payable to instrument holders like holders of any debentures and interest thereon, in respect of deposits and interests thereon, or in repayment of any loan obtained from any bank or financial institution and interest thereon, as of the date of this Preliminary Placement Document; (v) there are no defaults in annual filings of our Company and Subsidiaries under the Companies Act, 2013 and the rules made thereunder; (vi) there is no litigation or legal action pending or taken by any ministry or department of the government or a statutory authority against our Company and Promoters during the last three years immediately preceding the year of this Preliminary Placement Document and no directions have been issued by such ministry or department of statutory authority upon conclusion of such litigation or legal action; and (vii) there are no reservations, qualifications or adverse remarks of our auditors in their respective reports on our audited financial statements for the last five Fiscals preceding the date of this Preliminary Placement Document.*

*It is clarified that for the purposes of the above, pre-litigation notices received by any of our Company, Subsidiaries and Joint Ventures, from third parties (excluding statutory/regulatory/governmental authorities or notices threatening criminal action) shall, in no event be considered as litigation till such time that any of our Company, Subsidiaries and Joint Ventures, are impleaded as parties in any such litigation proceedings before any judicial forum and accordingly have not been disclosed in this section.*

*Capitalized terms used herein shall, unless otherwise specified, have the meanings ascribed to such terms in this section.*

**A. Litigation involving our Company**

1. ***Outstanding criminal proceedings involving our Company***

NIL

2. ***Outstanding actions taken by regulatory and statutory authorities against our Company***

NIL

3. ***Outstanding material civil proceedings initiated by our Company***

NIL

4. ***Outstanding material civil and tax proceedings initiated against our Company***

(i) Marathon Era Co-operative Housing Society (the "**Plaintiff**") has filed a suit against our Company ("**Defendant No. 1**" or the "**Company**"), Marathon Realty Private Limited ("**Defendant No. 2**"), and others before the High Court of Bombay. The Plaintiff has alleged that Defendant No. 1 and Defendant No. 2 had undertaken additional constructions beyond the scope of the original sanctioned layout plan, without obtaining the requisite consent from flat owners, thereby violating the provisions of the Maharashtra Ownership Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963. Our Company has contested these allegations, asserting compliance with the applicable laws, including proper disclosure of development rights and has further submitted that the additional constructions were carried out in accordance with sanctioned plans. The matter is currently pending.

**B. Litigation involving our Promoters**

***1. Outstanding criminal proceedings involving our Promoters***

(i) Parshuram Ganpat Bhoir (the "**Complainant**") has filed a first information report with the Bhandup Police Station against our Promoters, Chetan Ramniklal Shah, Mayur Ramniklal Shah, Marathon Realty Private Limited and others (collectively, the "**Accused**"), alleging violation of Sections 34, 120-B, 188, 406, 409, 420, and 452 of the Indian Penal Code, 1860. The Complainant has alleged that the Accused by breach of trust encroached the ancestral land situated in Bhandup, Taluka - Kurla, Nahur West, Mumbai. The complaint states that the Accused, through collusion, executed sale deed and deed of conveyance and power of attorney in violation of a court-imposed injunction. The alleged transactions resulted in misappropriation amounting to ₹1,095.00 lakhs. The matter is currently pending investigation.

(ii) Mayur Ramniklal Shah, our Promoter and another (the "**Petitioners**") have filed a criminal writ petition before the High Court of Bombay (the "**High Court**") against the State of Maharashtra, through Bhandup Police Station and another. The writ petition challenges the legality of the prosecution initiated against the Petitioners without following due process of law and for setting aside the order dated July 31, 2024, passed by the Sessions Judge, Greater Mumbai, in exercise of its revisional jurisdiction, whereby the order dated February 7, 2017, passed by the Metropolitan Magistrate, 53rd Court, Mulund, Mumbai, was set aside and a direction was issued for registration of a first information report dated August 5, 2024, against the Petitioners for the alleged offences, punishable under Sections 120-B, 191, 199, 200, 207, 406, 420, 427, 465, 467, 471 and 506(2) of the Indian Penal Code, 1860, in relation to certain alleged fraudulent conveyances involving a property situated in Bhandup, Mumbai. The Petitioners have contended that the initiation of criminal proceedings is an abuse of process, as the underlying dispute is civil in nature and is already the subject matter of pending civil proceedings. The matter is currently pending.

(iii) Chetan Ramniklal Shah, our Promoter and others (the "**Petitioners**") have filed a criminal writ petition before the High Court of Bombay (the "**High Court**") against the State of Maharashtra, through Bhandup Police Station and another. The writ petition challenges the legality of the prosecution initiated against the Petitioners without following due process of law and for setting aside the order dated July 31, 2024, passed by the Sessions Judge, Greater Mumbai, in exercise of its revisional jurisdiction, whereby the order dated February 7, 2017, passed by the Metropolitan Magistrate, 53rd Court, Mulund, Mumbai, was set aside and a direction was issued for registration of a first information report dated August 5, 2024, against the Petitioners for the alleged offences, punishable under Sections 120-B, 191, 199, 200, 207, 406, 420, 427, 465, 467, 471 and 506(2) of the Indian Penal Code, 1860, in relation to certain alleged fraudulent conveyances involving a property situated in Bhandup, Mumbai. The Petitioners have contended that the initiation of criminal proceedings is an abuse of process, as the underlying dispute is civil in nature and is already the subject matter of pending civil proceedings. The matter is currently pending.

***2. Outstanding actions taken by regulatory and statutory authorities against our Promoters***

NIL

***3. Outstanding material civil proceedings initiated by our Promoters***

NIL

***4. Outstanding material civil and tax proceedings initiated against our Promoters***

(i) Marathon Era Co-operative Housing Society has filed a suit against our Promoter, Marathon Realty Private Limited, and others before the High Court of Bombay. For further details, see "***Legal Proceedings – Litigation involving our Company – Outstanding material civil and tax proceedings initiated against our Company***" on page 298.

**C. Litigation involving our Directors**

1. ***Outstanding criminal proceedings involving our Directors***

(i) Our Directors, Chetan Ramniklal Shah and Mayur Ramniklal Shah, have been named in a First Information Report filed with the Bhandup Police Station. For further details, see "***Legal Proceedings – Litigation involving our Promoters – Outstanding criminal proceedings involving our Promoters***" on page 298.

(ii) Our Director, Mayur Ramniklal Shah, has filed a criminal writ petition before the High Court of Bombay. For further details, see "***Legal Proceedings – Litigation involving our Promoters – Outstanding criminal proceedings involving our Promoters***" on page 298.

(iii) Our Director, Chetan Ramniklal Shah, has filed a criminal writ petition before the High Court of Bombay. For further details, see "***Legal Proceedings – Litigation involving our Promoters – Outstanding criminal proceedings involving our Promoters***" on page 298.

2. ***Outstanding actions taken by regulatory and statutory authorities against our Directors***

NIL

3. ***Outstanding material civil proceedings initiated by our Directors***

NIL

4. ***Outstanding material civil and tax proceedings initiated against our Directors***

NIL

**D. Litigation involving Subsidiaries**

1. ***Outstanding criminal proceedings involving our Subsidiaries***

NIL

2. ***Outstanding actions taken by regulatory and statutory authorities against our Subsidiaries***

NIL

3. ***Outstanding material civil and tax proceedings initiated by our Subsidiaries***

NIL

4. ***Outstanding material civil and tax proceedings initiated against our Subsidiaries***

NIL

**E. Litigation involving Joint Ventures**

1. ***Outstanding criminal proceedings involving our Joint Ventures***

(i) The Maharashtra Pollution Control Board (the "**Complainant**") has filed a criminal complaint under Sections 15 and 16 of the Environment (Protection) Act, 1986 (the "**Act**"), read with the Environment Impact Assessment Notification, 2006 (the "**EIA Notification**"), against Swayam Realtors and Traders LLP and others (the "**Accused**") before the Metropolitan Magistrate Court, Sewree, Mumbai. The Complainant has alleged that the Accused carried out construction activities on a project situated in Byculla West, Mumbai, without renewing its environment clearance with the Ministry of Environment, Forest and Climate Change Department, Government of India for the period between June 6, 2012, to March 25, 2019, as mandated under the Act and EIA Notification. The Complainant has alleged non-compliance with the environmental laws and has sought penalties under Sections 15 and 16 of the Act. The matter is currently pending.

(ii) Devang Doshi, an employee of Swayam Realtors and Traders LLP (the "**Complainant**"), has filed a criminal complaint on behalf of the Complainant under Sections 380, 419, 420, 465, 467, 468, 471 and 120(B) of the Indian Penal Code, 1860, before the Metropolitan Magistrate, Mazgaon (Sewree), Mumbai. The Complainant has alleged that Sundar Prasad Viranna Meka (Rao) (the "**Accused**") along with other perpetrators committed criminal conspiracy and cheated our Company. The complaint states that cheques, were illicitly stolen from the office situated at Khatav Mill Compound, Byculla, Mumbai, subscribed bogus signatures thereon and subsequently encashed for money. The matter is currently pending investigation.

2. ***Outstanding actions taken by regulatory and statutory authorities against our Joint Ventures***

NIL

3. ***Outstanding material civil proceedings initiated by our Joint Ventures***

NIL

4. ***Outstanding material civil and tax proceedings against our Joint Ventures***

(i) Our Joint Venture, Swayam Realtors and Traders LLP (the "**Assessee**"), had filed its return of income for assessment year 2022-23 on October 17, 2022, declaring a total income of ₹212.92 lakhs, which was entirely set off against the brought forward losses of assessment year 2021-22, thereby declaring nil income. The return was processed under Section 143(1) of the Income-tax Act, 1961 (the "**Act**") on March 17, 2023. Thereafter, the Assessee's case was selected for scrutiny under the Computer Assisted Scrutiny Selection, and multiple notices were issued by the Assessing Officer ("**AO**"). Subsequently, the AO passed an assessment order dated March 26, 2024, under Section 143(3) read with Section 144B of the Act (the "**Assessment Order**"), wherein an addition of ₹4,981.35 lakhs was made under Section 69A of the Act, on account of alleged on-money cash receipts on sale of flats, and raised a demand of ₹4798.47 lakhs (the "**Impugned Demand**"). Aggrieved by the Assessment Order, the Assessee filed an appeal before the National Faceless Appeal Centre (the "**NFAC**") under Form 35 on April 24, 2024. Thereafter, the Deputy Commissioner of Income Tax, Circle 2(1)(1), Ahmedabad (the "**DCIT**") issued a notice dated June 14, 2024, initiating recovery proceedings in respect of the Impugned Demand. In response, the Assessee, vide letter dated June 21, 2024 (the "**Stay Application**"), sought a stay on recovery of the Impugned Demand. The Assessee further submitted that there was a short grant of TDS credit amounting to ₹5.83 lakhs, despite the same being reflected in Form 26AS. A rectification application had been filed on this ground. The Assessee accordingly requested the DCIT to stay the recovery of the Impugned Demand till disposal of the appeal by the NFAC and grant due credit for the TDS shortfall of ₹5.83 lakhs. The matter is currently pending.

**F. Inquiries, inspections, or investigations under the Companies Act initiated or conducted in the last three years against our Company and our Subsidiaries**

As on the date of this Preliminary Placement Document, there are no inquiries, inspections, or investigations under the Companies Act initiated or conducted against our Company and our Subsidiaries during the last three years immediately preceding the year of the issue of this Preliminary Placement Document.

**G. Details of acts of material frauds committed against our Company and our Subsidiaries in the last three years, if any, and if so, the action taken by our Company and our Subsidiaries**

As on the date of this Preliminary Placement Document, there have been no material frauds committed against our Company and our Subsidiaries in the last three years preceding the date of this Preliminary Placement Document.

**H. Details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and our Subsidiaries and their future operations**

There are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and our Subsidiaries and their future operations.

**I. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues, debentures and interests thereon, deposits and interest thereon and loan from any bank or financial institution and interest thereon**

Except as disclosed below, our Company and our Subsidiaries have no outstanding defaults in repayment of undisputed statutory dues, dues payable to holders of any debentures and interest thereon, deposits and interest thereon and loans and interest thereon from any bank or financial institution:

| Particulars | Fiscal 2025 | | | Fiscal 2024 | | | Fiscal 2023 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Number of instances | Amount delayed (₹ in lakhs) | Duration of delay* | Number of instances | Amount delayed (₹ in lakhs) | Duration of delay* | Number of instances | Amount delayed (₹ in lakhs) | Duration of delay* |
| Unpaid dividend under the Companies Act, 2013 | 1 | 2.02 | 4 months | 1 | 0.3 | 23 months | 1 | 7.25 | 20 months |
| Profession Tax | Nil | Nil | Nil | 2 | 0.03 | 1 month | 1 | 0.01 | 1 month |
| Tax deducted at source on salary | 1 | 38.28 | Less than a year | 3 | 3.78 | Less than a year | 2 | 38.65 | Less than a year |
| Tax deducted at source other than salary | 12 | 25.17 | Less than a year | 62 | 8.38 | Less than a year | 50 | 191.35 | Less than a year |
| Employee Provident Fund | 2 | 2.15 | Less than 3 months | Nil | Nil | Nil | 2 | 1.30 | Less than 2 months |
| Maharashtra Labour Welfare Fund | Nil | Nil | Nil | Nil | Nil | Nil | 5 | 0.35 | Less than a year |

* *Duration is upto the date of payment*

**J. Details of defaults in the annual filing of our Company and our Subsidiaries under the Companies Act, 2013 and the rules made thereunder**

As on the date of this Preliminary Placement Document, our Company and our Subsidiaries have not made any defaults in the annual filings under the Companies Act, 2013 and the rules made thereunder.

**K. Litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters and promoter of our Subsidiaries during the last three years**

As on the date of this Preliminary Placement Document, there are no litigation or legal actions pending or taken by any ministry or department of the government or any statutory authority and there are no directions issued by such ministry or department of the government or statutory authority upon conclusion of such litigation or legal action against our Promoters and promoter of our Subsidiaries during the last three years immediately preceding the year of the issue of this Preliminary Placement Document.

**L. Reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of issue of this Preliminary Placement Document and their impact on the financial statements and financial positions of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks**

There are no reservations, qualifications or adverse remarks of our auditors in their respective reports on our audited financial statements for the last five Fiscals preceding the date of this Preliminary Placement Document.

**M. Prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years against our Company and our Subsidiaries**

There are no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years preceding the date of this Preliminary Placement Document against our Company and our Subsidiaries.

**N. Tax Litigation**

Except as disclosed above in "***Legal Proceedings – Litigation involving Joint Ventures – Outstanding material civil and tax proceedings against our Joint Ventures***", there are outstanding tax proceedings above the Materiality Threshold as on the date of the Preliminary Placement Document. Further, except as disclosed below, there are no outstanding tax litigations below the Materiality Threshold, involving the Relevant Parties:

| Nature of case | Number of cases(1) | Amount involved *(in lakhs)*(1)* |
|---|---|---|
| ***Tax litigation involving our Company*** | | |
| Direct tax | 2 | Not quantifiable# |
| Indirect tax | 4 | 39.36^ |
| **Total** | **6** | **39.36** |
| ***Tax litigation involving our Promoters*** | | |
| Direct tax | 0 | 0.00 |
| Indirect tax | 4 | 297.64 |
| **Total** | **4** | 297.64 |
| ***Tax litigation involving our Directors*** | | |
| Direct tax | 2 | 49.26 |
| Indirect tax | 0 | 0.00 |
| **Total** | **2** | **49.26** |
| ***Tax litigation involving our Subsidiaries*** | | |
| Direct tax | 0 | 0.00 |
| Indirect tax | 2 | 820.08 |
| **Total** | **2** | **820.08** |
| ***Tax litigation involving our Joint Ventures*** | | |
| Direct tax | 4 | 90.25 |
| Indirect tax | 1 | 105.31 |
| **Total** | **5** | **195.56** |

(1) *As certified by Rajendra & Co., Chartered Accountants, by way of their certificate dated June 23, 2025.*

* *To the extent quantifiable, including interest and penalty thereon and are approximate*

\# *The Income Tax Department has filed an appeal before the High Court of Bombay against the orders passed by the Income Tax Appellate Tribunal, Mumbai. The appeals are at the pre-admission stage.*

^ *The amount excludes three tax cases pertaining to our Company, wherein the High Court of Bombay has remanded the matters to the Deputy Commissioner of Sales Tax, Appeals, for de novo adjudication. These three cases have been included* *in the column for number of cases. However, the amount in dispute/demanded cannot be quantified as they are pending adjudication.*

## O. Litigation pertaining to land disputes

As of the date of this Preliminary Placement Document, except as disclosed below, there are no ongoing litigations in relation to the land parcels of our Company, its Subsidiaries and its Joint Ventures, on which there are Ongoing, Upcoming or Completed Projects. This includes cases which may involve disputes related to the ownership, transfer, encumbrances, or other rights concerning the land parcels comprising the Project Land, as well as any claims over the land reserves held by our Company, its Subsidiaries and its Joint Ventures. Such disputes may arise from conflicting title claims, prior encumbrances, or other third-party interests impacting the legal status or intended use of these properties:

| Name of the entity | Nature of relationship with our Company | Number of cases | Amount involved *(in lakhs)** |
|---|---|---|---|
| Marathon Nextgen Realty Limited | Company | 3 | 52.30 |
| Sanvo Resorts Private Limited | Subsidiary | Nil | Nil |
| Terrapolis Assets Private Limited | Subsidiary | Nil | Nil |
| Nexzone Fiscal Services Private Limited | Subsidiary | 1 | Nil |
| Marathon Energy Private Limited | Subsidiary | Nil | Nil |
| Marathon Nexzone Land Private Limited | Subsidiary | Nil | Nil |
| Nexzone IT Infrastructure Private Limited | Subsidiary | Nil | Nil |
| Nexzone Water Management Private Limited | Subsidiary | Nil | Nil |
| Kanchi Rehab Private Limited | Subsidiary | Nil | Nil |
| Swayam Realtors and Traders LLP | Joint Venture | 1 | Nil |
| Columbia Chrome (India) Private Limited | Joint Venture | Nil | Nil |
| **Total** | | **5** | **52.30** |

**To the extent quantifiable, including interest and penalty thereon and are approximate*

## P. Outstanding litigation in relation to claims under RERA, 2016

As of the date of this Preliminary Placement Document, except as disclosed below, there are no outstanding litigation initiated by buyers before courts, tribunals and authorities involving our Company, its Subsidiaries and its Joint Ventures, in relation to claims under the RERA, 2016:

| Name of the entity | Nature of relationship with our Company | Number of cases | Amount involved *(in lakhs** |
|---|---|---|---|
| Marathon Nextgen Realty Limited | Company | Nil | Nil |
| Sanvo Resorts Private Limited | Subsidiary | 33 | 376.68 |
| Terrapolis Assets Private Limited | Subsidiary | Nil | Nil |
| Nexzone Fiscal Services Private Limited | Subsidiary | Nil | Nil |
| Marathon Energy Private Limited | Subsidiary | Nil | Nil |
| Marathon Nexzone Land Private Limited | Subsidiary | Nil | Nil |
| Nexzone IT Infrastructure Private Limited | Subsidiary | Nil | Nil |
| Nexzone Water Management Private Limited | Subsidiary | Nil | Nil |
| Kanchi Rehab Private Limited | Subsidiary | Nil | Nil |
| Swayam realtors and traders LLP | Joint Venture | Nil | Nil |
| Columbia Chrome (India) Private Limited | Joint Venture | Nil | Nil |
| **Total** | | **33** | **376.68** |

** To the extent quantifiable, including interest and penalty thereon and are approximate*

## OUR STATUTORY AUDITORS

Rajendra & Co., Chartered Accountants, are the current independent Statutory Auditors with respect to our Company as required by the Companies Act, 2013 and in accordance with the guidelines prescribed by ICAI. In terms of the provisions of Section 139 of the Companies Act, 2013, Rajendra & Co., Chartered Accountants, were re-appointed as our Company's Statutory Auditors pursuant to a resolution adopted by our Shareholders at the annual general meeting held on September 29, 2022, for a period of five years, from Fiscal 2023 to Fiscal 2027.

Rajendra & Co., Chartered Accountants, have audited the Audited Consolidated Financial Statements for the Fiscals 2025, 2024 and 2023 and have issued their audit reports on such financial statements which are included in this Preliminary Placement Document in "***Financial Information***" on page 305.

The peer review certificate of our Statutory Auditors is valid as of the date of this Preliminary Placement Document.

# FINANCIAL INFORMATION

**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF MARATHON NEXTGEN REALTY LIMITED**

**Report on the Consolidated Financial Statements**

## Opinion

We have audited the accompanying Consolidated Financial Statements of **Marathon Nextgen Realty Limited** (hereinafter referred to as the 'Holding Company") which includes its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and Group's Share of profit / loss in its Joint Ventures, which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated statement of Profit and Loss, the Consolidated statement of changes in equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of Material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of subsidiaries and Joint ventures referred to in Other Matter para below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group and its Joint Ventures as at March 31, 2025, of Consolidated profit, Consolidated changes in equity and its Consolidated cash flows for the year then ended.

## Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, and its Joint Ventures in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the



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matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

**1. Investment in joint ventures and loans to related entities.**
**(Refer note no 5, 6A, 6B, 7 & 16 of Consolidated Financial Statements)**

**Recoverability of investment in joint ventures and other related entities:** The Group's investments in joint ventures and other related entities are carried at cost less any diminution in value, if any. The investments are assessed for impairment at each reporting date. The impairment assessment involves the use of estimates and judgements. The identification of impairment event and the determination of an impairment charge also require the application of significant judgement by the Group. The judgement, in particular, is with respect to the timing, quantity and estimation of projected cash flows of the real estate projects in these underlying entities. In view of the significance and quantum of these investments aggregating to Rs. 23,781.21/- lakhs representing 11.34% of total Consolidated assets, we consider valuation / impairment of investments in joint ventures and related entities to be a key audit matter.

**How the matter was addressed in our audit**

Our audit procedures included:

- Evaluating design and implementation and testing operating effectiveness of controls over the Group's process of impairment assessment and approval of forecasts.
- Assessing the financial position of the joint ventures, assessing profit history and project details of those joint ventures.
- Testing the assumptions and understanding the forecasted cash flows of joint ventures based on our knowledge of the Group and the markets in which they operate.
- Assessing the comparability of the forecasts with historical information.
- Analysing the possible indications of impairment and understanding Group's assessment of those indications.
- Considering the adequacy of disclosures in respect of the investment in joint ventures.

**Recoverability of loans in the nature of project advances to related entities:** The Group has extended loans to related entities aggregating to Rs. 81,559.55/- Lakhs representing to 38.88% of total consolidated assets. These are assessed for recoverability at each period end. Due to the nature of the business in the real estate industry, the Group is exposed to heightened risk in respect of the recoverability of the loans granted to the related parties. In addition to nature of business, there is also significant judgment involved as to the recoverability of the project specific loans. This depends on property developments projects being completed over the time period specified in agreements. We have identified measurement of loans to group entities as key audit matter because recoverability assessment involves Company's significant judgement and estimate.

**How the matter was addressed in our audit**

Our procedures included:

- Evaluating the design and implementation and testing operating effectiveness of key internal controls placed around the impairment assessment process of the recoverability of the loans/financial instruments.
- Assessing the net worth of joint ventures on the basis of latest available financial statements.
- Assessing the controls for grant of new loans and sighting the Board approvals obtained.
- Tracing loans advanced / repaid during the year to bank statement.
- Obtaining confirmations to assess completeness and existence of loans and advances given to joint ventures / group entities as on March 31, 2025.

**Other Information**

The Holding Company's Board of Directors is responsible for the preparation of other information. The other information comprises of the information included in the Annual Report, but does not include



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the Financial Statements and our auditor's report thereon. The aforesaid other information is expected to be made available to us after the date of this report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

When we read the above mentioned reports, if we conclude that other information is materially inconsistent with the financial statements we are required to communicate the matter to those charged with governance as required under SA 720 "The Auditor's responsibilities relating to Other Information".

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group including its Joint Ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and its Joint Ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and its Joint Ventures are responsible for assessing the ability of the Group and its Joint Ventures 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its Joint Ventures are responsible for overseeing the financial reporting process of the Group and its Joint Ventures.

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

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standard on Auditing (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



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could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated 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 Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its Joint Ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and Joint Ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its Joint Ventures of which we are independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and



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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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

The Consolidated financial Statements includes financial statements of

a) 7 subsidiaries, whose financial statements reflects total assets of Rs. 39,250.08/- Lakhs as at March 31, 2025, total revenues of Rs. 12,153.03/- Lakhs, total Net Profit after tax of Rs. 1192.73/- Lakhs, total comprehensive loss Rs. 1.14/- Lakhs for the year ended on that date and net cash inflow of Rs. 316.76/- Lakhs for the year ended March 31, 2025 as considered in the Consolidated Financial Statements which have been audited by their respective independent auditors.

b) 2 Joint Ventures whose financial statements reflect Group's share of net profit (including other comprehensive income) of Rs. 2806.54 Lakhs for the year ended March 31, 2025, as considered in the Consolidated Financial Statements which have been audited by their respective independent auditors.

c) We draw attention to note no 53.1 of Audited Consolidated Financial Statements disclosing impact of merger between the Company and its wholly owned subsidiary, Marathon Nextgen Township Private Limited (MNTPL) with effect from April 01, 2019 as being the appointed date ("Merger"). Accordingly, the previous periods comparative figure included in the Audited Consolidated Financial Statements are restated figures after giving impact to the said Merger. The financial statements of MNTPL as considered above were audited by other auditor.

The independent auditors report on the financial statement of the entities referred above have been furnished to us by the Management of Holding Company and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the Subsidiaries and Joint Venture, is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph above.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

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b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept, so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Profit and Loss statement (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary and joint venture Company incorporated in India, none of the directors of the Group and its joint venture Company incorporated in India is disqualified as on March 31, 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 over financial reporting and the operating effectiveness of such controls, refer to our Report in **"Annexure A"**, which is based on the auditors' reports of the Group and joint venture Company incorporated in India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on consideration of the report of the other auditors on separate financial statements:

i. The Consolidated Financial Statements disclose the impact of pending litigations on its Consolidated Financial Position of the Group and its joint ventures – Refer Note 41 to the Consolidated Financial Statements.

ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There were no amounts that were required to be transferred to the Investor Education and Protection Fund by the Holding Company.

iv. (a) The respective Management of the Holding Company and its subsidiary Company has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Management of the Holding Company and its subsidiary company has represented to us that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate)



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CHARTERED ACCOUNTANTS
*1311 Dalamal Tower 211 Nariman Point Mumbai 400021 Tel : 6630 6735 / 2283 4266 E-mail : contact@rajendraco.com*

have been received by the Holding Company or its subsidiary Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and

(c) Based on the audit procedures performed by us as considered reasonable and appropriate in the circumstances, nothing has come to our notice that cause us to believe that the representation given by the Management under paragraph (1) (g) (iv) (a) and (b) above contain any material misstatement.

v. The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of Dividend proposed is in accordance with Section 123 of the Act, as applicable. (Refer note 59 to Consolidated Financial Statements)

vi. Based on our examination, which included test checks carried out on software's application level and based on the other auditor's reports of its subsidiary companies and joint venture companies which are Companies incorporated in India whose financial statements have been audited under the Act, the Company, its subsidiaries and Joint Venture Companies has used an accounting software for maintaining its respective books of account which has a feature of recording audit trail (edit log) facility at application level and the same has operated throughout the year for all relevant transactions recorded in the accounting software/s. Further, during the course of our audit, we and the respective other auditors, whose reports have been furnished to us by the Management of the Holding Company, have not come across any instances of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. With respect to the matters specified in paragraphs 3(xxi) of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report and according to the information and explanations given to us, and based on the CARO report issued by Auditors of the Subsidiary Companies, included in the Consolidated Financial Statements to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks given in the CARO report of the Subsidiary Companies.

For **Rajendra & Co.**
Chartered Accountants
Firm Registration No 108355W

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**Madhur Ratanghayra**
Partner
Membership No. 173438
UDIN: 25173438BMOFKN9648
Place: Mumbai
Date: May 21, 2025

**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MARATHON NEXTGEN REALTY LIMITED**

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

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

**Opinion**

In conjunction with our audit of the Consolidated Financial Statements of the Holding Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of **MARATHON NEXTGEN REALTY LIMITED** (hereinafter referred to as "the Holding Company"), its Subsidiary (together "the Group") and its joint venture Company incorporated in India, as of that date.

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in the Other Matters paragraph, the Group and its joint venture Company incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to Consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to Consolidated financial statements criteria established by the Holding 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 Responsibility for Internal Financial Controls**

The respective Board of Directors of the Group and its joint venture Company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by Holding Company, considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Group and its joint venture Company incorporated in India, internal financial controls with reference to Consolidated 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 consolidated financial statements was 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 system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated 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



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procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group and its joint venture Company incorporated in India, internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls with reference to consolidated financial statements**

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls with reference to Consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other Matters**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to Eight subsidiary and one joint venture Company, is based on the corresponding reports of the auditors of such Company. Our Opinion is not modified in respect of the above matters.

For **Rajendra & Co.**
Chartered Accountants
Firm Registration No 108355W

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**Madhur Ratanghayra**
Partner
Membership No. 173438
UDIN: 25173438BMOFKN9648
Place: Mumbai
Date: May 21, 2025

## Marathon Nextgen Realty Limited

### Consolidated Balance Sheet as at 31 March 2025

(₹. in Lakhs)

| Particulars | Note No. | As at 31 March 2025 | As at 31 March 2024* |
|---|---|---|---|
| **ASSETS** | | | |
| **1 Non-current assets** | | | |
| (a) Property, Plant and Equipment | 3 | 1,158.84 | 976.52 |
| (b) Investment Property | 4 | 9,765.93 | 14,843.70 |
| (c) Goodwill on consolidation | 5 | 12,820.46 | 12,796.36 |
| (d) Investment in Joint Ventures | 6A | 10,091.34 | 7,284.81 |
| (e) Financial Assets | | | |
| (i) Investments | 6B | 869.70 | 776.55 |
| (ii) Loans | 7 | 61,885.82 | 71,258.60 |
| (iii) Other Financial Assets | 8 | 2,467.60 | 2,967.18 |
| (f) Deferred Tax Assets (Net) | 9A | 249.84 | 295.48 |
| (g) Current Tax Assets (Net) | 10 | 999.21 | 979.19 |
| (h) Other Non-current Assets | 11 | 146.64 | 250.97 |
| **Total Non - Current Assets** | | **1,00,455.38** | **1,12,429.36** |
| **2 Current assets** | | | |
| (a) Inventories | 12 | 65,547.49 | 62,039.69 |
| (b) Financial Assets | | | |
| (i) Trade Receivables | 13 | 9,529.04 | 9,437.39 |
| (ii) Cash and Cash Equivalents | 14 | 1,814.14 | 1,035.08 |
| (iii) Bank balances other than (iii) above | 15 | 7,365.59 | 8,275.93 |
| (iv) Loans | 16 | 19,780.92 | 26,202.76 |
| (v) Other Financial Assets | 17 | 312.19 | 124.87 |
| (c) Other Current Assets | 18 | 4,941.51 | 5,259.69 |
| **Total Current Assets** | | **1,09,290.88** | **1,12,375.41** |
| **Total Assets (1+2)** | | **2,09,746.26** | **2,24,804.77** |
| **EQUITY AND LIABILITIES** | | | |
| **1 EQUITY** | | | |
| (a) Equity Share Capital | 19 | 2,560.41 | 2,558.56 |
| (b) Other Equity | | | |
| (i) Equity Attributable to the owner of the company | 20 | 1,16,137.15 | 97,949.59 |
| (c) Non Controlling Interest | 21 | 1,565.08 | 1,167.12 |
| **Total Equity** | | **1,20,262.64** | **1,01,675.27** |
| **LIABILITIES** | | | |
| **2 Non-current liabilities** | | | |
| **(a) Financial Liabilities** | | | |
| (i) Borrowings | 22 | 37,791.25 | 58,262.92 |
| (ii) Other Financial Liabilities | 23 | 417.84 | 467.53 |
| (b) Provisions | 24 | 389.05 | 8,668.47 |
| (c) Other Non Current Liabilities | 25 | 33.37 | 41.92 |
| (d) Deferred Tax Liabilities (Net) | 9B | 29.25 | 47.63 |
| **Total Non - Current Liabilities** | | **38,660.76** | **67,488.47** |
| **3 Current liabilities** | | | |
| **(a) Financial Liabilities** | | | |
| (i) Borrowings | 26 | 18,235.07 | 17,829.93 |
| (ii) Trade Payables | | | |
| Total outstanding dues of micro and small enterprises | 27a | 1,329.86 | 1,399.00 |
| Total outstanding dues of other than micro and small enterprises | 27b | 3,927.56 | 3,563.90 |
| (iii) Other Financial Liabilities | 28 | 1,261.73 | 1,556.13 |
| (b) Provisions | 29 | 6,797.03 | 3,837.18 |
| (c) Current Tax liabilities (net) | 10A | 1,123.28 | 1,221.83 |
| (d) Other Current Liabilities | 30 | 17,948.33 | 26,233.06 |
| **Total Current Liabilities** | | **50,822.86** | **55,641.03** |
| **Total Equity and Liabilities (1+2+3)** | | **2,09,746.26** | **2,24,804.77** |
| See accompanying notes forming part of the financial statements | 1 - 61 | | |

***Restated pursuant to merger (refer note 53)**

In terms of our report attached

**For Rajendra & Co.**
**Chartered Accountants**
**ICAI Firm Registration No. 108355W**

**Madhur Ratanghayra**
Partner
Membership No.173438

Place: Mumbai
Date: 21st May, 2025

RAJENDRA & CO.
MUMBAI
CHARTERED ACCOUNTANTS

**For and on behalf of the Board of Directors**

**Chetan R. Shah**
Chairman & MD
DIN: 00135296

**Mayur R. Shah**
Director
DIN: 00135504

**Suyash Bhise**
Chief Financial Officer

**Yogesh Patole**
Company Secretary
ACS: 48777

Place: Mumbai
Date: 21st May, 2025

Place: Mumbai
Date: 21st May, 2025

## Marathon Nextgen Realty Limited

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

(₹ in Lakhs except Earning Per Share)

| | Particulars | Note No. | For the year ended 31 March 2025 | For the year ended 31 March 2024* |
|---|---|---|---|---|
| I | Revenue from Operations | 31 | 58,013.53 | 70,461.50 |
| II | Other Income | 32 | 9,626.84 | 4,122.49 |
| III | TOTAL INCOME (I+II) | | 67,640.37 | 74,583.99 |
| IV | **Expenses** | | | |
| | (a) Project Development Expenses | 33 | 39,084.14 | 37,988.77 |
| | (b) Changes in inventories of finished goods and construction work-in-progress | 34 | (3,432.24) | 3,939.37 |
| | (c) Employee Benefits Expense | 35 | 1,783.43 | 1,574.26 |
| | (d) Depreciation and Amortisation | 38 | 265.78 | 296.66 |
| | (e) Finance Costs | 36 | 5,876.91 | 9,094.91 |
| | (f) Other Expenses | 37 | 3,273.56 | 3,674.63 |
| | TOTAL EXPENSES | | 46,851.58 | 56,568.60 |
| V | PROFIT BEFORE TAX (III-IV) | | 20,788.79 | 18,015.39 |
| VI | Tax Expense: | | | |
| | (a) Current Tax | 39 | 4,470.00 | 4,975.00 |
| | (b) Deferred Tax | 39 | 31.88 | (336.87) |
| | (c) Excess provision of Tax related to earlier periods | 39 | 40.31 | 4.85 |
| | TOTAL TAX EXPENSES | | 4,542.19 | 4,642.98 |
| VII | PROFIT FOR THE YEAR(V-VI) | | 16,246.60 | 13,372.41 |
| VIII | Share of Profit / (Loss) in Joint Ventures | | 2,806.53 | 3,505.51 |
| IX | Profit for the year (VII+VIII) | | 19,053.13 | 16,877.92 |
| X | OTHER COMPREHENSIVE INCOME (OCI) | | | |
| | Items that will not be reclassified subsequently to Profit or Loss | | | |
| | (i) Remeasurement of Defined Benefit Obligation | | (19.55) | 0.79 |
| | (ii) Income Tax effect on above remeasurement | 9 | 4.63 | (0.20) |
| | TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) [NET OF TAX] | | (14.92) | 0.59 |
| XI | TOTAL COMPREHENSIVE INCOME FOR THE YEAR | | 19,038.21 | 16,878.51 |
| | **Profit for the year attributable to:** | | | |
| | (i) Owners of the Company | | 18,655.02 | 16,647.35 |
| | (ii) Non-controlling interest | | 398.11 | 230.57 |
| | **Other Comprehensive Income for the year attributable to:** | | 19,053.13 | 16,877.92 |
| | (i) Owners of the Company | | (14.77) | 0.63 |
| | (ii) Non-controlling interest | | (0.15) | (0.04) |
| | **Total Comprehensive Income for the year attributable to:** | | (14.92) | 0.59 |
| | (i) Owners of the Company | | 18,640.25 | 16,647.98 |
| | (ii) Non-controlling interest | | 397.96 | 230.53 |
| | **Total Comprehensive Income for the year** | | 19,038.21 | 16,878.51 |
| XII | EARNING PER EQUITY SHARE (FACE VALUE OF ₹ 5) IN ₹ | | | |
| | (1) Basic | 40(e) | 37.21 | 34.43 |
| | (2) Diluted | 40(f) | 37.19 | 32.50 |
| | **See accompanying notes forming part of the financial statements** | 1-61 | | |

***Restated pursuant to merger (refer note 53)**

In terms of our report attached

**For Rajendra & Co.**
Chartered Accountants
ICAI Firm Registration No. 108355W

**Madhur Ratanghayra**
Partner
Membership No.173438

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 21st May, 2025

**For and on behalf of the Board of Directors**

**Chetan R. Shah**
Chairman & MD
DIN: 00135296

**Mayur R. Shah**
Director
DIN: 00135504

**Suyash Bhise**
Chief Financial Officer

Place: Mumbai
Date: 21st May, 2025

**Yogesh Patole**
Company Secretary
ACS: 48777
Place: Mumbai
Date: 21st May, 2025

## Marathon Nextgen Realty Limited

(Currency in INR Lakhs)

### Consolidated Cash Flow Statement for the year ended 31 March 2025

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024* |
|---|---|---|
| **A CASH FLOW FROM OPERATING ACTIVITIES** | | |
| **Net Profit before tax:** | 20,788.79 | 18,015.39 |
| Adjustment for: | | |
| Depreciation/Amortisation [Refer Note 38] | 364.39 | 281.36 |
| Finance Cost | 5,876.91 | 9,094.91 |
| Interest Income | (3,954.05) | (3,770.85) |
| Profit on sale of Properties, Plants & Equipment's | 5.38 | 0.72 |
| Fair value of investment through Profit and Loss Account | (93.15) | (82.58) |
| Employee Stock Option Compensation | 53.87 | - |
| Profit on sale of Investment properties | (5,515.75) | - |
| Gain on Redemption of mutual fund | - | (1.47) |
| **Operating profit before Working Capital changes** | **17,526.39** | **23,537.48** |
| Adjustments for changes in Working capital | | |
| (Increase)/Decrease in Inventories | (3,507.80) | (10,253.39) |
| (Increase)/Decrease in Trade Receivables | (91.65) | (5,104.29) |
| (Increase)/Decrease in Other Financial Assets - Non current and current | 312.26 | 1,504.34 |
| Increase/(Decrease) in Other Non current and current Assets | 422.51 | (24.12) |
| Increase/(Decrease) in Trade Payables and other Payable | 494.52 | (946.92) |
| (Increase)/Decrease in Other Financial Liabilities - Non current and current | (336.69) | (3,361.78) |
| Increase/(Decrease) in Other Non current and current Liabilities | (8,293.28) | (159.06) |
| Increase/(Decrease) in Provisions - Non current and current | (5,334.49) | 2,571.45 |
| Increase/(Decrease) in other Bank Balances | 910.34 | (996.51) |
| **Cash generated from/ (used in) operations** | **2,102.11** | **6,767.20** |
| Income taxes (paid) (Net) | (4,633.50) | (4,557.06) |
| **Net Cash from / (used in) operating activities** | (2,531.39) | 2,210.14 |
| **B CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Proceeds from sale of property, plant & equipment | (333.93) | (146.10) |
| Redemption of Non-current investments | - | 415.02 |
| Proceed from Sale of Immovable Property | 10,375.36 | - |
| Interest received / accued | 3,954.05 | 3,770.85 |
| Loan and advances given (Net) | 15,794.61 | 7,503.01 |
| Addition on acquisition of subsidiaries | (24.10) | (454.37) |
| Increase in share of Non Controlling Interest | - | 125.84 |
| **Net Cash from/(used in) investing activities** | **29,765.99** | **11,214.25** |
| **C CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Proceed from Long term and short term borrowings | 22,378.05 | 26,164.38 |
| Repayment from Long term and short term borrowings | (42,444.58) | (37,647.04) |
| Finance cost | (5,876.91) | (8,403.30) |
| Proceeds from issue of Share warrant | - | 4,860.00 |
| Proceed on issue of share on exercise of option (ESOP) | 7.38 | 7.41 |
| Dividend Paid | (519.48) | (468.34) |
| **Net Cash from/(used in) financing activities** | **(26,455.54)** | **(15,486.89)** |
| **Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)** | 779.06 | (2,062.50) |
| Cash and Cash Equivalents (Opening balance) | 1,035.08 | 3,097.58 |
| Cash and Cash Equivalents (Closing balance) | 1,814.14 | 1,035.08 |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | 779.06 | (2,062.50) |

*Restated pursuant to merger (refer note 53)

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. Mumbai

**DISCLOSURE AS REQUIRED BY IND AS 7**

**Note A:-** Reconciliation of cash and cash equivalents with the balance sheet

| Particular | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Cash and cash equivalents | 8.02 | 5.90 |
| **Balances with banks** | | |
| - In current accounts | 1,781.11 | 1,029.18 |
| - Margin money with Bank and NBFC - original maturity of 3 months or less | 25.01 | - |
| Total | **1,814.14** | **1,035.08** |

Reconciliation of liabilities arising from financing activities

| | Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|---|
| 1. | Long term Borrowings | | |
| | **Opening Balance** | 76,092.85 | 1,01,091.83 |
| | Cashflow (outflow)/inflow | (19,828.05) | (25,420.94) |
| | Fair Value Changes | (238.48) | 421.96 |
| | **Closing Balance** | **56,026.32** | **76,092.85** |
| 2. | Lease Liabilities | | |
| | **Opening Balance** | 443.87 | 562.46 |
| | Cash flow (outflow)/inflow | (37.19) | (145.49) |
| | Fair Value Changes | (12.91) | 26.90 |
| | **Closing Balance** | 393.77 | 443.87 |

**Note B:-** The amount of undrawn Borrowing Facility & Bank overdraft is ₹. 2,860.68/- Lakhs that will be available for future operating activities and to settle the capital commitments.

**Note C:-** Previous year's figures have been regrouped /reclassified wherever necessary to corresponds with the current year's classification / disclosures.

**Note D:-** The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS) 7 - "Statement of Cash Flows"

**For Rajendra & Co.**
Chartered Accountants
ICAI Firm Registration No. 108355W

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**Madhur Ratanghayra**
Partner
Membership No.173438

Place: Mumbai
Date: 21st May, 2025

**For and on behalf of the Board of Directors**

**Chetan R. Shah**
Chairman & MD
DIN: 00135296

**Mayur R. Shah**
Director
DIN: 00135504

**Suyash Bhise**
Chief Financial Officer

**Yogesh Patole**
Company Secretary
ACS: 48777

Place: Mumbai
Date: 21st May, 2025

Place: Mumbai
Date: 21st May, 2025

Marathon Nextgen Realty Limited

## Consolidated Statement of Changes in Equity for the year ended 31 March ,2025

a) Equity Share Capital (₹ in Lakhs)

| Particulars | No. of shares | Amount |
|---|---|---|
| **Balance As at March 31, 2023** | 4,63,24,088 | 2,316.20 |
| Change for the year [Refer Note 19B] | 48,47,209 | 242.36 |
| **Balance As at March 31, 2024** | **5,11,71,297** | **2,558.56** |
| Change for the year [Refer Note 19B] | 36,843 | 1.85 |
| **Balance As at March 31, 2025** | **5,12,08,140** | **2,560.41** |

b) Other Equity

For FY 2024-25 (₹ in Lakhs)

| Particulars | Capital Reserve | Capital Redemption Reserve | Securities Premium | Share Option Outstanding Account | General Reserve | Retained Earnings | Other Comprehensive Income | Total other Equity |
|---|---|---|---|---|---|---|---|---|
| i Balance as at April 1, 2024 | (1,301.19) | 543.73 | 6,523.13 | 40.15 | 20,155.70 | 71,986.91 | 1.16 | **97,949.59** |
| ii Amortised amount of share based payments to employees | - | - | - | 53.87 | - | - | - | **53.87** |
| iii Amount recorded on grant of ESOP during the year | - | - | 5.52 | - | - | - | - | **5.52** |
| iv Transferred to Securities Premium on exercise of stock option | - | - | 21.33 | (21.33) | - | - | - | - |
| v Profit for the Year | - | - | - | - | - | 18,655.02 | | **18,655.02** |
| vi Dividend | - | - | - | - | - | (512.08) | - | **(512.08)** |
| vii Remeasurement of defined benefit plan (net off deferred tax) | - | - | - | - | - | - | (14.77) | **(14.77)** |
| **Balance as at March 31,2025** | **(1,301.19)** | **543.73** | **6,549.98** | **72.69** | **20,155.70** | **90,129.85** | **(13.61)** | **1,16,137.15** |

For FY 2023-24 (₹ in Lakhs)

| Particulars | Capital Reserve | Capital Redemption Reserve | Securities Premium | Share Option Outstanding Account | General Reserve | Retained Earnings | Other Comprehensive Income | Money Received against share warrant | Total other Equity |
|---|---|---|---|---|---|---|---|---|---|
| i Balance as at April 1, 2023 | (1,301.19) | 543.73 | 244.07 | 74.14 | 20,155.70 | 55,809.28 | 0.53 | 1,620.00 | 77,146.26 |
| ii Amount recorded on grant of ESOP during the year | - | - | 5.07 | - | - | - | - | - | 5.07 |
| iii Transferred to Securities Premium on exercise of stock option | - | - | 33.99 | (33.99) | - | - | - | - | - |
| iv Recorded on issue shares on conversion of warrants | - | - | - | - | - | - | - | 4,860.00 | **4,860.00** |
| v Recorded on issue of shares on conversion of warrants | - | - | 6,240.00 | | - | - | - | (6,480.00) | **(240.00)** |
| vi Profit for the Year | - | - | - | - | - | 16,647.35 | - | - | **16,647.35** |
| vii Dividend | - | - | - | - | - | (469.72) | - | - | **(469.72)** |
| viii Remeasurement of defined benefit plan (net off deferred tax) | - | - | - | - | - | - | 0.63 | - | 0.63 |
| **Balance as at March 31,2024** | **(1,301.19)** | **543.73** | **6,523.13** | **40.15** | **20,155.70** | **71,986.91** | **1.16** | - | **97,949.59** |

The accompanying notes are an integral part of financial statements.

**For Rajendra & Co.**
Chartered Accountants
ICAI Firm Registration No. 108355W

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**Madhur Ratanghayra**
Partner
Membership No.173438

Place: Mumbai
Date: 21st May, 2025

For and on behalf of the Board of Directors

**Chetan R. Shah**
Chairman & MD
DIN: 0013[illegible]

**Mayur R. Shah**
Director
DIN: 00135504

**Suyash Bhise**
Chief Financial Officer

Place: Mumbai
Date: 21st May, 2025

**[illegible]esh Patole**
Company Secretary
ACS 48777

Place: Mumbai
Date: 21st May, 2025

## Marathon Nextgen Realty Limited

**Notes forming part of the Consolidated Financial Statements**

**NOTE 1. NATURE OF OPERATIONS**

1 **Corporate Information:-**

Marathon Nextgen Realty Limited ("the Company") was incorporated under the provision of the Companies Act, 1956 on 13 January 1978. The Company is a public limited Company domiciled in India and having its registered office at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013

The equity shares of the Company are listed on Bombay Stock Exchange of India Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company is registered with the Ministry of Corporate Affairs under CIN L65990MH1978PLC020080.

The Company is primarily engaged in the business of construction, development and sale of commercial and residential real estate projects. The core business activities are carried out under various business model likes own development, through joint ventures and joint development and other arrangements with third parties.

The consolidated financial statement comprises financial statements of the Company together with its subsidiaries, and Joint Venture (collectively referred to as the 'Group') for the year ended March 31, 2025. The Group is engaged primarily in the business of real estate development.

**NOTE 2. MATERIAL ACCOUNTING POLICIES :-**

2.1 **Basis of preparation of the Financial Statement and its measurement :-**

(a) **Statement of Compliance :**

These Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the relevant provisions and amendments, as applicable. The Consolidated Financial Statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Also, Refer Note No. 53 for restated previous year financial information.

These Consolidated financial statements were authorised for issue by the Company's Board of Directors on May 21, 2025.

(b) **Basis of consolidation :**

The consolidated financial statements comprise of financial statements of the Company and its subsidiaries and joint arrangements for which the Company fulfils the criteria pursuant to Ind AS 110 and joint Venture within the scope of Ind AS 28.

**Subsidiaries:-**

Subsidiaries are entities controlled by the Company. Control exists if and only if all of the following conditions are satisfied -

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);

(b) Exposure, or rights to variable returns from its involvement with the investee; and

( c) The ability to use its power over the investee to affect the amount of the investors' returns

Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain / loss from such transactions are eliminated upon consolidation. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

**Details of subsidiaries considered in the CFS are as under**

| Sr. No. | Name of the Subsidiaries | % of ownership as on | | Nature of Interest |
|---|---|---|---|---|
| | | 31 March 2025 | 31 March 2024 | |
| 1 | Sanvo Resorts Private Limited | 91% | 91% | Subsidiary |
| 2 | Terrapolis Assets Private Limited | 100% | 100% | Wholly Owned Subsidiary |
| 3 | Nexzone Fiscal Services Private Limited (w.e.f. 10th October 2023) | 90% | 90% | Subsidiary |
| 4 | Marathon Nexzone Land Private Limited (w.e.f. 14th August 2024) | 100% | - | Wholly Owned Subsidiary |
| 5 | Marathon Energy Private Limited (w.e.f. 14th August 2024) | 100% | - | Wholly Owned Subsidiary |
| 6 | Kanchi Rehab Private Limited (w.e.f. 11th November 2024) | 100% | - | Wholly Owned Subsidiary |
| 7 | Nexzone IT Infrastructure Private Limited (w.e.f. 11th November 2024) | 100% | - | Wholly Owned Subsidiary |
| 8 | Nexzone Water Management Private Limited (w.e.f. 11th November 2024) | 100% | - | Wholly Owned Subsidiary |

**Joint ventures:-**

A joint venture is a type of joint arrangement whereby the parties have joint control of the arrangement and have rights to the net assets of the arrangement. Joint Control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investments in joint venture are accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.
The financial statements of joint ventures are prepared for the same reporting period as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

**Details of Joint Ventures considered in the CFS are as under**

| Sr. No. | Name of the Entities | % of ownership as on | | Nature of Interest |
|---|---|---|---|---|
| | | 31 March 2025 | 31 March 2024 | |
| 1 | Swayam Realtors & Traders LLP (In byculla project) | 40% | 40% | Joint Venture |
| 2 | Columbia Chrome (I) Private Limited | 40% | 40% | Joint Venture |

RAJENDRA & CO.
MUMBAI
CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd.
Mumbai

(c) **Functional and presentation currency :**

These consolidated financial statements are presented in Indian rupees (INR), which is the Group's functional currency. All financial information have been presented in Indian rupees (INR) and all amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

(d) **Operating Cycle:-**

The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed. Accordingly, project related assets & liabilities have been classified into current & non-current based on operating cycle of the respective projects.

(e) **Use of estimates and judgements :**

The preparation of the Consolidated financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on the historical experience and other factors, including expectations of future events that may have financial impact on the Group and are believed to be prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialise.

The areas involving critical estimates and judgments are:

(i) **Evaluation of Percentage Completion:-**

Determination of revenues under the percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the financial statements for the period in which such changes are determined.

(ii) **Impairment of Non Financial Assets:**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

(iii) **Impairment of Financial Assets:**

The impairment provisions for financial assets are based on assumptions about the risk of default and expected loss rates. The Group 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.

(iv) **Estimation of useful life of property, plant and equipments:**

Useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice. Assumptions also need to be made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

(v) **Recognition and Measurement of Defined Benefit Obligations:**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, expected return on plan assets, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post employment benefit obligations.

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. Mumbai

**(vi) Fair Value Measurement of Financial Instruments:**

When the fair values of the financial assets and liabilities recorded in the Balance Sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation technique. The inputs to these models are taken from the observable market wherever possible, but where this is not feasible, a review of judgement is required in establishing fair values. Any changes in assumptions could affect the fair value relating of financial instruments.

**(vii) Classification of Investment property:**

The Group determines whether a property is classified as investment property or as inventory:

(a) Investment property Group land and buildings that are not occupied for use by, or in the operations of, the Group, nor normally for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. These buildings are rented to tenants and are not intended to be sold in the ordinary course of business.

(b) Inventory comprises property that is held for sale in the ordinary course of business. Principally these are properties that the Group develops and intends to sell before or on completion of construction.

**(viii)** Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used.

**(ix)** Estimation on discounting of retention money payable

**(f) Measurement of fair values :**

The Group's accounting policies and disclosures require the measurement of fair values, for financial instruments:-

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. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

• Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

• Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

• Level 3 inputs are unobservable inputs for the asset or liability

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**2.2 Property, Plant and Equipment :-**

All the items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

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**Depreciation methods, estimated useful lives and residual value**

The Group depreciates its property, plant and equipment (PPE) over the useful life on straight line method in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period

Depreciation on additions / deletions is calculated pro-rata from the date of such addition / deletion, as the case maybe.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

**2.3 Investment Properties :-**

Investment property is property held to earn rental income or for capital appreciation or for both, but normally not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Based on technical evaluation and consequent advice, the Management believes a period of 60 years as representing the best estimate of the period over which investment properties are expected to be used. Accordingly, the Company depreciates investment property over a period of 60 years. Any gain or loss on disposal of investment property is recognised in the Statement of Profit and Loss.

**2.4 Inventories :-**

a. Inventories comprise of: (i) Finished Inventories representing unsold premises in completed projects (ii) Construction Work in Progress representing properties under construction / development and

b. Inventories are valued at lower of cost and net realisable value

c. Cost of construction / development is charged to the Statement of Profit and Loss in proportion to the revenue recognised during the period and the balance cost is carried over under Inventory as part of either Construction Work in Progress or Finished inventories. Cost of construction / development includes all costs directly related to the Project (including finance cost attributable to the project) and other expenditure as identified by the Management which are incurred for the purpose of executing and securing the completion of the Project (net off incidental recoveries / receipts) up to the date of receipt of Occupation Certificate of Project from the relevant authorities.

Construction Work in Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Group.

**2.5 Financial Instruments:**

**(a) Financial Assets:-**

**(i) Classification**

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

**(ii) Initial Recognition and Measurement**

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

**(iii) Subsequent Measurement**

For purposes of subsequent measurement financial assets are classified into two broad categories:

a. Financial asset at fair value

b. Financial asset at amortised cost

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Where assets are measured at fair value, gains and losses are either recognised entirely in profit or loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

**(iv) Equity Investments**

All equity investments other than investment in subsidiaries and joint venture are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value Through Profit & Loss (FVTPL). For all other equity instruments, the Group decides to classify the same either as at Fair Value Through Other Comprehensive Income (FVTOCI) or FVTPL. The Company makes such selection on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

(v) A financial asset mainly debt that meets the following 2 conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

• **Business Model Test** : the objective of the Group's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes)

• **Cash Flow Characteristics Test**: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following 2 conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

**Business Model Test :** the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets

**Cash Flow Characteristics Test**: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different basis.

All other financial assets are measured at fair value through profit or loss.

**(v) De-recognition:**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

• The rights to receive cash flows from the asset have expired, or

• The Company has transferred its rights to receive cash flows from the asset.

**(vii) Impairment of Financial Asset**

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

• Financial asset measured at amortised cost

• Financial asset measured at fair value through other comprehensive income

Expected credit losses are measured through a loss allowance at an amount equal to:

• 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

• Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

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For financial assets other than trade receivables, as per Ind AS 109, the Group recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, considering historical trend, industry practices and the business environment in which the Group operates or any other appropriate basis.

The Group's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

**(b) Financial Liabilities:-**

**(i) Classification**

The Group classifies all financial liabilities as subsequently measured at amortised cost or at fair value through profit or loss.

**(ii) 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 attributable transaction costs

**(iii) Subsequent Measurement**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

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

Any difference between proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of borrowing using the effective interest rate method. Fees paid on the establishment of loan facilities are recognised as transaction cost of the loan to the extent that it is probable that some or all of the facility will be drawn down.

**(iv) Derecognition**

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

**Offsetting of Financial Instruments**

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

**(c) Equity Instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recognised at the proceeds received net off direct issue cost.

**2.6 Cash and Cash Equivalents :-**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, 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.

**2.7 Revenue Recognition :-**

**(a) <u>Revenue from contracts with customers :-</u>**

The Group undertakes the business of construction of residential and commercial properties. The ongoing contracts with customers are construction of residential & commercial buildings, and others.

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The Group has adopted Ind AS 115, Revenue from Contracts with Customers, with effect from 01 April 2018. The Company has applied the following accounting policy for revenue recognition:
Revenue from contract with customer is recognised, on execution of agreement when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for those goods or services excluding any amount received on behalf of third party (such as indirect taxes). An asset created by the Group's performance does not have an alternate use and as per the terms of the contract, the Group has an enforceable right to payment for performance completed till date. Hence the Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time. The Group recognises revenue at the transaction price which is determined on the basis of agreement entered into with the customer. The Group recognises revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation

Car Parking

Revenue from car parking is recognized on the issuance of the letter of allotment to the customer for car parking. Revenue is measured at the transaction price agreed upon, net of any applicable taxes and discounts.

Other Operating Income

Amounts collected from customers that are contractually non-refundable and typically relate to amenities or other project-specific infrastructure are recognized on the completion of project.

(b) **Dividend Income :-**

Dividend Income is accounted when the right to receive the same is established.

(c) **Interest Income**

Interest income is accounted on accrual basis on a time proportion basis.

(d) **Rental Income :-**

Rental Income from investment property is recognised in consolidated statement of profit and loss on straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

2.8 **Current and Deferred Taxes :**

(a) **Current Tax:**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the tax laws as applicable.

(b) **Deferred Tax:**

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.
Deferred tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised

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

Deferred tax liabilities and assets measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively by the end of the reporting period.
The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities

**Current and deferred tax for the year:**

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively

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2.9 **Employee Benefits :**

(a) **Short term employee benefits:**

Short term Employee Benefits are recognised as an expense on accrual basis at the undiscounted amount in the statement of profit and loss of the year in which related service is rendered.

(b) **Post Employment Benefits**

Unfunded Post employment and other long term employee benefits are recognised as expense in the statement of profit and loss for the year in which the Employees have rendered services. The expense is recognised at the present value of the amount payable determined using actuarial valuation techniques as per actuary report obtained at the year end.

Re-measurement of Defined Benefit Plans in respect of post-employment are charged to the Other Comprehensive Income.

2.10 **Share-Based Payments**

Employees of the Group also receive remuneration in the form of share based payments in consideration of the services rendered.

Equity settled share based payments to employees are measured at fair value in accordance with Ind AS 102, share based payments. The fair value determined at the grant date of the share based payment is expensed over the vesting period, based on the Group estimate of equity instruments that will eventually vest, with a corresponding increase in equity

2.11 **Leases:**

<u>Operating Lease</u>

The Group assesses at the contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**As a lessee:-**

The Group applies a single recognition and measurement approach for all leases, except for short - term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. Subsequently, the right of use asset are measured at cost less accumulated depreciation and any accumulated impairment loss. Lease liability are measured at amortised cost using the effective interest method. The lease payment made, are apportioned between the finance charge and the reduction of lease liability, and are recognised as expense in the Statement of Profit and Loss.

Lease deposits received are a financial liabilities and are measured at amortised cost under Ind AS 109 since it satisfies Solely Payment of Principal and Interest (SPPI) condition. The difference between the present value and the nominal value of deposit is considered as deferred rent and recognised over the lease term. Unwinding of discount is treated as finance expenses and recognised in the Statement of Profit and Loss.

The Group has elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

**As a lessor:-**

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Lease deposits received are financial instruments (financial liability) and are measured at fair value on initial recognition. The difference between the fair value and the nominal value of deposits is considered as rent in advance and recognised over the lease term on a straight line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

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# Marathon Nextgen Realty Limited

**Notes forming part of the Consolidated Financial Statements**

**2.12 Borrowing Cost**

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the time all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period which they are incurred.

**2.13 Earnings Per Share :**

The Group reports basic and diluted earnings per share in accordance with Ind AS - 33 on 'Earnings per Share'. Basic earnings per share is computed by dividing the net profit or loss attributable to the owner's of the company by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss attributable to the owner's of the company by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all diluted potential equity shares except where the results are anti- dilutive.

**2.14 Provisions, Contingent Liabilities and Contingent Assets :**

A provision is recognised when the Group has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognised though are disclosed, where an inflow of economic benefits is probable

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

**2.15 Segment Reporting**

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments are identified on the basis of nature of product/services

**2.16 Standards effective after 31.3.25**

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. On 7th May, 2025, the MCA notified amendment to INDAS 21 " The Effects of Changes in Foreign Exchange Rates " ,Which is effective from 1.4.2025. The application of the above standard is not expected to have any impact on the Company's financial statements.

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Notes forming part of the Consolidated Financial Statements for the year ended 31 March ,2025
(Currency in INR Lakhs)

**Note - 3:- Property, Plant and Equipment**

| Particulars | Freehold Land | Plant and Machinery | Office Equipments | Furniture, fixtures and fittings | Motor Vehicles | Computers | Total |
|---|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | | |
| At 1st April 2024 | 2.58 | 1,419.24 | 137.39 | 121.15 | 483.76 | 15.50 | 2,179.62 |
| Additions | - | 232.76 | 52.03 | 5.00 | 39.66 | 15.06 | 344.51 |
| Sale / Discard | - | (10.85) | - | - | (71.35) | - | (82.20) |
| **Gross Block as at 31 March 2025** | **2.58** | **1,641.15** | **189.42** | **126.15** | **452.07** | **30.56** | **2,441.93** |
| **Accumulated depreciation** | | | | | | | |
| At 1st April 2024 | - | 718.04 | 120.20 | 108.35 | 244.51 | 12.01 | 1,203.11 |
| Depreciation for the year | - | 99.57 | 3.49 | 1.69 | 39.82 | 1.65 | 146.22 |
| Disposal / Reclassification | - | (0.86) | - | - | (65.38) | - | (66.24) |
| **Accumulated depreciation as at 31 March 2025** | **-** | **816.75** | **123.69** | **110.04** | **218.95** | **13.66** | **1,283.09** |
| **Net Block as at 31 March 2025** | **2.58** | **824.40** | **65.73** | **16.11** | **233.12** | **16.90** | **1,158.84** |

**Note - 3:- Property, Plant and Equipment**

| Particulars | Freehold Land | Plant and Machinery | Office Equipments | Furniture, fixtures and fittings | Motor Vehicles | Computers | Total |
|---|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | | |
| At 1st April 2023 | 2.58 | 1,223.35 | 130.41 | 113.33 | 460.65 | 11.95 | 1,942.27 |
| Additions | - | 178.37 | 3.95 | 1.22 | 60.38 | 2.26 | 246.18 |
| Addition on acquisition of subsidiary | - | 18.72 | 3.04 | 6.60 | 9.60 | 1.29 | 39.25 |
| Sale / Discard | - | (1.20) | - | - | (46.87) | - | (48.07) |
| **Gross Block as at 31 March 2024** | **2.58** | **1,419.24** | **137.39** | **121.15** | **483.76** | **15.50** | **2,179.63** |
| **Accumulated depreciation** | | | | | | | |
| At 1st April 2023 | - | 625.54 | 114.68 | 106.08 | 255.60 | 9.92 | 1,111.82 |
| Addition on acquisition of subsidiary | - | 4.52 | 2.62 | 1.10 | 0.10 | 1.12 | 9.46 |
| Depreciation for the year | - | 88.26 | 2.90 | 1.17 | 33.34 | 0.97 | 126.63 |
| Disposal / Reclassification | - | (0.28) | - | - | (44.53) | - | (44.81) |
| **Accumulated depreciation as at 31 March 2024** | **-** | **718.04** | **120.20** | **108.35** | **244.51** | **12.01** | **1,203.10** |
| **Net Block as at 31 March 2024** | **2.58** | **701.20** | **17.20** | **12.80** | **239.26** | **3.49** | **976.52** |

**Note 3.1:-** The Group has no restrictions on the realisability of its Property, Plant and Equipments and the same are free from any encumbrances except as disclosed in Note 22(c).

Note 3.2:- The Free hold land comprise of unused FSI of self developed project.

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Currency in INR Lakhs

**Note 4 - Investments Properties**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Carrying amount at the beginning of the year** | | |
| **Investment in Commercial Units** | | |
| Gross Carrying Value at the beginning of the year | 16,152.08 | 16,152.08 |
| Add:-Addition during the year | - | - |
| Less:-Sale of the investment Properties | (5,402.65) | - |
| Gross Carrying Value at the end of the year | 10,749.43 | 16,152.08 |
| Accumulated Depreciation at the beginning of the year | 1,459.36 | 1,203.62 |
| Add: Depreciation for the year | 218.16 | 255.74 |
| Less: Depreciation on the sale of the Investment Properties | (543.04) | - |
| **Closing Accumulated Depreciation at the end of the year** | **1,134.48** | **1,459.36** |
| **Net carrying value at the end of the period (A)** | **9,614.95** | **14,692.72** |
| **Land (acquisition of subsidiary)** | 150.98 | 150.98 |
| Net Carrying Value at the end of the year | 9,765.93 | 14,843.70 |

**Note 4.1:- Fair Value :-**

The Group measures investment properties using cost based model. The fair value of investment property is based on the rate published by Government in ready recknor and its measurement is categorised in level 3 fair value hierarchy.

| Particular | Valuation Method | Fair Value as on 31 March 2025 | Fair Value as on 31 March 2024 |
|---|---|---|---|
| (i) Commercial Properties :- 80,417 [PY: 108,534] sq.fts.of saleable area in Marathon Future X | Ready Recknor published by Government | 19,381.49 | 25,314.88 |
| (ii) 83 (PY: 100 No's) Car parks in Marathon Future X | | 539.50 | 650.00 |
| (iii) Land admeasuring (Addition on acquisition of subsidiary) | | 2,857.21 | 2,857.21 |
| Total | | 22,778.20 | 28,822.09 |

**Note 4.2:- Contractual Obligation:-**

The group does not have any contractual obligation to purchase, construct or develop the investment properties or its repairs, maintenance or enhancement except Society maintenance charges and property tax.

**Note 4.3:- Amounts recognised in profit and loss for investment properties**

| Particular | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Rental income derived from investment properties | 1,470.38 | 840.76 |
| Capital Gain on sale of the Investment Properties | 5,515.75 | - |
| Direct operating expenses ( incl. repairs maintenance) generating rental income | 157.29 | 171.56 |
| Direct operating expenses ( incl. repairs maintenance) not generating rental income | 148.64 | 91.11 |
| **Profit arising from invested properties before depreciation** | **6,680.20** | **578.09** |
| Depreciation for the year | (218.16) | (255.74) |
| **Profit arising from invested properties** | **6,462.04** | **322.35** |

**Note 4.4:- Leasing arrangement:-**

Company as a lessor:- Company has Leased out 60,615 [PY: 71,930] sq.fts. of area as on March 31,2025

| Particular | As at 31 March 2025* | As at 31 March 2024 * |
|---|---|---|
| Not later than one year | 1,180.37 | 1,189.16 |
| Later than one year and not later than five years | 2,843.35 | 4,123.00 |
| later than five years | - | - |
| Lease income recognised during the year in the statement of profit and loss | 1,451.63 | 834.33 |

* Based on exisiting rent agreement as on reporting date

**Note 4.5:- Restriction on Realisability of investment property:-**

Company has no restriction on the realisability of its investment properties except as disclosed in Note No. 22.1.

**Note 4.6:- Title of Immovable property:-**

Company is a Joint owner of the Land with its Holding Company on which the project Marathon Future X is being developed.

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Currency in INR Lakhs

**Note 5- Goodwill on consolidation**
**Following is the movement in the Goodwill:**

| Particular | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Balance at the beginning of the year | 12,796.36 | 12,519.27 |
| Additions on acquisition of subsidiary (Refer No. 5.1) | 24.10 | 277.09 |
| **Balance at the end of the year** | 12,820.46 | 12,796.36 |

Note 5.1: In terms of board approvals, the Company has acquired the equity shares of the following Companies

| Name of Company | Date of Board Approval | Effective Date of acquisition | No. of Equity Shares | Consideration (In lakhs) |
|---|---|---|---|---|
| Marathon Nexzone Land Private Limited | 14th August 2024 | 14th August 2024 | 10,000 | 0.01 |
| Marathon Energy Private Limited | 14th August 2024 | 14th August 2024 | 10,000 | 0.01 |
| Kanchi Rehab Private Limited | 11th November 2024 | 14th November 2024 | 10,000 | 0.01 |
| Nexzone IT Infrastructure Private Limited | 11th November 2024 | 14th November 2024 | 10,000 | 0.01 |
| Nexzone Water Management Private Limited | 11th November 2024 | 14th November 2024 | 10,000 | 0.01 |

In terms of these investments, above Companies became the wholly owned subsidiaries of the Company.

**Note 6A - Investment in Joint Ventures**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Investment in equity instruments at cost- Unquoted** | | |
| Equity Shares of Columbia Chrome (I) Private Limited | - | - |
| 5,208 [PY: 5,208] Equity shares of ₹. 100/- each | | |
| **Investment in Limited Liability Partnership at cost- Unquoted** | | |
| Swayam Realtors & Traders LLP (including share of profit) | 10,091.34 | 7,284.81 |
| **Total** | 10,091.34 | 7,284.81 |

| | | |
|---|---|---|
| Aggregate amount of quoted investment and market value thereof | - | - |
| Aggregate amount of unquoted investment | 10,091.34 | 7,284.81 |
| Aggregate amount of impairment in value of investment | - | - |

**Note 6B - Investments (Financial)**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **A) fair value through Profit and Loss A/c - Non-Trade Investments** | | |
| **(i) Other Trade investment** | | |
| **(a) Investment in Government Securities at amortised cost- Unquoted** | | |
| National Savings Certificate [Refer Note 6.4] | 0.28 | 0.28 |
| **(b) 0% Redeemable Non-Cumulative Preference shares [Fully paid up] (Fair value through Profit and Loss Account) - Unquoted** | | |
| Matrix Enclaves Projects Development Private Limited [Refer Note 52] | 869.42 | 776.27 |
| [10,000 [PY: 10,000] Preference share of Face Value of ₹. 100/- each] | | |
| **Total** | 869.70 | 776.55 |

Note 6.1:-

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Aggregate amount of quoted investment and market value thereof | - | - |
| Aggregate amount of unquoted investment | 869.70 | 776.55 |
| Aggregate amount of impairment in value of investment | - | - |

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**Note 6.2:- Categorywise investments :**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (a) Investment measured at Fair Value Through Profit and Loss- Quoted | - | - |
| (b) Investment measured at Fair Value Through Profit and Loss- Unquoted | 869.42 | 776.27 |
| (c) Investment measured at Fair Value Through Other Comprehensive Income | - | - |
| (d) Investment measured at cost (including amortised cost) | - | - |

**Note 6.3:- Details of all partners, Capital and profit sharing ratio (PSR) in Limited Liabilities where Group is a partner**

| Name of LLP and Partner | As at 31 March 2025 | | As at 31 March 2024 | |
|---|---|---|---|---|
| | PSR | Fixed capital | PSR | Fixed capital |
| **Swayam Realtors & Traders LLP** | | | | |
| 1. Adani Infrastructure And Developers Private Limited | 60% | 63.61 | 60% | 63.61 |
| 2. Marathon Nextgen Realty Limited (Group is continue to be partner in byculla project vide revised partnership deed ) | 40% | 42.40 | 40% | 42.40 |

**Note 6.4:-** National Saving Certificate is given to Bombay Port Trust Limited as security deposit.

**Note 7 - Loans : Non Current**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **At amortised cost,** | | |
| **Considered good - Unsecured** | | |
| (i) Loan to Related Parties [Refer Note 52] | 61,885.82 | 71,258.60 |
| **Total Loans and Advances** | **61,885.82** | **71,258.60** |
| Less : Allowance for doubtful debts | - | - |
| **Total** | **61,885.82** | **71,258.60** |

**Note 7.1:-** Loans and advances are granted to meet the business requirements of borrowers.

**Note 7.2:-**The intercorporate deposit principal terms of the Memorandum of Understanding (MOU) with Matrix Enclaves Project Developments Private Limited (MEPDPL) were extended for an additional two years ending at fianancial year 2025-26. The company will receive 6.25 lakhs square feet of saleable area in the housing project being constructed by MEPDPL at Dombivali a suburb of Mumbai. According to the company's estimation, the market worth of this land at that point won't be less than the return on its exposure to MEPDPL that it would have otherwise received.

**7.3:- Disclosure for amount of outstanding to Promoters, Directors, KMP's and Related Parties**

| Type of Borrower | Outstanding at the end of | | % of total Loans and advances | |
|---|---|---|---|---|
| | As at 31 March 2025 | As at 31 March 2024 | As at 31 March 2025 | As at 31 March 2024 |
| Promoters [Refer Note 52] | 41,753.32 | 51,215.08 | 67.47% | 71.87% |
| Related Parties [Refer Note 52] | 20,132.50 | 20,043.52 | 32.53% | 28.13% |
| Total | **61,885.82** | **71,258.60** | **100.00%** | **100.00%** |

**Note 8 - Other Financial Assets : Non-Current**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **At amortised cost, Unsecured considered good unless otherwise stated** | | |
| (a) Security deposits given against Lease arrangement | 140.82 | 2,729.77 |
| (b) Margin Money deposits with bank having maturities of more than 12 months from the Balance Sheet date [Refer Note 8.1] | 2,326.78 | 234.40 |
| (c) Other Deposits | - | 3.01 |
| Total | **2,467.60** | **2,967.18** |

**Note 8.1:-** Margin monies includes fixed deposits that are lien marked with Bank and NBFC for amount borrowed by the company and Bank Guarantees issued.

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**Note 9 - Deferred Tax Assets / (Liabilities)**

The Movement in the gross deferred tax assets/ liabilities for the year ended 31st March, 2025 is as follows-

| Significant components of deferred tax assets and liabilities: | As at 31 March 2024 | Recognized in the statement of profit or loss | Recognized in/ reclassified from other comprehensive income | As at 31 March 2025 |
|---|---|---|---|---|
| **A Deferred Tax Assets:** | | | | |
| (i) Employee benefits | 94.31 | 1.31 | 4.63 | 100.25 |
| (ii) Property, plant and equipments, Investment Properties | (25.75) | 8.63 | - | (17.12) |
| (iii) Provision for Disallowance under Income Tax Act,1961 | 419.32 | (81.56) | - | 337.76 |
| (iv) Borrowings | (192.40) | 21.35 | - | (171.05) |
| **Total Deferred Tax Assets (9A)** | **295.48** | **(50.27)** | **4.63** | **249.84** |
| **B Deferred Tax Liabilities:** | | | | |
| (i) Employee benefits | 8.45 | - | - | 8.45 |
| (ii) Property, plant and equipment | 3.73 | 3.89 | - | 7.62 |
| (iii) Borrowings | 38.99 | (13.87) | - | 25.12 |
| (iv) Provision for | (3.54) | (8.41) | - | (11.95) |
| **Net Deferred Tax Liabilities (9B)** | **47.63** | **(18.39)** | **-** | **29.25** |
| | | (31.88) | 4.63 | |

The Movement in the gross deferred tax assets/ liabilities for the year ended 31st March, 2024 is as follows-

| Significant components of deferred tax assets and liabilities: | As at 31 March 2023 | Recognized in the statement of profit or loss | Recognized in/ reclassified from other comprehensive income | As at 31 March 2024 |
|---|---|---|---|---|
| **A Deferred Tax Assets:** | | | | |
| (i) Employee benefits | 88.15 | 5.60 | 0.56 | 94.31 |
| (ii) Property, plant and equipments, Investment Properties | (25.00) | (0.75) | - | (25.75) |
| (iii) Provision for Disallowance under Income Tax Act,1961 | 281.50 | 137.82 | - | 419.32 |
| (iv) Borrowings | (380.45) | 188.05 | - | (192.40) |
| (v) Fair value of Mutual Fund | (28.89) | 28.89 | - | - |
| **Total Deferred Tax Assets (9A)** | **(64.69)** | **359.61** | **0.56** | **295.48** |
| **B Deferred Tax Liabilities:** | | | | |
| (i) Employee benefits | (10.68) | 18.37 | 0.76 | 8.45 |
| (ii) Property, plant and equipment | 4.00 | (2.06) | - | 1.94 |
| Addition on acquisition of subsidiary | 30.81 | 6.43 | - | 37.24 |
| **Total Deferred Tax** | **24.13** | **22.74** | **0.76** | **47.63** |
| | - | 336.87 | (0.20) | |

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

The Group has recognised deferred tax asset to the extent that the same will be recoverable using the estimated future taxable income based on the approved business plans and budgets of the Group.

**Note 10 - Non-current Tax Assets (Net)**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Current tax** | | |
| (a) Income Tax Refund of prior years | 999.21 | 979.19 |
| Total | **999.21** | **979.19** |

**Note 10.1:-** Refer Note 39A For tax reconciliation estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss

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Note 10A - Current Tax Liabilities (Net)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Income Tax** | | |
| Income Tax payable for current year [Net off Tax Provision of ₹. 4,470.00 (PY: 4,975.00)] | 1,123.28 | 1,221.83 |
| **Total** | **1,123.28** | **1,221.83** |

Note 11 - Other Non-current Assets

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (a) Prepaid expenses | 26.25 | 130.58 |
| (b) Security deposits given | 120.39 | 120.39 |
| **Total** | **146.64** | **250.97** |

Note 12 - Inventories

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Inventories valued at lower of cost and net realizable value** | | |
| (a) Finished Goods including stock of Car Parks | 8,222.89 | 10,103.62 |
| (b) Construction Work in Progress | 57,324.60 | 51,936.07 |
| **Total** | **65,547.49** | **62,039.69** |

Note 13 - Trade receivables

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **At amortised cost, Unsecured considered good unless otherwise stated** | | |
| (a) Receivable from Related parties [Refer Note 52] | 1,984.44 | 591.74 |
| (b) From Others | 7,712.06 | 9,013.11 |
| Less: Provision for doubtful debts and credit impaired[Refer Note 50] | (167.46) | (167.46) |
| **Total** | **9,529.04** | **9,437.39** |

Note 13.1:- Receivable includes amount due from :

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (A) Private Companies in which director is a director or member and Firm in which director or relatives of Director is partner | 1,984.44 | 591.74 |

Note 13.2:- Break-up for security details:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Trade receivables** | | |
| Unsecured, considered good | 9,529.04 | 9,437.39 |
| Trade Receivables - credit impaired | 167.46 | 167.46 |
| Less: Provision for doubtful debts [Refer Note 50] | (167.46) | (167.46) |
| **Total trade receivables** | **9,529.04** | **9,437.39** |

Trade receivables are non-interest bearing.

*The provision for the impairment of trade receivable has been made on the basis of the expected credit loss.

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Trade receivable ageing schedule for the year ended 31st March, 2025 and 31st March, 2024:

| As at 31st March 2025 | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables - considered good | 6,060.68 | 1,519.48 | 717.42 | 308.02 | 894.38 | 9,499.99 |
| (ii) Undisputed Trade Receivables - credit impaired | - | - | - | - | 167.46 | 167.46 |
| (iii) Disputed Trade Receivables - Considered Good | - | - | - | 5.69 | 23.36 | 29.05 |
| Total | 6,060.68 | 1,519.48 | 717.42 | 313.71 | 1,085.20 | 9,696.50 |
| Less: allowance for credit | - | - | - | - | (167.46) | (167.46) |
| **Trade Receivables as at 31st March, 2025** | 6,060.68 | 1,519.48 | 717.42 | 313.71 | 917.74 | 9,529.04 |

| As at 31st March 2024 | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables - considered good | 6,558.84 | 972.06 | 637.33 | 502.41 | 721.88 | 9,392.52 |
| (ii) Undisputed Trade Receivables - credit impaired | - | - | - | - | 167.46 | 167.46 |
| (iii) Disputed Trade Receivables - Considered | - | - | 5.69 | 5.36 | 33.82 | 44.87 |
| Total | 6,558.84 | 972.06 | 643.02 | 507.77 | 923.16 | 9,604.85 |
| Less: allowance for credit | - | - | - | - | (167.46) | (167.46) |
| **Trade Receivables as at 31st March, 2024** | 6,558.84 | 972.06 | 643.02 | 507.77 | 755.70 | 9,437.39 |

## Note 14 - Cash and Cash Equivalents

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (a) **Balances with banks** | | |
| - In current accounts | 1,781.11 | 1,029.18 |
| - Margin money with Bank and NBFC - original maturity of 3 months or less | 25.01 | - |
| (b) **Cash in hand** | 8.02 | 5.90 |
| **Total** | 1,814.14 | 1,035.08 |

## Note 15 - Bank balances other than (Note 14) above

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (a) Balances held as Margin Money/Security towards obtaining Bank Guarantees and borrowings | 6,717.32 | 4,879.85 |
| (b) **Earmarked Accounts** | | |
| - In Other Bank Account | 0.51 | 46.20 |
| - Unpaid dividend | 15.69 | 23.08 |
| (c) Margin money with bank and NBFC original maturity of less than 12 months | 632.07 | 3,326.80 |
| **Total** | 7,365.59 | 8,275.93 |

## Note 16 - Loans : Current

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (a) Considered good - Secured | - | - |
| (b) Considered good - Unsecured | | |
| (a) Loans to staff | 7.83 | 7.14 |
| (b) Loans given to related parties [Refer Note 52] | 19,673.73 | 26,120.26 |
| (c) Loans given to other than related parties | 99.36 | 75.36 |
| (d) Loans and Advances which have significant increase in credit risk | - | - |
| (e) Loan and advances - credit impaired | - | - |
| **Total Loans and Advances** | 19,780.92 | 26,202.76 |
| (c) Others | - | - |
| **Total** | 19,780.92 | 26,202.76 |

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16.1:- Disclosure for amount of outstanding to Promoters, Directors, KMP's and Related Parties

| Type of Borrower | Outstanding at the end of | | % of total Loans and advances | |
|---|---|---|---|---|
| | As at 31 March 2025 | As at 31 March 2024 | As at 31 March 2025 | As at 31 March 2024 |
| Promoters | 18,835.55 | 20,154.08 | 95.22% | 76.92% |
| Related Parties | 838.18 | 5,966.18 | 4.24% | 22.77% |
| Total | 19,673.73 | 26,120.26 | 99.46% | 99.69% |

**Note 17 - Others Financial Assets : Current**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Financial assets at amortised cost - (Unsecured, considered good)** | | |
| (a) Interest accrued | 49.95 | 9.83 |
| (b) Other receivable | | |
| - From others | 367.76 | 220.56 |
| Less: Provision for doubtful debts [Refer Note 50] | (105.52) | (105.52) |
| **Total** | **312.19** | **124.87** |

**Note 18 - Other Current Assets**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (a) Advance to suppliers | 2,584.61 | 3,095.70 |
| (b) Advance to staff | - | - |
| (c) Prepaid expenses | 462.05 | 169.09 |
| (d) Balance with Government Authorities [Refer Note 18.1] | 1,894.85 | 1,994.90 |
| **Total** | **4,941.51** | **5,259.69** |

**Note 18.1:-** Balances with Government Authorities includes MVAT appeal fees paid under protest [Refer Note 41.2]

**Note 19 - Equity Share Capital**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Authorised Share Capital** | | |
| 14,75,00,000 Equity shares of ₹5/- each | 7,375.00 | 5,025.00 |
| [as at 31 March 2024: 10,07,00,000 equity shares of ₹5/- each] (Refer Note 53) | | |
| 25,000 6% Redeemable Cumulative Preference shares of ₹100/- each | 25.00 | 25.00 |
| [as at 31 March 2024: 25,000, Preference shares of ₹100/- each] | | |
| 1,00,000 0% Cumulative Preference Shares of ₹. 100/- each | 100.00 | 100.00 |
| [as at 31 March 2024: 1,00,000, Preference shares of ₹100/- each] | | |
| **Total** | **7,500.00** | **5,150.00** |
| **Issued, Subscribed and Paid-up** | | |
| 5,12,08,140 Equity shares of ₹5/- each | 2,560.41 | 2,558.56 |
| [as at 31 March 2024: 5,11,71,297 equity shares of ₹5/- each] | | |
| Total | 2,560.41 | 2,558.56 |

**Note 19A:- Terms, rights & restrictions attached to**

**1 .Equity Shares:-**

The Company has only one class of equity shares having a face value of ₹ 5/- per share. Accordingly, all equity shares rank equally with regards to dividends & share in the holding company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive the remaining assets of the holding company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

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2. Preference Shares:-

The Company has two classes of preference shares having face value of ₹ 100/- each. The preference shares rank ahead of equity shares in the event of liquidation.

**Note 19B:- Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year**

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|---|---|---|---|---|
| | Number of shares | Amount (In Lakhs) | Number of shares | Amount (In Lakhs) |
| Shares at the beginning of the year | 5,11,71,297 | 2,558.56 | 4,63,24,088 | 2,316.21 |
| Movement during the year | | | | |
| Issued under ESOP [Refer Note 45] | 36,843 | 1.85 | 47,209 | 2.35 |
| Issued on Conversion of Warrants | - | - | 48,00,000 | 240.00 |
| **Outstanding at the end of the year** | **5,12,08,140** | **2,560.41** | **5,11,71,297** | **2,558.56** |

**Note 19C:- Shares held by Holding Company, its Subsidiaries and Associates**

| Particular | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| By Holding company<br>3,44,82,646 equity shares of ₹ 5/- each [March 31,2024: 3,44,82,646 equity shares of ₹ 5/- each] are held by Marathon Realty Private Limited | 1,724.13 | 1,724.13 |

**Note 19D:- Details of Shareholders holding more than 5% share in the company:-**

| Particulars | As at 31st Mar 2025 | | As at 31st Mar 2024 | |
|---|---|---|---|---|
| | % holding | No. of Shares | % holding | No. of Shares |
| Marathon Realty Private Limited * | 67.34% | 3,44,82,646 | 67.39% | 3,44,82,646 |

*% of holding reduced on account of issue of shares under ESOP 2020.

As per the 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 ownership of shares.

**Shares held by promoters as at 31st March 2025**

| Shares held by promoters | No. of Shares | % of total shares | % Change during the year | Reason of change |
|---|---|---|---|---|
| Marathon Realty Private Limited | 3,44,82,646 | 67.34% | -0.05% | % of holding changed on account of issue of shares under ESOP 2020. |
| Chetan Ramniklal Shah | 5,00,300 | 0.98% | 0.00% | |
| Shailaja Chetan Shah | 5,00,300 | 0.98% | 0.00% | |
| Sonal Mayur Shah | 5,18,410 | 1.01% | 0.00% | |
| Mayur Ramniklal Shah | 5,00,300 | 0.98% | 0.00% | |
| Kaivalya C Shah | 2,50,000 | 0.49% | 0.00% | |
| Gargi C Shah | 2,50,000 | 0.49% | 0.00% | |
| Parmeet M Shah | 2,50,000 | 0.49% | 0.00% | |
| Samyag M Shah | 2,50,000 | 0.49% | 0.00% | |
| Rita Dhanraj Shah | 2,00,000 | 0.39% | 0.00% | |
| Ansuya R shah | 600 | 0.00% | 0.00% | |
| Total | 3,77,02,556 | 73.63% | -0.05% | - |

**Shares held by promoters as at 31st March 2024**

| Shares held by promoters | No. of Shares | % of total shares | % Change during the year | % Change during the year |
|---|---|---|---|---|
| Marathon Realty Private Limited | 3,44,82,646 | 67.39% | -7.05% | % of holding changed on account of issue of shares under ESOP 2020 and on conversion of Warrant |
| Chetan Ramniklal Shah | 5,00,300 | 0.98% | 0.98% | |
| Shailaja Chetan Shah | 5,00,300 | 0.98% | 0.98% | |
| Sonal Mayur Shah | 5,18,410 | 1.01% | 1.01% | |
| Mayur Ramniklal Shah | 5,00,300 | 0.98% | 0.98% | |
| Kaivalya C Shah | 2,50,000 | 0.49% | 0.49% | |
| Gargi C Shah | 2,50,000 | 0.49% | 0.49% | |
| Parmeet M Shah | 2,50,000 | 0.49% | 0.49% | |
| Samyag M Shah | 2,50,000 | 0.49% | 0.49% | |
| Rita Dhanraj Shah | 2,00,000 | 0.39% | 0.39% | |
| Ansuya R shah | 600 | 0.00% | 0.00% | |
| Total | 3,77,02,556 | 73.68% | -0.76% | |

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**Note 19E:- Equity shares movement during the 5 years preceding March 31, 2025.**
(a) The Company has not issued any shares without payment being received in cash

**Note 19F:- Equity Shares Reserved for Issue Under Options**
Refer Note no. 45 for details relating to shares reserves under option.

**Note 20 - Other Equity**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **(a) Capital Reserve** | | |
| Opening balance | (1,301.19) | (1,301.19) |
| Add:- Addition / (deletion) | - | - |
| **Closing balance** | **(1,301.19)** | **(1,301.19)** |
| **(b) Capital Redemption Reserve** | | |
| Opening balance | 543.73 | 543.73 |
| Add:- Transferred from retained earning | - | - |
| **Closing balance** | **543.73** | **543.73** |
| **(c) Security Premium** | | |
| Opening balance | 6,523.12 | 244.07 |
| Add:- Amount recorded on grant of ESOP during the year [Refer Note 45] | 5.52 | 5.06 |
| Add:- Transferred to Securities Premium on exercise of stock option [Refer Note 45] | 21.33 | 33.99 |
| Add:- Amount recorded on conversion of Equity Warrant | - | 6,240.00 |
| **Closing balance** | **6,549.97** | **6,523.12** |
| **(d) Share Option Outstanding Account** | | |
| Opening balance | 40.15 | 74.14 |
| Add:- Amortised amount of share based payments to employees [Refer Note 45] | 53.87 | - |
| Less:- Transferred to Securities Premium on exercise of stock option [Refer Note 45] | (21.33) | (33.99) |
| **Closing balance** | **72.69** | **40.15** |
| **(e) General Reserves** | | |
| Opening balance | 20,155.70 | 20,155.70 |
| Add:- Addition / (deletion) | - | - |
| **Closing balance** | **20,155.70** | **20,155.70** |
| **(f) Retained Earnings** | | |
| Opening balance | 71,986.92 | 55,809.28 |
| Add:- Profit for the year | 18,655.02 | 16,647.35 |
| Less:- Dividend [Refer Note 59] | (512.08) | (469.71) |
| **Closing balance** | **90,129.86** | **71,986.92** |
| **(g) Other Comprehensive Income** | | |
| Opening balance | 1.16 | 0.53 |
| Additions / (Deletions) during the year | (14.77) | 0.63 |
| **Closing balance** | **(13.61)** | **1.16** |
| **(h) Money Received against share warrant** | | |
| Opening balance | - | 1,620.00 |
| Add:- Money received | - | 4,860.00 |
| Less:- Issue of Equity Shares on Conversion of warrant | - | (6,480.00) |
| **Closing balance** | - | - |
| Total (a+b+c+d+e+f+g+h) | 1,16,137.15 | 97,949.59 |

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**Note 20.1:- Nature and purpose of reserves:-**

**(a) Capital Reserve:-**
As per provisions of Ind AS 103 'Business Combination', Capital reserve has been created which constitutes the difference between the fair market value and book value of the assets and liabilities arising out of the slum sale agreement that the company entered into with its Holding Company Marathon Realty Private Limited during the financial year 2017-18.

**(b) Capital redemption reserve:-**
As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

**(c) Debenture Redemption Reserve:-**
The Company has created debenture redemption reserve pursuant to Section 71(4) of the Companies Act,2013.

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**(d) Share Option Outstanding Account**

Share option outstanding account is credited when the employee share based payments expenses are recognised on granting of the share options and in turn transferred to securities premium / equity share capital on exercise of the share options. [Refer Note 45]

**(e) General reserve:-**

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

**(f) Retained Earnings :-**

Retained earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders. [Refer Note 59]

**(g) Other Comprehensive Income (OCI):-**

The Company has elected to recognize changes in the fair value of certain investments in equity shares in other comprehensive income. These changes are accumulated within the FVTOCI equity investment reserve within equity. Also Re-measurement of Defined Benefit Plan in respect of post employment are charged to Other Comprehensive Income.

**Note 21 - Non Controlling Interest**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **(a) In respect of 9% holding in Sanvo Resorts Private Limited** | | |
| Share in Equity Capital | 1.09 | 1.09 |
| Share in opening Profit/ Reserves | 1,166.03 | 810.65 |
| Share in total comprehensive income for the year | 397.96 | 230.53 |
| (b) Addition on acquistion of subsidiary (10% of Nexzone Fiscal Services Private Limited) | - | 124.85 |
| Total | 1,565.08 | 1,167.12 |

**Note 22 - Borrowings : Non-Current**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Secured Borrowings - other than from Related Parties** | | |
| **(a) Redeemable Non Convertible Debentures (NCDs)** | | |
| **Un-Quoted** | | |
| 928 [PY: 825] 15% NCDs of ₹.10,00,000/- each fully called up | 8,545.73 | 7,137.73 |
| Nil [PY: 700]16.5% NCDs of Series A of ₹.10,00,000/- each fully paid | - | 6,300.00 |
| **(b) Term Loan** | | |
| (i) From Banks | 12,643.94 | - |
| (ii) From Financial Institution | 32,490.01 | 55,771.54 |
| (c) Deferred Payment Liabilities | 168.89 | 173.73 |
| | 53,848.57 | 69,383.00 |
| Less:- Amount disclosed under other current financial liabilities [Refer Note 26] | 16,057.32 | 11,120.08 |
| Total | 37,791.25 | 58,262.92 |

**Note 22.1:- Terms of Repayment, Security and guarantees:-**

| Name of Lender | Sanction Amount | *O/S as on 31 March ,2025 | *O/S as on 31 March ,2024 | Other Details | |
|---|---|---|---|---|---|
| **(a) Rated, Listed Non Convertible Debentures- Secured** | | | | | |
| Ask Financial Holding Private Limited | 13,000.00 | 8,545.73 | 7,137.73 | **Coupon Rate** | 15% p.a. payable quarterly |
| | | | | **Repayment:-** | 8 equal quarterly instalment commencing from 27th month |
| | | | | **Security:-** | Unsold area of neo Square & Neo Park Project along with future potential FSI. Additional security of Earmarked area of Marathon Future X held by holding company, Marathon Future x and Zaver Arcade project being constructed by United Builder. |
| | | | | **Corporate Guarantee** | Marathon Realty Private Limited & personal guarantee of Directors of Company. |

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| Name of Lender | Sanction Amount | *O/S as on 31 March ,2025 | *O/S as on 31 March ,2024 | Other Details | |
|---|---|---|---|---|---|
| India Realty Excellence Fund V a scheme of Realty Excellence Investment Trust | 7000.00 | - | 6,300.00 | Coupon Rate | Coupon rate of 16.5% compounded quarterly and payable quarterly. |
| | | | | Repayment:- | Tenure of NCDs are 54 months and will redeemed in equal quarterly basis from the end of the 36 months. |
| | | | | Security:- | Unsold inventories of the commercial project Marathon Millennium. |
| | | | | Personal and corporate Guarantee:- | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Nextgen Realty Limited. |
| Total of (a) | | 8,545.73 | 13,437.73 | | |
| (b) (i) Term Loan From Banks | | | | | |
| Bank of Maharashtra | 19,425.00 | 12,643.94 | - | Rate of Interest:- | Term Loan-1 (136.50 Cr)- 9.95%(In CY 9.95%) p.a payable monthly.<br>Term Loan-2 (57.75 Cr)- 10.30% (In CY:- 10.3%) p.a payable monthly. |
| | | | | Repayment:- | Term Loan-1 (136.50 Cr)- 180 monthly instalments.<br>Term Loan-2 (57.75 Cr)- 117 monthly instalments. |
| | | | | Security:- | Earmarked unsold inventories and |
| | | | | Personal Guarantee:- | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| Total of Term Loan From Banks (b)(i) | | 12,643.94 | - | | |
| (b) (ii) Term Loan From Financial Institution / Others | | | | | |
| LIC Housing Finance Ltd [Refer Note 41.5] | 13,600.00 | - | 10,399.99 | Rate of Interest:- | LHPLR minus 3% (11.60% p.a.) payable monthly. |
| | | | | Repayment:- | 180 Equal Monthly installment of ₹. 160.07 Lakhs. |
| | | | | Security:- | B-901, C-901, A-2102/03, A-2603,A-2402, A-2404, A-2604, A-603 admeasuring 87,118 sq.fts. of Saleable area of Marathon Future X. |
| | | | | Personal Guarantee:- | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| LIC Housing Finance Ltd (Rental Discounting) [Refer Note 41.5] | 6,400.00 | - | 6,451.08 | Rate of Interest:- | LHPLR minus 4.55% (10.25% p.a.) payable monthly. |
| | | | | Repayment:- | 180 Equal Monthly installment of ₹. 69.76 Lakhs. |
| | | | | Security:- | B - 602, A-603, A- 2601,2104 admeasuring 37,114 sq.fts. of leased out area in Marathon Future X. |
| | | | | Personal Guarantee:- | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| LIC Housing Finance Ltd [Refer Note 41.5] | 2,630.00 | - | 1,382.48 | Rate of Interest:- | Interest rate is fixed of 12.70% p.a. payable on monthly. |
| | | | | Repayment:- | 48 Equal Monthly installment of ₹. 70.17 Lakhs after completion of 12 months moratorium period. |
| | | | | Security:- | B-901, C-901, A-2102/03, A-2603,A-2402, A-2404, A-2604, A-603 Marathon Future X. |

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**Currency in INR Lakhs**

| Name of Lender | Sanction Amount | *O/S as on 31 March ,2025 | *O/S as on 31 March ,2024 | Other Details | |
|---|---|---|---|---|---|
| STCI Finance Limited | 3,200.00 | 3,200.00 | 3,117.95 | **Rate of Interest:-** | 12.5% p.a payable monthly |
| | | | | **Repayment:-** | Eight equal quarterly instalment post moratorium. |
| | | | | **Security:-** | Unit no. A-303 & A-304 of Marathon Future x held by holding Company, Marathon Realty Private Limited. |
| | | | | **Corporate & personal Guarantee** | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| Piramal Enterprises Limited | 9,000.00 | 902.55 | 6,438.30 | **Rate of Interest:-** | 12.00% p.a payable monthly |
| | | | | **Repayment:-** | Eight equal quarterly instalment post moratorium. |
| | | | | **Security:-** | Unit no. A-303 & A-304 of Marathon Future x held by holding Company, Marathon Realty Private Limited. |
| | | | | **Corporate & personal Guarantee** | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| Piramal Capital and Housing Finance Limited | 24,500.00 | 10,966.72 | 13,997.24 | **Rate of Interest:-** | Interest rate is floating of 12.35% p.a. payable on monthly. |
| | | | | **Repayment:-** | 16 quarter from the date of 1st disbursement |
| | | | | **Security:-** | Unsold earmarked area of the Phase 1 & 2 of the Project Nexzone |
| | | | | **Corporate & personal Guarantee** | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Realty Private Limited and Marathon Nextgen Township Private Limited. |
| Piramal Capital and Housing Finance Limited | 18,000.00 | 8,792.20 | - | **Rate of Interest:-** | Interest rate is fixed of 13.25% p.a. payable on monthly. |
| | | | | **Repayment:-** | 20 quarter from the date of 1st disbursement. |
| | | | | **Security:-** | By way of mortgage porject land approx 26.40 acres including Phase I and II project land.<br>By way of mortgage over Marathon Millennium. |
| | | | | **Corporate & personal Guarantee** | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Realty Private Limited and Marathon Nextgen Limited. |
| Piramal Enterprises Limited | 15,000.00 | 3,302.54 | 9,996.60 | **Rate of Interest:-** | Floating rate of interest of 13.35% payable on monthly basis. |
| | | | | **Repayment:-** | In eighteen quartres as per terms of sanction. |
| | | | | **Security:-** | Unsold inventories of the commercial project Marathon Millennium. Additonal Security of Marathon Nexzone project (Phase 1 & 2) being developed by associates Sanvo Resorts Private Limited |
| | | | | **Corporate & personal Guarantee** | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Nextgen Realty Limited. |

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| Name of Lender | Sanction Amount | *O/S as on 31 March ,2025 | *O/S as on 31 March ,2024 | Other Details | |
|---|---|---|---|---|---|
| **Additon on acquisition of Subsidiary** | | | | | |
| Motilal Oswal Home Finance Limited | 5,000.00 | 1,102.01 | 85.40 | Rate of Interest:- | 14.5% p.a payable monthly |
| | | | | Repayment:- | repayable in 4 equal quarterly installments starting from the last day of 32nd month from the date of 1st disbursement. |
| | | | | Security:- | The Unsold area of project Narmada and cross colltral of unsold area of Marathon Future x. |
| | | | | Corporate & personal Guarantee | Personal guarantee of Directors, Chetan R shah and Mayur R Shah.and Corporate Guarantee of Marathon Realty Private Limited. |
| Motilal Oswal Home Finance Limited | 6,000.00 | - | 3,902.48 | Rate of Interest:- | 13.75% of floating ineterst payable monthly. |
| | | | | Repayment:- | Repayable in 6 equal quarterly installments starting from the last day of 27th month from the date of 1st disbursement |
| | | | | Security:- | The Unsold area of project Kaveri and cross colltral of unsold area of of project Monte Carlo being developed by ultimte holding company, Marathon Realty Private Limited. |
| | | | | Corporate & personal Guarantee | Personal guarantee of Directors, Chetan R shah and Mayur R Shah.and Corporate Guarantee of Marathon Realty Private Limited. |
| Arka Fincap Limited | 5,000.00 | 4,223.99 | - | Rate of Interest:- | 12% of floating ineterst payable monthly. |
| | | | | Repayment:- | Repayable in 11 quarterly installments starting from the last day of 12th month from the date of 1st disbursement. |
| | | | | Security:- | Mortgage on all assets (land and building structure(s) thereon), in entire Project 'Neo Valley Kaveri' located in Bhandup. |
| | | | | Corporate & personal Guarantee | Personal guarantee of Mayur R Shah.and Kaivalya Shah. |
| **Total of (b) (ii)** | | **32,490.01** | **55,771.54** | | |
| **(c) Deferred Payment Liabilities** | | | | | |
| Deferred Payment Liabilities-Vehicle Loan from Kotak Mahindra Prime Limited | 120.00 | 70.80 | 103.37 | Rate of Interest:- | rages between 9% to 11% p.a. |
| | | | | Repayment:- | As per terms of Loan sanctioned |
| | | | | Security:- | By way of hypothecation of Vehicle. |
| Deferred Payment Liabilities -Vehicle Loan from banks | 13.68 | 5.55 | 8.34 | Rate of Interest:- | Interest rate is fixed of 7.25% p.a. payable on monthly. |
| | | | | Repayment:- | 60 Equal Monthly installment of ₹. 0.27 Lakhs. |
| | | | | Security:- | By way of hypothecation of Vehicle. |
| Deferred Payment Liabilities-Vehicle Loan from ICICI Bank Ltd | 20.00 | 17.90 | - | Rate of Interest:- | Interest rate is fixed of 9.55% p.a. payable on monthly. |
| | | | | Repayment:- | 60 Equal Monthly installment of ₹. 0.42 Lakhs. |
| | | | | Security:- | By way of hypothecation of Vehicle. |

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| Name of Lender | Sanction Amount | *O/S as on 31 March ,2025 | *O/S as on 31 March ,2024 | Other Details | |
|---|---|---|---|---|---|
| The South Indian Bank | 13.00 | 10.65 | - | **Rate of Interest:-** | 8.85% payable monthly |
| | | | | **Repayment:-** | EMI of 48 months of ₹ 0.32/- Lakh |
| | | | | **Security:-** | By way of hypothecation of Vehicle. |
| The South Indian Bank | 10.00 | 7.45 | 9.24 | **Rate of Interest:-** | 8.95% payable |
| | | | | **Repayment:-** | EMI of 60 months of ₹ 0.21/- Lakh |
| | | | | **Security:-** | By way of hypothecation of Vehicle. |
| The South Indian Bank | 9.50 | 6.52 | 8.66 | **Rate of Interest:-** | 8.95% payable |
| | | | | **Repayment:-** | EMI of 48 months of ₹. 23,619/- |
| | | | | **Security:-** | By way of hypothecation of Vehicle. |
| Kotak Mahindra Prime Limited | 14.72 | - | 3.98 | **Rate of Interest:-** | Interest rate is fixed of 7.20% p.a. payable on monthly from January-2022. |
| | | | | **Repayment :-** | 36 Equal Monthly instalment of ` 0.46 Lakhs. |
| | | | | **Security :-** | By way of hypothecation of Vehicle. |
| **Additon on acquisition of Subsidiary** | | | | | |
| Equipment Loan from HDFC Bank Limited | 45.00 | 25.81 | 40.14 | **Rate of Interest:-** | 9.42% payable monthly |
| | | | | **Repayment :-** | 35 equal monthly installments starting from December, 2023 |
| | | | | **Security :-** | By way of hypothecation of Equipment |
| Equipment Loan from HDFC Bank Limited | 32.80 | 24.21 | - | **Rate of Interest:-** | 9.32% payable monthly |
| | | | | **Repayment :-** | 35 monthly installments starting from June 6, 2024. |
| | | | | **Security :-** | By way of hypothecation of Equipment |
| **Total of (c)** | | **168.89** | **173.73** | | |
| (d)Amount disclosed under current financial liabilities [Refer Note 26] | | (16,057.32) | (11,120.08) | | |
| **Total (a+b(i)+b(ii)+c-d)** | | **37,791.25** | **58,262.92** | | |

* Includes interest payable converted in to loan on opting of moratorium

**Note 22.2:-** The Group is not declared wilful defaulter by any bank or financial institution or other lenders.

**Note 23 - Other Financial Liabilities : Non-Current**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Carried at amortised cost** | | |
| (a) Other payable (Expenses) [Refer Note 23.1] | 24.07 | 23.66 |
| (b) Lease Rent Deposits Received | 393.77 | 443.87 |
| **Total** | **417.84** | **467.53** |

**Note 23.1:-** Other Payable includes rent and municipal taxes payable to Bombay Port Trust relating to a cotton godown situated at Sewree. Discussions are on with the Port Trust authorities to settle the matter.

**Note 24 - Provisions : Non Current**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **(a) Provision for Employee Benefits [Refer Note 44]** | | |
| Employees benefits (Gratuity) | 324.03 | 292.76 |
| Compensated Absences | 65.02 | 79.03 |
| (b) Provision for expenses [Refer Note 24.1] | - | 8,296.68 |
| **Total** | **389.05** | **8,668.47** |

**Note 24.1:-** Provisions pertaining to land cost included in finished inventory

**Note 25 - Other Non Current Liabilities**

| Particulars | As at 31 March 2025 | As at 31st Mar 2024 |
|---|---|---|
| (a) Deferred Rent | 33.37 | 41.92 |
| **Total** | **33.37** | **41.92** |

Note 26 - Borrowings : Current

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **(a) Secured Borrowings - at Amortised cost:** | | |
| From Bank- Cash Credit Facility | 1,130.43 | 5,237.11 |
| Current maturities of long-term debt [Refer Note 22] | 16,057.32 | 11,120.08 |
| **Total Secured Borrowings (A)** | **17,187.75** | **16,357.19** |
| **(b) Unsecured Borrowings - at cost:** | | |
| Loans from related parties [Refer Note 52] | 767.32 | 1,192.74 |
| Addition on acquisition of Subsidiary | | |
| 0% Redeemable Non-Convertible Preference share Capital [Refer Note 52] | 280.00 | 280.00 |
| **Total Unsecured Borrowings (B)** | **1,047.32** | **1,472.74** |
| **Total (A+B)** | **18,235.07** | **17,829.93** |

Note 26.1:- Terms of Repayment, Security and guarantees:-

| Name of Lender | Sanction Amount | O/S as on 31-Mar-2025 | O/S as on 31-Mar-2024 | Other Details | |
|---|---|---|---|---|---|
| Axis Bank Ltd | 3412.50 | - | 3281.37 | Rate of Interest:- | Ranges 4.5% to 7.9% |
| | | | | Repayment:- | payable on demand |
| | | | | Security:- | Term deposits of ₹ 3500/- Lakhs |
| HDFC Bank Ltd | 800.00 | 746.07 | 575.38 | Rate of Interest:- | Ranges 4.4% to 4.9% |
| | | | | Repayment:- | payable on demand |
| | | | | Security:- | Term deposits of ₹ 792/- Lakhs |
| HDFC Bank Ltd | 2475.00 | 384.36 | 1,380.36 | Rate of Interest:- | 5.16% payable monthly |
| | | | | Repayment:- | payable on demand |
| | | | | Security:- | Term deposits of ₹ 2500/- Lakhs |
| Total | | 1,130.43 | 5,237.11 | | |

**Note 26.2:-** The working capital loan is availed in the form of cash credit facility from the bank. The such facilities are secured on term deposits where there is no requirement to submit the quarterly statement to the bank as per the terms of sanction.

Note 27 - Trade Payables : Current

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Carried at amortised cost** | | |
| (a) Total outstanding dues of micro and small enterprises [Refer Note 47] | 1,529.86 | 1,399.00 |
| (b) Total outstanding dues of creditors other than micro and small enterprises | 3,927.56 | 3,563.90 |
| **Total** | 5,457.42 | 4,962.90 |

Note 27.1 - Break-Up of Trade Payables

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Trade Payables to related parties [Refer Note 52] | 749.78 | 628.14 |
| Trade Payables to Others | 4,707.64 | 4,334.76 |
| Total | 5,457.42 | 4,962.90 |

Trade payable ageing schedule for the year ended 31st March, 2025 and 31st March, 2024 :

| As at 31st March 2025 | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Micro enterprises and small | 963.25 | 187.48 | 250.21 | 128.93 | **1,529.87** |
| Others - Undisputed | 3,346.96 | 231.56 | 90.29 | 258.74 | **3,927.55** |
| | **4,310.21** | **419.04** | **340.50** | **387.67** | **5,457.42** |

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| As at 31st March 2024 | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Micro enterprises and small | 866.27 | 292.72 | 230.92 | 9.09 | 1,399.00 |
| Others | 2,970.79 | 199.16 | 117.51 | 276.45 | 3,563.90 |
| | 3,837.06 | 491.88 | 348.43 | 285.54 | 4,962.90 |

* Including note due trade payables.

**Note 28 - Other Financial Liabilities : Current**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Carried at amortised cost | | |
| (a) Interest accrued | 131.70 | 105.87 |
| (b) Unpaid dividend | 16.75 | 24.15 |
| (c) Society dues [Refer Note 28.1] | 547.92 | 566.42 |
| (d) Other Payable | 483.21 | 571.71 |
| (e) Book overdraft | 10.18 | 262.30 |
| (f) Deposits Received | 71.97 | 25.68 |
| **Total** | **1,261.73** | **1,556.13** |

**Note 28.1:-** Society Dues payable are after netting off of Fixed Deposit and interest accrued thereon of ₹. 174.04 Lakhs [PY: ₹. 151.00 Lakhs]

**Note 29 - Provisions : Current**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (a) Provision for Employee Benefits [Refer Note 44] | | |
| Employees benefits (Gratuity) | 14.78 | 13.47 |
| Compensated Absences | 19.15 | 23.00 |
| Bonus | 36.26 | 14.02 |
| (b) Provision for expenses [Refer Note 24.1] | 6,726.84 | 3,786.69 |
| **Total** | **6,797.03** | **3,837.18** |

**Note 30 - Other Current Liabilities**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (a) Statutory dues | 580.43 | 540.32 |
| (b) Contract liabilities -Advance from customers against sale of units [Refer Note 43] | 17,347.08 | 25,674.25 |
| (c) Others | | |
| -Provision for Expenses | 7.73 | - |
| (d) Deferred Rent | 13.09 | 18.49 |
| **Total** | **17,948.33** | **26,233.06** |

**Note 31 - Revenue from Operations**

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Sale of property (Commercial & Residential) | 47,139.28 | 60,428.75 |
| (b) Revenue Sharing [Refer Note 31.1] | 401.89 | 412.88 |
| (b) Other Operating Income | 2,546.04 | 410.25 |
| (c) Rental Income | 1,470.38 | 840.76 |
| (d) Deferred Rent Income | 13.95 | 14.96 |
| (e) Interest Income from Project Advances | 6,441.99 | 8,353.90 |
| **Total** | **58,013.53** | **70,461.50** |

**Note 31.1**: As per terms of Memorandum of Understanding (MOU) entered between Company and United Builder, during the year, the company has recorded the revenue sharing accrued on transfer of FSI.

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Note 32 - Other Income

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Interest Income | | |
| (1) Interest income on Fixed Deposits | 768.39 | 651.74 |
| (2) Interest on staff loan | 1.07 | 1.19 |
| (3) Interest on Income Tax Refund | 0.02 | 18.74 |
| (4) Interest on Loans and advances and others | 3,007.55 | 3,091.79 |
| (5) Interest received on delayed payments from customers | 10.75 | 6.03 |
| (6) Interest on Delayed Rental Income | 73.11 | 1.36 |
| (7) Reversal of excess interest on MSME vendor | - | 121.15 |
| (b) Other gains and losses | | |
| (1) Fair Value gain on financial assets | 93.15 | 84.65 |
| (2) Capital gain on Sale of Investment | 5,515.75 | - |
| (c) Other Income | | |
| (1) Miscellaneous income | 145.75 | 121.52 |
| (2) Profit/(loss) on Sale of Property, Plant and Equipment (Net) | 5.38 | 9.82 |
| (3) Society Management Fees | 5.92 | 14.50 |
| Total | 9,626.84 | 4,122.49 |

Note 33 - Project Development Expenses

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Project cost incurred | | |
| (1) Consumption of material | 8,624.38 | 6,233.76 |
| (2) Contract cost, labour and other charges | 20,334.04 | 16,221.94 |
| (3) Revenue Sharing [Refer Note 33.1] | 3,203.27 | 8,857.19 |
| (4) Land Cost | 515.10 | 191.24 |
| (5) Approval costs | 1,618.99 | 1,485.44 |
| (6) Finance cost [Refer Note 36] | 4,274.69 | 4,361.81 |
| (7) Depreciation on Plant & Machinery [Refer note 38] | 98.60 | 83.96 |
| (8) Lease Rent on Lease hold land | 415.07 | 553.43 |
| Total | 39,084.14 | 37,988.77 |

Note 33.1 :-In terms of a shareholder agreement dated 10th September 2015 entered between Marathon Realty Private Limited ("MRPL") and the Company, during year, the company has recognized revenue aggregating to ₹. 7,363.83 Lakhs [PY: ₹ 20,361.36 Lakhs] from the sale of the identified area in the commercial project Future X out of which an amount of ₹. 3,203.27 Lakhs [PY: ₹. 8,857.19 Lakhs] representing 43.50% has been shared with MRPL and shown as property development expenses.

Note 34 - Change in Inventory of Finished Goods and Construction work in Progress

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Opening Inventory | | |
| (i) Finished Inventories | 10,103.62 | 9,043.09 |
| (ii) Construction work in progress | 51,936.07 | 42,743.21 |
| Total Opening Inventory (a) | 62,039.69 | 51,786.30 |
| Add:- | | |
| (b) On acquisition of subsidiary (b) | 75.56 | 14,192.76 |
| Less: | | |
| (c) Closing Inventory | | |
| (i) Finished Inventories | 8,222.89 | 10,103.62 |
| (ii) Construction work in progress | 57,324.60 | 51,936.07 |
| Total Closing Inventory (c) | 65,547.49 | 62,039.69 |
| (Increase) / Decrease in value (a+b-c) | (3,432.24) | 3,939.37 |

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### Note 35 - Employee Benefits Expense

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Salaries, Bonus and allowances | 1,118.09 | 1,171.89 |
| (b) Gratuity [Refer Note 44] | 39.88 | 38.17 |
| (c) Contribution to provident and other funds | 80.76 | 90.03 |
| (d) Leave Salary | - | 7.73 |
| (e) Directors Remunerations | 461.40 | 220.56 |
| (f) Incentive | 54.64 | 34.62 |
| (g) Staff welfare expenses | 15.04 | 11.26 |
| (i) Employee Stock Option Expenses | 13.62 | - |
| Total | 1,783.43 | 1,574.26 |

### Note 36 - Finance Cost

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Interest expenses | 8,289.81 | 9,002.68 |
| (b) Interest on Debentures | 1,254.79 | 3,365.74 |
| (c) Other borrowing cost | 433.22 | 955.82 |
| (d) Interest on MSME | 30.83 | 4.53 |
| (e) Interest on delayed payment | 36.88 | 28.86 |
| (f) Unwinding of discount on Financial Liabilities at amortised cost | 106.07 | 99.09 |
| Total Finance Cost | 10,151.60 | 13,456.72 |
| Less:- Finance Cost Capitalised to inventory [Refer Note 33(6)] | 4,274.69 | 4,361.81 |
| Total | 5,876.91 | 9,094.91 |

### Note 37 - Other Expenses

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Advertisement, Promotion & Selling Expenses | 361.86 | 485.67 |
| (b) Commission and Brokerage Expenses | 471.09 | 615.63 |
| (c) Directors sitting fees | 23.50 | 14.30 |
| (d) Power and Fuel | 89.64 | 68.30 |
| (e) Telephone & Internet Expenses | 7.22 | 6.10 |
| (f) Rent including lease rentals | 402.51 | 397.26 |
| **(g) Repairs and Maintenance** | | |
| - Buildings/ Property | 384.26 | 195.41 |
| - Others | 7.44 | 9.58 |
| (h) Insurance | 20.05 | 36.00 |
| (i) Rates & Taxes | 384.06 | 419.03 |
| (j) Travelling and Conveyance | 57.45 | 50.01 |
| (k) Printing & Stationery | 8.54 | 5.87 |
| (l) Legal and professional fees | 443.12 | 258.71 |
| (m) Payment to Auditors [Refer Note 37.1] | 32.01 | 21.14 |
| (n) Stamp Duty and Registration charges on sale of flats | 110.80 | 734.14 |
| (o) Donation and Contribution | 10.11 | 4.32 |
| (p) CRS Expenses [Refer Note 48 and 52] | 283.45 | 173.72 |
| (q) Miscellaneous Expenses | 111.37 | 101.07 |
| (r) Loss on sale of Property, plant and Equipments | 2.99 | 0.72 |
| (s) Compensation paid against Flat | 62.09 | 77.65 |
| Total | 3,273.56 | 3,674.63 |

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### Note 37.1:- Payment to Auditor

| Particular | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Services as statutory auditors | 19.31 | 17.81 |
| (b) Tax audit | 2.67 | 2.50 |
| (c) Others matters - certification service | 4.03 | 0.83 |
| Total | 26.01 | 21.14 |

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Note 38 - Depreciation and Amortisation

| Particular | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Depreciation on Property, Plants and Equipments | | |
| Depreciation on property, plant and equipment | 146.22 | 124.88 |
| Less:- Capitalised to Project | (98.60) | (83.96) |
| **Depreciation charged to statement of Profit and Loss A/c** | **47.62** | **40.92** |
| (b) Depreciation on investment property | 218.16 | 255.74 |
| Total (a+b) | 265.78 | 296.66 |

Note 39 - Tax Expenses

Tax expense/(credit) recognized in the Statement of Profit and Loss

| Particular | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| (a) Current tax | | |
| Current Tax on taxable income for the year | 4,470.00 | 4,975.00 |
| **Total current tax expense** | **4,470.00** | **4,975.00** |
| (b) Deferred tax | | |
| Deferred tax charge/(credit) | 31.88 | (336.87) |
| **Total deferred income tax expense/(credit)** | **31.88** | **(336.87)** |
| (c) Adjustment of Tax related to earlier period | 40.31 | 4.85 |
| **Total tax expense (a+b+c)** | **4,542.19** | **4,642.98** |

A) Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

| Particular | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Enacted income tax rate in India applicable to the Company | 25.17% | 25.17% |
| **Profit before tax** | **20,788.79** | **18,015.39** |
| Current tax expenses on Profit before tax expenses at the enacted income tax rate in India | 5,939.12 | 5,692.11 |
| Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income | (23.26) | 367.95 |
| Tax effect on income charged at lower rate (Including set off loss and indexation) | (880.79) | |
| (Deduction)/ disallowance under Income Tax Act, 1961 | 97.38 | (20.70) |
| Other items | 43.89 | (1,064.36) |
| Exempt Income - Share of Profit from Firm/LLP | (706.35) | |
| MAT Credit Utilised | - | - |
| **Total income tax expense/(credit)** | **4,470.00** | **4,975.00** |
| **Effective Tax Rate** | **21.50%** | **27.62%** |

Note 40 - Earning Per Share

| Particular | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Earning per Share has been computed as under: | | |
| (a) Net Profit attributable to shareholders | 19,053.13 | 16,877.92 |
| (b) Nominal value of equity shares - (in ₹ per share) | 5.00 | 5.00 |
| (c) Weighted average number of equity shares for basic EPS (in Lakhs) | 5,12,04,304 | 4,83,45,987 |
| (d) Weighted average number of equity shares for diluted EPS (in Lakhs) | 5,12,33,200 | 5,12,22,116 |
| (e) Basic earnings per share - (₹) (a/c) | 37.21 | 34.43 |
| (f) Diluted earnings per share - (₹) (a/d) | 37.19 | 32.50 |

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**Note 41:- Contingent liabilities (to the extent not provided for)**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Claims against the Company not acknowledged as debts in respect of past disputed liabilities of** | | |
| (a) Sales Tax [Refer Note 41.2 and 41.3] | - | 139.62 |
| (b) Central Excise, GST and Service Tax [Refer Note 41.4] | 823.44 | 123.12 |
| (c) Provident Fund [Refer Note 41.5] | 38.83 | 38.83 |
| (d) Bank Guarantees | 302.31 | 50.00 |
| (e) RERA cases | 376.68 | 278.99 |
| (f) Others [Refer Note 41.6] | 5,049.71 | 5,049.71 |

In the opinion of the management the above claims are not sustainable and the Group does not expect any outflow of economic resources in respect of above claims and therefore no provision is made in respect thereof

**Note 41.1:-** The Income Tax Appellate Tribunal quashed the appeal filed by the Dy Commissioner of Income Tax, Central Circle 6 (3), for 2011-12 & 2012-13 on matters relating Section 143(3) read with Section 148 of the Income Tax Act 1961. Being aggrieved by the order, the Principal Commissioner of Income Tax, Central Circle 3,,has filed a writ petition before the Honble Bombay High Court. The matter is yet to be admitted and the company does not envisage any additional liability in the matter.

**Note 41.2:-** On 3rd November 2021, the Deputy Commissioner of Sales Tax has dismissed the appeal filed by the Company for the financial years 2006-07,2007-08 and 2009-10 against the order passed by Assistant Commissioner of Sales Tax - Investigation. The Company has filed a writ petition against the said order with the Hon'ble Bombay High Court. The Hon'ble Bombay high court vide order dated 5th September,2022 has quashed order passed by the Deputy Commissioner of sales tax and remanded the matter back for denovo assessment. Consequently the demand raised by the Assistant Commissioner of Sales Tax - Investigation is nullified. The Company had paid the pre-deposit of ₹. 451.00 Lakhs.

**Note 41.3:-** The Company had received demand of ₹.139.62 Lakhs FY 2012-13 from Dy Commissioner Sales Tax against which company had filed appeals by paying reqisite appeal fees, and the appeal is yet to be heard. During the year,the appeal was heard in favour of the Company and pre-tax deposit paid to file the appeal and excess MVAT paid was refunded to the Company.

**Note 41.4:-** The company had received the demands from Central Excise department for various years against which company is under appeal before the appellate authorities. These matter pertain to the periods when the company was engaged in the manufacture of textiles.

**Note 41.5:-** Cadastral survey No.166 is the land on which commercial project Marathon Future x is being constructed. This Land is jointly owned by the Company and holding Company, Marathon Realty Private Limited. Both the Companies owns stock in precincts either in form of completed units or in the form work in progress. The borrowings by either of these companies against hypothecation of stock of the other company becomes a co-borrower.

**Note 41.6:** Represents civil matters filed against the Company.

**Note 41A :- Particulars of loans given/guarantees given, as required by clause (4) of Section 186 of the Act and as per regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

| Name of the party | Relationship | Amount in ₹. Lakhs | | Period | Rate of Interest | Purpose |
|---|---|---|---|---|---|---|
| | | As at 31 March 2025 | As at 31 March 2024 | | | |
| Loan Given | | | | | | |
| (i) Marathon Realty Private Limited | Holding Company | 60,588.86 | 71,369.17 | repayable on demand | 13.5% -18.5% | For Project execution |
| (ii) Swayam Realtors and Traders LLP | Joint Venture | 428.60 | 380.48 | repayable on demand | 11.55% | For Project execution |
| (iii) Columbia Chrome India Private Limited | Associates | 379.63 | 338.77 | repayable on demand | 11.55% | For Project execution |
| (iv) Matrix Enclaves Projects Developments Private | Significant Influence | 19,324.27 | 19,324.27 | repayable on demand | Interest Free | For Project execution |
| (vi) Vinotak Investment Private Limited | Significant Influence | 820.69 | 5,816.01 | repayable on demand | 9% & 12% | For Project execution |
| (vii) United Enterprises | Significant Influence | 17.49 | 15.90 | repayable on demand | 12.00% | For Project execution |
| (viii) United Builder | Significant Influence | - | 134.27 | repayable on demand | 12.00% | For Project execution |

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| Corporate Guarantee given | Relationship | Amount in ₹. Lakhs | | Period | Rate of Interest | Purpose |
|---|---|---|---|---|---|---|
| | | As at 31 March 2025 | As at 31 March 2024 | | | |
| (i) Marathon Realty Private Limited | Holding Company | 4,336.17 | 12,431.04 | 20-Dec-25 | - | Term Loan |
| (ii) Swayam Realtors and Traders LLP | Joint Venture/ | 43,438.69 | 30,177.72 | 15-Dec-28 | - | Term Loan |

* Restricted to outstanding loan balances

**Note 42:- Lease**

The group has been operating from the premises owned by Holding Company Marathon Realty Private Limited and relatives of directors.. The Group had entered into agreement (Memorandum Of Understanding) for payment of rent on the premises occupied by it. The rental payable per annum is ₹ 402.50 Lakhs [FY 2023-24: ₹ 402.50 Lakhs] and such lease facility is for the period of one year with the cancellable term.

**Note 43:- Disclosure as per Ind AS 115:-**

(a) The Group is primarily engaged in the business of construction, development, Leasing and sale of commercial and residential real estate projects. The core business activities are carried out under various business model likes own development, through joint ventures and joint development and other arrangements with third parties.

**Revenue from Operations**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Revenue from contract with customers as per note 31 | 50,087.21 | 61,251.88 |
| Add/Less:- Other adjustment | - | - |
| **Total revenue as per contracted price** | **50,087.21** | **61,251.88** |

**(b) Contract Balances:-**

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Receivables which are included in Trade and other receivables** | | |
| **Trade Receivable** | | |
| - Amount due from customers on construction contract | 9,930.93 | 9,850.27 |
| **Contract assets** | | |
| - Accrued value of work done net off provision (Unbilled Revenue) | - | - |
| **Contract liabilities** | | |
| - Amount due to customers under construction contracts (Excess Received) | - | - |
| - Advance from customer | 17,347.08 | 25,674.25 |

Significant changes in contract asset and contract liabilities balances during the year are as follows:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **(A) Contract liabilities** | | |
| Opening Balance* | 25,674.25 | 25,621.16 |
| Less : Revenue recognised during the year from balance at the beginning of the year | 3,827.17 | (60,428.75) |
| Add : Addition | - | 60,481.84 |
| Less- Refunded due to cancellation of contract | - | - |
| **At the end of the reporting period (Para 116 (a))** | **29,501.42** | **25,674.25** |

**Note 44:- Employee Benefits**

The details of employee benefits as required under Ind AS 19 'Employee Benefits' is given below

**(A) Defined Contribution Plan:**

Amount recognized as an expense in the Statement of Profit and Loss in respect of Defined Contribution Plans [Provident funds and others] is ₹. 80.76 Lakhs [Previous Year – ₹. 90.03 Lakhs]

**(B) leave obligation :-**

The leave obligations cover the Company's liability for sick and earned leave. The amount recognised in the statement of Profit Loss as Leave salary expenses Nil [Previous year - ₹. 7.73 Lakhs]

**(C) Defined benefit plan:**

Gratuity is a defined benefit plan covering eligible employees. The plan provides for a lump sum payment to vested employees on retirement, death while in employment or termination of employment of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of five years of service.

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Disclosure as required under Ind AS 19 on "Employee Benefits" in respect of defined benefit plan is as under:

i. The amount included in the balance sheet arising from the group's obligation in respect of its defined benefit plans is as follows:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Present value of un-funded defined benefit obligation | 338.82 | 306.23 |
| Fair value of plan assets | - | - |
| Restrictions on asset recognized | - | - |
| Others | - | - |
| Net liability arising from defined benefit obligation | **338.82** | **306.23** |

ii. Movement in the present value of defined obligation (DBO) during the year representing reconciliation of opening and closing balances thereof are as follows:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Present value of benefit obligation at the beginning of the year | 306.23 | 276.92 |
| Current service cost | 23.24 | 24.51 |
| Employer contribution | (33.12) | (16.13) |
| Interest cost | 22.91 | 21.73 |
| Actuarial (gains)/ losses | 19.56 | (0.79) |
| Present value of Defined Benefit Obligation as at end of the year | 338.82 | 306.23 |

iii. Analysis of Defined Benefit Obligations

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Defined benefit obligations as at 31 March | 338.82 | 306.23 |
| Fair value of plan assets as at 31 March | - | - |
| Net Asset/(Liability) recognised in Balance sheet as at 31 March | **338.82** | **306.23** |

iv. Expenses recognized in the statement of profit and loss

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Current service cost | 23.24 | 24.51 |
| Net Interest expense | 22.91 | 21.73 |
| **Components of defined benefit costs recognised in profit or loss** | **46.15** | **46.23** |

v. Amount recognised in statement of Other Comprehensive Income

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Actuarial (Gain)/Loss | | |
| (i) arising from changes in financial assumption | 10.47 | 7.82 |
| (ii) arising from changes in experience assumption | 9.08 | (8.60) |
| Total amount recognised in the statement of other comprehensive income | 19.55 | (0.79) |

vi. Actual Contribution and benefit payments for the year

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Actual benefit paid directly by the company | 33.12 | 16.13 |
| Actual contributions | - | - |

vii. Principal Actuarial Assumptions for gratuity

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Discount Rate | 6.80% | 7.10% |
| Expected Rate of Increase in compensation levels | 7.00% | 7.00% |
| Expected Rate of Return on Plan Assets | 0.00% | 0.00% |
| Expected Average Remaining working lives ofemployees (Years) | 41.67 | 41.35 |
| Mortality Rate | IALM (2012-14) Ultimate | IALM (2012-14) Ultimate |
| Withdrawal Rate | Ages 20 - 30 : 10%<br>Ages 31 - 40 : 5%<br>Ages 41 & above : 2% | Ages 20 - 30 : 10%<br>Ages 31 - 40 : 5%<br>Ages 41 & above : 2% |

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a. The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.
b. Expected Rate of Return of Plan Assets: This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations.
c. Salary Escalation Rate : The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors
d. Withdrawal Rate: It is the expected employee turnover rate and should be based on the company's past attrition experience and future withdrawal expectations.

**viii. Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flows:**

Expected benefit payments for the year ending:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| 31 March, 2025 | - | 13.65 |
| 31 March, 2026 | 14.78 | 45.09 |
| 31 March, 2027 | 35.41 | 7.88 |
| 31 March, 2028 | 13.28 | - |
| 31 March 2028 to 31 March 2033 and above | - | 684.24 |
| 31 March 2029 to 31 March 2035 and above | 739.60 | - |

Weighted Average duration of defined benefit obligation: 13.37 Years (Previous Year: 14.07 Years)

**ix. Sensitivity analysis: A quantitative sensitivity analysis for significant assumption as at 31 March 2025 is as shown below:**

| DBO Rates Types | Discount Rate | | Salary Escalation Rate | | Withdrawal Rate | |
|---|---|---|---|---|---|---|
| Year | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| 31 March, 2025 | (33.06) | 38.78 | 21.65 | (23.09) | 7.08 | (8.17) |
| 31 March, 2024 | (29.45) | 34.71 | 21.16 | (20.83) | 6.92 | (7.99) |

The sensitivity results above determine their individual impact on Plan's end of year Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

**x. Employee benefit plans**

**The plans typically expose the company to the actuarial risks such as: investments risk, interest risks, longevity risk and salary risk**

| | |
|---|---|
| Investment risk | The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. |
| 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's debt investments. |
| Longevity risk | The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability. |
| Salary risk | The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. |

**Note 45 : Employee Stock Option Plans**

Employee Stock Option Plan 2020

**Note 45.1:-** The Shareholder of the Group has approved the 23,00,000 ESOP under ESOP 2020 scheme

The employee stock option cost has been computed with reference to the fair value of options granted and amortized over vesting period. Company has accounted for employee stock option cost (equity settled) amounting to ₹. 13.62 Lakhs [PY: Nil].

**Note 45.2:-** During the year the Company had issued the 36,843 equity shares on exercise of ESOP granted.

**Note 45.3:-** During the year, In terms of Employee Stock Option Plan 2020, the Company had granted in third tranche of 16,691 options to eligible employees of the Group. These options can be exercised after a period of 12 months from the date of the grant. The exercise price is ₹.20/- per option and when exercise, would be converted into one equity share of ₹. 5/- each.

| Note 45.4:- Details of ESOP's granted | Tranche 1 | Tranche 2 | Tranche 3 | Total |
|---|---|---|---|---|
| Particulars | ESOP 2020 | ESOP 2020 | ESOP 2020 | ESOP 2020 |
| Maximum no. of shares that can be allotted on granting of option unde the scheme (a) | | | | 23,00,000 |
| Option Granted (b) | 3,41,000 | 1,18,401 | 16,691 | 4,76,092 |
| Option Lapsed (c) | 10,819 | 8,988 | - | 19,807 |
| Option excercised (d) | 3,04,355 | 1,03,785 | | 4,08,140 |
| Equivalent number of shares of FV of ₹ 5 per shares (e) | 3,41,000 | 1,18,401 | 16,691 | 4,76,092 |

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| | Tranche 1 | Tranche 2 | Tranche 3 | Total |
|---|---|---|---|---|
| Particulars | ESOP 2020 | ESOP 2020 | ESOP 2020 | ESOP 2020 |
| Unvested Option f= (a-b) | | | | 18,23,908 |
| Total no. shares that can be issued out of option granted g=(b-c-d) | 25,826 | 5,628 | 16,691 | 48,145 |
| Date of Grant | 11 February 2021 | 12 November 2021 | 09 September 2024 | various date |
| Vesting period | 1 year (i.e. up to 10th February 2022) | 1 year (i.e. up to 11th November 2022) | 1 year (i.e. up to 8th September 2025) | various date |
| vesting Condition | Continued employment | Continued employment | Continued employment | Continued employment |
| Exercised period | 5 years from the date of grant | 5 years from the date of grant | 5 years from the date of grant | 5 years from the date of grant |
| Grant / Exercise Price ( per share) | 20 | 20 | 20 | 20 |
| Market Value of Equity Shares as on date of Grant of Original Option ( | 77.5 | 91.05 | 610 | |
| Method of Accounting | Fair Value | Fair Value | Fair Value | Fair Value |

**Note 45.5:- Details of activity of the ESOP Scheme**

| Particulars | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| Outstanding at the beginning of the ye | a | 71,833 | 1,19,042 |
| Granted during the year | b | 16,691 | - |
| Exercised during the year | c | 36,843 | 47,209 |
| Lapsed during the year | d | 3,536 | - |
| Outstanding at the end of the year | e=a+b-c-d | 48,145 | 71,833 |
| Exercisable at the end of the year | | 31,454 | 71,833 |
| Weighted average price per option (₹) | | 20 | 20 |

**Note 45.6:- Information in respect of options outstanding:**

| ESOP Scheme | As at 31-March -2025 | | As at 31-March -2024 | |
|---|---|---|---|---|
| | No. of option outstanding | Weighted Average outstanding life | No. of option outstanding | Weighted Average outstanding life |
| ESOP 2020 - Tranche 1 | 65,158 | 0-2.87 years | 65,158 | 0-3.87 years |
| ESOP 2020 - Tranche 2 | 6,675 | 0-2.62 years | 6,675 | 0-3.62 years |
| ESOP 2020 - Tranche 3 | 16,691 | 5 years | - | - |

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**Note 46 - Segment Information**

**Basis of Segmentation and Geographical Information**

The Company is engaged in Real Estate. The operations of the company do not qualify for reporting as separate business segments as per the criteria set out under Indian Accounting Standard 108 (IND AS-108) on "Operating Segments". The Company is operating in India hence there is no reportable geographic segment. Accordingly no disclosure is required under IND AS - 108.

**Information about major Customer**

Revenue from operation from No (PY: Two) customer aggregating to Nil Lakhs for the year ended March 31,2025 [PY: 5,715.65 Lakhs] constituted more than 10% of the revenue of the Company.

| Particulars | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Customer A | - | 3,102.41 |
| Customer B | - | 2,613.24 |
| **Total** | - | **5,715.65** |

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**Note 47 - Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year | 1,499.19 | 1,394.81 |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | 30.83 | 4.53 |
| (iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day | 0.16 | 0.33 |
| (iv) The amount of interest due and payable for the year | 30.67 | 4.19 |

**Note 47.1:-** Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the group regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the group.

Currency in INR Lakhs

## Note 48 - Details of Corporate Social Responsibility (CSR) expenditure

As per section 135 of the Companies Act, 2013, amount required to be transferred by the Company is computed at 2% of its average net profit for the immediately preceding three financial years, on Corporate Social Responsibility (CSR)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Amount required to be spent as per Section 135 of the Act | 283.45 | 173.72 |
| **Amount transferred during the year on:** | | |
| (i) Construction / acquisition of an asset | - | - |
| (ii) On purpose other than (i) above (for Education purpose) [Refer Note 52] | 283.45 | 173.72 |

**Financial instrument Disclosure:-**

## Note 49:- Capital Risk Management

The group's capital management objectives are:

-to ensure the group's ability to continue as a going concern

- to maximize the return to stakeholders through the optimization of the debt and equity balance

The group monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The group sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

**a) Gearing Ratio:**

The Gearing ratio at the end of the reporting period are as follows:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Debt* (A) | 56,026.32 | 76,092.85 |
| Cash and bank balances (B) | 1,814.14 | 1,035.08 |
| **Net Debt C=(A-B)** | **54,212.18** | **75,057.77** |
| Total Equity (Including Non Controlling Interest) (D) | 1,20,262.64 | 1,01,675.27 |
| Net debt to equity ratio (C/D) | 45.08% | 73.82% |
| Net Worth (E) | 1,18,697.56 | 1,00,508.15 |
| Net debt to Networth (C/E) | 45.67% | 74.68% |

*Debt includes long-term as well as short-term borrowings

## Note 50:- Financial risk management

**a) The carrying value of financial instruments by categories as of March 31, 2025 is as follows:**

| Particulars | Fair value through P&L | Fair value through OCI | Amortised cost | Total carrying value |
|---|---|---|---|---|
| **Assets:** | | | | |
| Cash and cash equivalents | - | - | 1,814.14 | 1,814.14 |
| Other balances with banks | - | - | 7,365.59 | 7,365.59 |
| Trade receivables | - | - | 9,529.04 | 9,529.04 |
| Investments (Other than investment in equity instruments of | 869.42 | - | 0.28 | 869.70 |
| Loans | - | - | 81,666.74 | 81,666.74 |
| Other financial assets | - | - | 2,779.79 | 2,779.79 |
| **Total** | **869.42** | - | **1,03,155.58** | **1,04,025.00** |
| **Liabilities:** | | | | |
| Trade and other payables | - | - | 5,457.42 | 5,457.42 |
| Borrowings | - | - | 56,026.32 | 56,026.32 |
| Other financial liabilities | - | - | 1,679.57 | 1,679.57 |
| **Total** | - | - | **63,163.31** | **63,163.31** |

**b) The carrying value of financial instruments by categories as of March 31, 2024 is as follows:**

| Particulars | Fair value through P&L | Fair value through OCI | Amortised cost | Total carrying value |
|---|---|---|---|---|
| **Assets:** | | | | |
| Cash and cash equivalents | - | - | 1,035.08 | 1,035.08 |
| Other balances with banks | - | - | 8,275.93 | 8,275.93 |
| Trade receivables | - | - | 9,437.39 | 9,437.39 |
| Investments (Other than investment in equity | 776.27 | - | 0.28 | 776.55 |
| Loans | - | - | 97,461.36 | 97,461.36 |
| Other financial assets | - | - | 3,092.05 | 3,092.05 |
| **Total** | **776.27** | - | **1,19,302.09** | **1,20,078.36** |
| **Liabilities:** | | | | |
| Trade and other payables | - | - | 4,962.90 | 4,962.90 |
| Borrowings | - | - | 76,092.85 | 76,092.85 |
| Other financial liabilities | - | - | 2,023.66 | 2,023.66 |
| **Total** | - | - | **83,079.41** | **83,079.41** |

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Currency in INR Lakhs

The Fair value of investment through Profit and loss A/c is comprising of investment in Mutual fund. It is based on the net assets value ('NAV") as stated by issuers of the mutual fund.

**Financial risk management Objectives:-**

In the course of its business, the group is exposed primarily to fluctuations in interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the group.

**I) Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Future specific market movements cannot be normally predicted with reasonable accuracy.

**Currency risk:** The group does not have material foreign currency transactions. The group is not exposed to risk of change in foreign currency.

**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 group's fixed rate borrowings are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Profit or loss is sensitive to higher/lower interest expense from variable rate borrowings as a result of changes ininterest rates.

| Interest Rate Sensitivity | Increase or decrease in Basis Point | Effect on Profit before tax |
|---|---|---|
| For the year ended March 31,2025 | +1.00 | (311.37) |
| | -1.00 | 311.37 |
| For the year ended March 31,2024 | +1.00 | (447.47) |
| | -1.00 | 447.47 |

Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period. The interest rate profile of the group's interest-bearing financial instruments as reported is as follows.

| Particular | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Fixed-rate instruments** | | |
| Borrowings | 24,889.13 | 31,345.45 |
| **Floating rate instrument** | | |
| Borrowings | 31,137.19 | 44,747.40 |

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**Other price risk:**

The group is not exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The group does not actively trade these investments.

**II) Credit risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the group result in material concentration of credit risk.

**Credit Risk management :-**

**(i) Credit risk rating:-**

The group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and

A: Low credit risk

B: High credit risk

| Asset group | Basis of categorisation | Provision for expenses credit loss |
|---|---|---|
| A: Low credit risk | Investments, Other bank balances, trade receivables, cash and cash equivalents, loans and | 12 month expected credit loss/Life time expected credit loss |
| B: High credit risk | Trade receivables and loans& Advances | 12 month expected credit loss/Life time expected credit loss/fully provided for |

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In respect of trade receivables, the company recognises a provision for lifetime expected credit loss.

Based on business environment in which the group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the group. The group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Currency in INR Lakhs

Assets under credit risk -

| Credit rating | Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| A: Low credit risk | Investments, Other bank balances, trade receivables, cash and cash equivalents, loans and other financial assets | 105.52 | 105.52 |
| B: High credit risk | Trade receivables and loans | 167.46 | 167.46 |

ii) Concentration of financial asset

The group's principal business activities are construction and development of real estate projects, Leasing of commercial space and all other related activities. The Company's outstanding receivables are for real estate project advisory business. Loans and other financial assets majorly represents loans to subsidiaries and deposits given for business purposes.

Credit risk exposure

Provision for expected credit losses

As at 31 March 2025

| Particulars | Estimated gross carrying amount at default | Expected Credit Loss | Carrying amount net of impairment provision |
|---|---|---|---|
| Investments | - | - | - |
| Trade receivables | 167.46 | (167.46) | - |
| Other bank balances | - | - | - |
| cash and cash equivalents | - | - | - |
| Loans and Advances | - | - | - |
| Other Financial Assets | 105.52 | (105.52) | - |

As at 31 March 2024

| Particulars | Estimated gross carrying amount at default | Expected Credit Loss | Carrying amount net of impairment provision |
|---|---|---|---|
| Investments | - | - | - |
| Trade receivables | 167.46 | (167.46) | - |
| Other bank balances | - | - | - |
| cash and cash equivalents | - | - | - |
| Loans and Advances | - | - | - |
| Other Financial Assets | 105.52 | (105.52) | - |

Expected credit loss for trade receivables under simplified approach

The group's outstanding trade receivables are less than six months old and the Company expects that money will be received in due course.

Reconciliation of loss provision

| Reconciliation of loss allowance | Advances | Trade receivables |
|---|---|---|
| **Loss allowance on 31 March 2023** | **105.52** | **168.51** |
| Impairment loss recognised during the year | - | - |
| **Loss allowance on 31 March 2024** | **105.52** | **168.51** |
| Impairment loss recognised during the year | - | - |
| **Loss allowance on 31 March 2025** | **105.52** | **168.51** |

III) Liquidity risk

Liquidity risk refers to the risk that the group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(a) Financing arrangements

**The group had access to the following undrawn borrowing facilities at the end of the reporting period:**

| Particular | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Floating Rate** | | |
| Expiring within one year (bank overdraft and other facilities) | - | - |
| Expiring beyond one year (bank overdraft and other facilities) | 2,860.68 | 4,750.00 |

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR.

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Currency in INR Lakhs

**(b) Exposure to liquidity risk**

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at 31 March 2025

| Financial liabilities | Carrying amount | Payable in One year | Payable after one Year | Total contractual cash flows |
|---|---|---|---|---|
| **(a) Trade payables** | | | | |
| - 31 March 2025 | 5,457.42 | 5,457.42 | - | 5,457.42 |
| - 31 March 2024 | 4,962.90 | 4,962.90 | - | 4,962.90 |
| **(b) Borrowings (incl.current maturity of long term** | | | | |
| - 31 March 2025 | 56,026.32 | 18,235.07 | 37,791.25 | 56,026.32 |
| - 31 March 2024 | 76,092.85 | 17,829.93 | 58,262.92 | 76,092.85 |
| **(c) Other financial liabilities** | | | | |
| - 31 March 2025 | 1,679.57 | 1,261.73 | 417.84 | 1,679.57 |
| - 31 March 2024 | 2,023.66 | 1,556.13 | 467.53 | 2,023.66 |
| **Total** | | | | |
| - 31 March 2025 | 63,163.31 | 24,954.22 | 38,209.09 | 63,163.31 |
| - 31 March 2024 | 83,079.41 | 24,348.96 | 58,730.45 | 83,079.41 |

**Note 51:- Fair value disclosures**

**Fair value hierarchy**

The fair value of the financial assets and liabilities are included at the amount at which the instrument can be exchanged in the current transaction between willing parties, other than in a forced or liquidation sale.

The following tables provides the fair value measurement hierarchy of the Company's assets and liabilities:

Level 1 - Quoted prices (Unadjusted) in active markets for identical assets & liabilities.

Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset & liability, either directly (i.e. prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (Unobservable inputs).

**The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.**

| Particulars | Carrying value as at | | Fair value as at | | Fair value hierarchy |
|---|---|---|---|---|---|
| | 31 March 2025 | 31 March 2024 | 31 March 2025 | 31 March 2024 | |
| **Fair value through Profit and Loss** | | | | | |
| Investment in Mutual Fund - Quoted | - | - | - | - | Level 1 |
| Security deposits - Lease rent deposits | 393.77 | 443.87 | 393.77 | 443.87 | Level 3 |

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Lease liabilities are valued using Level 3 techniques. A change in one or more of the inputs to reasonably possible alternative assumptions would not change the value significantly.

Security Deposits are valued using Level 3 techniques. A change in one or more of the inputs to reasonably possible alternative assumptions would not change the value significantly.

**Note 52 - Related Party Transactions**

**A. List of related Parties**

Related Parties (as Defined by the Management) are classified as:-

**(a) Holding Company**

Marathon Realty Private Limited

**(b) Joint Venture**

1 Swayam Realtors & Traders LLP (Byculla project)

2 Columbia Chrome Private Limited

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(c) **Entities over which Subsidiaries or Key Management Personnel or their relatives, exercise significant influence**

1 IXOXI Equip-Hire LLP
2 IXOXI Construction LLP
3 Matrix Enclaves Projects Developments Private Limited
4 Matrix Waste Management Private Limited
5 Nexzone Fiscal Services Private Limited
6 Nexzone Energy Utilities LLP
7 Marathon Realty Private Limited -Future X Society
8 Nexzone Buildcon LLP
9 Marathon Ener-gen LLP
10 United Builders
11 Ramniklal Z. Shah Trust
12 Citadel Realty & Developers Limited
13 Suyog Developers

(d) **Key Management Personnel**

1 Mr. Chetan R. Shah – Chairman and Managing Director
2 Mr. S. Ramamurthi - Whole Time Director & CFO [till 28th November 2023]
3 Mr. Mayur R. Shah - Director
4 Ms. Shailaja C. Shah - Director
5 Mr. Samyag M. Shah - Director [w.e.f 28th May 2024]
6 Mr. Kaivalya C Shah - Director [w.e.f 28th May 2024]
7 Mr. Devendra Shrimanker - Director [w.e.f 28th May 2024]
8 Mr. Deepak Shah - Independent Director
9 Mr. Atul Mehta - Independent Director
10 Ms. Parul Abhoy Shah - Independent Director
11 Mr. Ashwin Mohanlal Thakkar - Independent Director
12 Mr. Krishanamurthy Raghvan - Company Secretary [Till 2nd April 2024]
13 Mr. Suyash Bhise - Chief Financial Officer [w.e.f 28th May 2024]
14 Mr. Yogesh Patole - Company Secretary [w.e.f 28th May 2024]

(e) **Relatives of KMP (with whom company had transaction)**

1 Ms. Ansuya R. Shah (Mother of Managing Director)
2 Ms. Sonal M. Shah (Wife of Mr. Mayur R Shah-Director)
3 Ms. Rita Dhanraj Shah (Sister of Mayur Shah)
4 Mr. Parmeet M shah (Son of Mayur Shah)
5 Ms. Gargi Chetan Shah (Daughter of Chetan Shah)

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(Currency in INR Lakhs)

**Related party transactions as per the Consolidated financial statement for the year ended March 31, 2025**

| Type of Transaction | Particular | For the Year ended 31 March ,2025 | For the Year ended 31 March ,2024 |
|---|---|---|---|
| Interest Income on Inter Corporate Deposits | Marathon Realty Private Limited | 8,918.71 | 10,750.62 |
| | Columbia Chrome India Private Limited | 39.50 | 24.12 |
| | Vinotak Investment Private Limited | 432.02 | 504.45 |
| | United Enterprises | 1.91 | 1.44 |
| | United Builders | 12.01 | 2.68 |
| Interest Expenses | Marathon Realty Private Limited | 455.36 | 308.69 |
| | Chetan R Shah | 35.36 | 3.89 |
| | Mayur R Shah | 31.61 | 2.63 |
| | Samyag M Shah | - | 1.06 |
| Interest Income from Partnership Firm / LLp's | Swayam Realtors & Traders LLP | 42.57 | 39.28 |
| Share of Profit from LLP's | Swayam Realtors & Traders LLP | 2,806.53 | 1,087.61 |
| **Remuneration to KMP** | Chetan R Shah | 268.00 | 239.08 |
| | Kaivalya C Shah | 58.70 | - |
| | Samyag M Shah | 58.70 | - |
| | Krishanamurthy Raghvan | - | 41.38 |
| **Salary to relatives of KMP** | Kaivalya C Shah | 11.30 | 70.00 |
| | Samyag M Shah | 11.30 | 70.00 |
| **Rent Expenses** | | - | - |
| Office Space | Marathon Realty Private Limited | 433.89 | 433.89 |
| | Sonal M Shah | 17.23 | 17.23 |
| | Chetan R Shah | 4.38 | 4.38 |
| | Ansuya R Shah | 19.35 | 19.35 |
| Sale of Material / Scrap | Marathon Realty Private Limited | - | 2.88 |
| | Nexzone Energy Utilities LLP | - | 0.61 |
| | Nexzone Buildcon LLP | - | 1.04 |
| | Marathon Ener-gen LLP | 0.43 | 4.25 |
| | Nexzone Fiscal Services Private Limited | - | 3.41 |
| Purchase of Material / Services | Marathon Realty Private Limited | 0.36 | 9.76 |
| | Marathon Ener-gen LLP | 38.29 | 0.93 |
| | Nexzone Energy Utilities LLP | 14.06 | 23.46 |
| | Nexzone Buildcon LLP | 13.03 | 9.83 |
| | Nexzone Fiscal Services Private Limited | - | 1.09 |
| | Matrix Enclaves Project Development Private Limited | 0.96 | - |
| | Ixoxi Construction LLP | - | 3.89 |
| | IXOXI Equip - Hire LLP | 37.44 | 30.25 |
| | Suyog Developers | 4.01 | 26.11 |
| Provision of Services | IXOXI Construction LLP | - | 235.20 |
| | Marathon Realty Private Limited | 16.36 | 10.27 |
| Purchase of Fixed Assets | IXOXI Equip - Hire LLP | - | 36.16 |
| | Marathon Ener-Gen LLP | - | 4.96 |
| | Nexzone Energy Utilities LLP | - | 7.51 |
| Maintenance Charges of Immovable Property | Marathon Realty Private Limited - Future X Society | 212.54 | 402.22 |
| Expenditure on Corporate Social Responsibility | Ramniklal Z Shah Trust | 211.60 | 173.72 |
| Director Sitting Fees | Mayur R Shah | 3.10 | 1.80 |
| | Shailaja C Shah | 2.70 | 1.90 |
| | Deepak Shah | 6.10 | 4.00 |
| | Atul Mehta | 5.10 | 3.70 |
| | Parul Abhay Shah | 3.10 | 2.00 |
| | Ashwin Mohanlal Thakkar | 1.20 | 0.90 |
| | Devendra Shrimanker | 2.20 | - |
| Loans given | Marathon Realty Private Limited | 11,438.67 | 23,793.13 |
| | Columbia Chrome India Private Limited | 5.31 | 108.77 |
| | Ixoxi Construction LLP | - | - |
| | Vinotak Investment Private Limited | 24.90 | 208.25 |
| | IXOXI Equip-Hire LLP | - | - |
| | United Builders | 809.66 | 1,122.45 |
| | United Enterprises | - | 62.74 |
| | Nexzone Land Private Limited | - | 12.75 |

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Related party transactions as per the Consolidated financial statement for the year ended March 31, 2025

| Type of Transaction | Particular | For the Year ended 31 March ,2025 | For the Year ended 31 March ,2024 |
|---|---|---|---|
| **Type of Transaction** | **Particular** | **For the Year ended 31 March ,2025** | **For the Year ended 31 March ,2024** |
| Loans repaid | Marathon Realty Private Limited | 7,955.50 | 15,402.06 |
| | Chetan R Shah | 0.04 | - |
| | Samyag M Shah | - | 66.09 |
| Loan Given Partnership Firm / LLP's | Swayam Realtors & Traders LLP | 70.36 | 56.14 |
| Loans received back | Marathon Realty Private Limited | 30,245.82 | 39,638.71 |
| | Ixoxi Construction LLP | - | - |
| | Vinotak Investment Private Limited | 5,409.04 | 200.52 |
| | IXOXI Equip-Hire LLP | - | - |
| | United Builders | 954.74 | 990.38 |
| | Nexzone Land Private Limited | - | 12.75 |
| | United Enterprises | 0.12 | 61.54 |
| Loans Taken | Chetan R Shah | 6,931.41 | 263.12 |
| | Samyag M Shah | 28.93 | - |
| | Chetan R Shah (addition on acquisation of Subsidiary) | 62.37 | - |
| | Marathon Realty Private Limited | - | 7,435.68 |
| | Mayur R Shah (addition on acquisation of Subsidiary) | 37.29 | 257.69 |
| Loans received back Partnership Firm / LLP's | Swayam Realtors & Traders LLP | 64.81 | 57.99 |
| Revenue Sharing Expense | Matrix Waste Management Private Limited | 515.10 | 191.24 |
| | Marathon Realty Private Limited | 3,203.27 | 7,290.93 |
| Revenue Sharing Income | United Builders | 401.89 | 412.88 |
| Money received against share warrant | Chetan R Shah | - | 506.25 |
| | Gargi Chetan shah | - | 253.13 |
| | Kaivalya Chetan Shah | - | 253.13 |
| | Mayur R Shah | - | 506.25 |
| | Parmeet Mayur Shah | - | 253.13 |
| | Rita Dhanraj Shah | - | 202.50 |
| | Samyag Mayur Shah | - | 253.13 |
| | Shailaja Chetan Shah | - | 506.25 |
| | Sonal Mayur Shah | - | 506.25 |
| **Closing Balance** | | - | - |
| Loan Given | Marathon Realty Private Limited | 60,588.86 | 71,369.16 |
| | Columbia Chrome India Private Limited | 379.63 | 338.76 |
| | United Builders | - | 134.28 |
| | Matrix Enclaves Project Development Private Limited | 19,324.27 | 19,324.27 |
| | Vinotak Investment Private Limited | 820.69 | 5,816.01 |
| | United Enterprises | 17.50 | 15.90 |
| Loan Given Partnership Firm / LLP's | Swayam Realtors & Traders LLP | 428.60 | 380.48 |
| Loan Taken | Marathon Realty Private Limited | 68.29 | 684.78 |
| | Chetan R Shah | 373.24 | 276.84 |
| | Mayur R Shah | 325.79 | 260.05 |
| | Samyag Mayur Shah | - | (28.93) |
| Trade Receivable | Marathon Realty Private Limited | 0.07 | 0.59 |
| | Marathon Ener-gen LLP | 0.27 | - |
| | Matrix Enclaves Project Development Private Limited | - | - |
| | United Builders | 1,874.55 | 412.88 |
| | United Enterprises | - | - |
| | Nexzone Buildcon LLP | 7.87 | 6.02 |
| | Suyog Developers | 95.35 | 95.34 |
| | Swayam Realtors & Traders LLP | 6.33 | 6.33 |
| | Nexzone Energy Utilities LLP | - | 70.58 |

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Related party transactions as per the Consolidated financial statement for the year ended March 31, 2025

| Type of Transaction | Particular | For the Year ended 31 March ,2025 | For the Year ended 31 March ,2024 |
|---|---|---|---|
| Type of Transaction | Particular | For the Year ended 31 March ,2025 | For the Year ended 31 March ,2024 |
| **Closing Balance** | | | |
| Other Receivable | Marathon Realty Private Limited | - | 8.03 |
| | Swayam Realtors & Traders LLP | 55.70 | 46.71 |
| | Matrix Waste Management Private Limited | - | 4.66 |
| | Parmeet Mayur Shah | - | 17.62 |
| | Nexzone Energy Utilities LLP | - | 75.76 |
| Trade Payable | IXOXI Construction LLP | 214.94 | 209.95 |
| | IXOXI Equip Hire LLP | 5.92 | 107.73 |
| | Marathon Realty Private Limited | 15.13 | 29.69 |
| | Matrix Enclaves Projects Development Private Limited | 0.54 | 0.92 |
| | Matrix Waste Management Private Limited | 406.34 | 191.24 |
| | Nexzone Buildcon LLP | 16.64 | 20.23 |
| | Nexzone Energy Utilities LLP | 0.61 | 29.52 |
| | Suyog Developers | 81.69 | 33.89 |
| | United Builders | 5.36 | 3.74 |
| | United Enterprises | 2.61 | 1.23 |
| % Redeemable Non-Cumulative Preference Share | Matrix Enclaves Project Development Private Limited | 869.42 | 776.27 |
| | Chetan R Shah | 140.00 | 140.00 |
| | Mayur R Shah | 140.00 | 140.00 |

* For corporate guarntee refer note 41A

Note 52.1:-

i. The Group has entered into an agreement with Matrix Waste Management Private Limited for area or revenue sharing of 12.5% of revenue generated from the earmarked area for which development rights have been acquired by the Group.

ii. The Group has entered into an agreement with Ithaca Informatics Private Limited (merged with Marathon Realty Private Limited w.e.f 01.04.2016) for revenue or area sharing based on 12.5% of revenue generated from the developed area for which development rights have been acquired by the Group.

iii. Pursuant to an agreement, the Group has given advances to explore for the opportunities in a project to Marathon Realty Private Limited., with whom it is going to jointly execute the said project. At periodic intervals surplus amount are returned as they are not immediately required for the project.

iv. Group had entered in to related party transaction with United Builder to sale the FSI generated from Neo square project & consideration is on kind i.e. 60% of revenue from sale of earmarked are of the project Zaver Arcade. The earmarked area is still unsold.

Note no. 53 Scheme of Amalgamation

53.1 :- Amalgamation Marathon Nextgen Township Private Limited (MNTPL), Wholly Owned Subsidiary with Company

The Hon'ble National Company Law Tribunal vide its order dated 14th July, 2023 has sanctioned the scheme of merger between the Company and its wholly owned subsidiary, Marathon Nextgen Township Private Limited (MNTPL), with effect from 01st April, 2020 as being the appointed date instead of 01st April, 2019 as was envisaged in the scheme. Being aggrieved by the said order, the Company had filed an appeal before the Hon'ble National Company Law Appellate Tribunal (NCLAT) on 16th August, 2023 seeking to rectify the order. The Hon'ble NCLAT vide order dated 29th May, 2024 has approved the appointed date of 01st April 2019 as being the appointed date and the order has been filed with MCA on 27th June, 2024 and became effective. As a result, the Other equity for the year ended 31st March, 2024 has been restated to ₹. 97,949.59/- as earlier reported as ₹. 97,007.26/-. The Authorised equity shares of the Company post giving effect of the Merger order has been increased to 10,07,00,000 equity shares from 10,05,00,000 w.e.f. appointed date.

53.2:- Proposed Scheme of Amalgamation

The Board of Directors of the Company at its meeting held on 31st March,2025, approved the Composite Scheme of Amalgamation and Arrangement amongst Matrix Water Management Private Limited, Sanvo Resorts Private Limited, Marathon Realty Private Limited, Matrix Enclaves Projects Developments Private Limited, Matrix Land Hub Private Limited, Marathon Nextgen Realty Limited, Marathon Energy Private Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable sections and provisions of the Companies Act, 2013. The said Scheme of Amalgamation, with an Appointed Date of January 1, 2025, is subject to the requisite approvals and sanction of the jurisdictional bench of National Company Law Tribunal ("NCLT") and subject to the approval of shareholders and/or creditors of the Company, Central Government, or such other competent authority as may be directed by the NCLT. The Company has applied to stock exchange (BSE & NSE) for necessary approval and the petition will be filed with NCLT.

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Currency in INR Lakhs

## Note 54:- Particulars of Consolidation

### i. Entity considered for Consolidation

| Sr. No. | Name of the Entity | % of ownership as on | | Nature of Interest | Principal Activities |
|---|---|---|---|---|---|
| | | 31 March 2025 | 31 March 2024 | | |
| 1 | Sanvo Resorts Private Limited | 91% | 91% | Subsidiary | Real Estate |
| 2 | Terrapolis Assets Private Limited | 100% | 100% | Subsidiary | Real Estate |
| 3 | Nexzone Fiscal Services Private Limited (w.e.f. 10th October 2023) | 90% | 90% | Subsidiary | Real Estate |
| 4 | Marathon Nexzone Land Private Limited (w.e.f. 14th August 2024) | 100% | 0% | Subsidiary | Real Estate |
| 5 | Marathon Energy Private Limited (w.e.f. 14th August 2024) | 100% | 0% | Subsidiary | Real Estate |
| 6 | Kanchi Rehab Private Limited (w.e.f. 11th November 2024) | 100% | 0% | Subsidiary | Real Estate |
| 7 | Nexzone IT Infrastructure Private Limited (w.e.f. 11th November 2024) | 100% | 0% | Subsidiary | Real Estate |
| 8 | Nexzone Water Management Private Limited (w.e.f. 11th November 2024) | 100% | 0% | Subsidiary | Real Estate |
| 9 | Swayam Realtors & Traders LLP | 40% | 40% | Joint Venture | Real Estate |
| 10 | Columbia Chrome (I) Private Limited | 40% | 40% | Joint Venture | Real Estate |

## Note 55:- Disclosure as required under Ind AS 112

### (a) Details of Non-Wholly Owned Subsidiaries that have Material Non-Controlling Interest

| Sr.No. | Name of the Subsidiary | Proportion of Ownership and voting rights held by Non-Controlling Interests | | Profit/(Loss) after Tax allocated to Non-Controlling Interests | | Accumulated Non-controlling Interest | |
|---|---|---|---|---|---|---|---|
| | | 31 March 2025 | 31 March 2024 | 31 March 2025 | 31 March 2024 | 31 March 2025 | 31 March 2024 |
| i | Sanvo Resorts Private Limited | 9% | 9% | 385.40 | 236.02 | 1,432.16 | 1,046.76 |
| ii | Nexzone Fiscal Services Private Limited | 10% | 10% | 12.56 | (5.50) | 132.92 | 120.36 |

Summarized financial information in respect of each of the Group's subsidiaries that has material non controlling interests is set out below. The summarized financial information below represents amounts before intergroup eliminations.

(i) **Sanvo Resorts Private Limited**

| Particular | 31 March 2025 | 31 March 2024 |
|---|---|---|
| Current Assets | 44,819.40 | 46,797.78 |
| Non-Current Assets | 21,238.75 | 23,626.77 |
| **Total Assets (A)** | **66,058.15** | **70,424.55** |
| Current Liabilities | 34,843.30 | 41,510.20 |
| Non-Current Liabilities | 15,304.86 | 17,286.52 |
| **Total Liabilities (B)** | **50,148.16** | **58,796.72** |
| **Net Assets C= (A-B)** | **15,909.99** | **11,627.83** |
| Equity Interest Attributable to the owners | 14,477.83 | 10,581.06 |
| **Non-Controlling Interest** | **1,432.16** | **1,046.76** |

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Notes forming part of the consolidated financial statements
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(ii) Nexzone Fiscal Services Private Limited

| Particular | 31 March 2025 | 31 March 2024 |
|---|---|---|
| Current Assets | 19,783.11 | 16,939.69 |
| Non-Current Assets | 572.29 | 449.30 |
| **Total Assets (A)** | **20,355.40** | **17,388.99** |
| Current Liabilities | 11,596.54 | 12,952.54 |
| Non-Current Liabilities | 7,429.71 | 3,232.94 |
| **Total Liabilities (B)** | **19,026.25** | **16,185.49** |
| **Net Assets C= (A-B)** | **1,329.15** | **1,203.51** |
| Equity Interest Attributable to the owners | 1,196.24 | 1,083.15 |
| **Non-Controlling Interest** | 132.92 | 120.36 |

**Note 56:- Interest in Joint Venture**

The Group has interest in following joint ventures as given below. The group's interest in these joint ventures are accounted for using equity method in the consolidated financial statements

(i) Joint venture in which group is a co-venturer

| Sr. No. | Name of Entity | % of holding | | Principle Activities |
|---|---|---|---|---|
| | | 31 March 2025 | 31 March 2024 | |
| 1 | Columbia Chrome (I) Private Limited | 40% | 40% | Real Estate |
| 2 | Swayam Realtors & Traders LLP | 40% | 40% | Real Estate |

(ii) Summarized financial information of the joint venture, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements is as follows:

| Summarized Balance sheet | Columbia Chrome (I) Private Limited | | Swayam Realtors & Traders LLP | |
|---|---|---|---|---|
| | 31 March 2025 | 31 March 2024 | 31 March 2025 | 31 March 2024 |
| Proportion of ownership interest held by the Group at the year e | 40% | 40% | 40% | 40% |
| Non-current assets | - | 335.00 | 15,292.26 | 73,675.29 |
| Current assets | 0.32 | 202.33 | 86,885.89 | 31,859.57 |
| **Total Assets (A)** | **0.32** | **537.33** | **1,02,178.15** | **1,05,534.86** |
| Non-current liabilities | 504.54 | 800.90 | 20,503.29 | 26,721.79 |
| Current liabilities | 398.95 | 5.64 | 56,446.51 | 60,601.05 |
| **Total Liabilities (B)** | **903.49** | **806.54** | **76,949.80** | **87,322.84** |
| **Net Assets (A-B)** | **(903.17)** | **(269.21)** | **25,228.35** | **18,212.02** |
| Group's share of net assets (Carrying amount of interest in Joint Venture) | - | - | 10,091.34 | 7,284.81 |
| Withdrawal of share by Group | - | - | - | - |
| **Net Share of Group** | - | - | 10,091.34 | 7,284.81 |
| **Group share in Contingent Liabilities** | - | - | 1,997.61 | 140.27 |
| **Commitments** | - | - | - | - |

| Summarized Profit and Loss A/c | Columbia Chrome (I) Private Limited | | Swayam Realtors & Traders LLP * | |
|---|---|---|---|---|
| | 31 March 2025 | 31 March 2024 | 31 March 2025 | 31 March 2024 |
| Total Revenues (A) | - | - | 43,630.02 | 68,274.21 |
| Total Expenses [including tax expense] (B) | 633.96 | 83.91 | 36,504.01 | 59,510.46 |
| **Profit/ (Loss) (A-B)** | (633.96) | (83.91) | 7,126.01 | 8,763.74 |
| Deferred Tax | - | - | 112.12 | (15.03) |
| Other Comprehensive Income (OCI) | - | - | 2.44 | (15.00) |
| Total Comprehensive Income for the year | **(633.96)** | **(83.91)** | **7,016.33** | **8,763.77** |
| **Group's share of profit for the year** | - | - | 2,806.53 | 3,505.51 |

* For Byculla Project

Reconciliation of carrying amount

| Particulars | Columbia Chrome (I) Private Limited | | Swayam Realtors & Traders LLP | |
|---|---|---|---|---|
| | 31 March 2025 | 31 March 2024 | 31 March 2025 | 31 March 2024 |
| Cost of investment in the beginning of the year | - | 0.90 | 7,284.81 | 3,779.29 |
| Addition /Withdrawal of share by Group [Refer Note 6.1] | - | - | - | - |
| Share of group in the Net Assets of the Joint Venture | - | (0.90) | 2,806.53 | 3,505.52 |
| **Carrying Value of investment** | - | - | **10,091.34** | **7,284.81** |

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Marathon Nextgen Realty Ltd. Mumbai

Currency in INR Lakhs

**Note 57:- Additional Information, as required under Schedule III to the Companies Act, 2013, of Consolidated Entities**

a. **Statement of Net Assets and Profit/Loss and Other Comprehensive Income considered in Consolidated Financial Statements**

| Name of the entity in the Group | Net Asset i.e.total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated Net assets | As at 31st March 2025 | As % of consolidated profit or loss | As at 31st March 2025 | As % of consolidated OCI | As at 31st March 2025 | As % of total comprehensive income | As at 31st March 2025 |
| **Parent** | | | | | | | | |
| Marathon Nextgen Realty Limited | 74.51% | 88,447.25 | 57.73% | 10,770.00 | 81.76% | (12.08) | 57.71% | 10757.92 |
| **Indian Subsidiaries** | | | | | | | | |
| Sanvo Resort Private Limited | 13.40% | 15,909.99 | 20.90% | 3,898.32 | 10.50% | (1.55) | 20.91% | 3896.77 |
| Terrapolis Assets Private Limited | 2.59% | 3,072.63 | 5.74% | 1,070.21 | 7.74% | (1.14) | 5.74% | 1069.06 |
| Nexzone Fiscal Services Private Limited | 1.01% | 1,203.51 | 0.61% | 113.08 | 0.00% | - | 0.61% | 113.08 |
| Marathon Nexzone Land Private Limited | -0.01% | (7.00) | 0.00% | (0.89) | 0.00% | - | (0.00%) | (0.89) |
| Marathon Energy Private Limited | -0.01% | (6.86) | -0.01% | (1.03) | 0.00% | - | (0.01%) | (1.03) |
| Kanchi Rehab Private Limited | 0.00% | (1.57) | 0.00% | (0.16) | 0.00% | - | (0.00%) | (0.16) |
| Nexzone IT Infrastructure Private Limited | 0.00% | (3.44) | 0.00% | (0.31) | 0.00% | - | (0.00%) | (0.31) |
| Nexzone Water Management Private Limited | -0.01% | (8.30) | 0.00% | (0.72) | 0.00% | - | (0.00%) | (0.72) |
| **Indian Joint Ventures** | | | | | | | | |
| (Investment as per the equity method) | | | | | | | | |
| 1. Columbia Chrome (I) Private Limited | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | 0.00 |
| 2. Swayam Realtors & Traders LLP | 8.50% | 10,091.34 | 15.04% | 2,806.53 | 0.00% | - | 15.06% | 2806.53 |
| **Total** | **100.00%** | **1,18,697.56** | **100.00%** | **18,655.02** | **100.00%** | **(14.77)** | **100.00%** | **18,640.25** |

b.

| Name of the entity in the Group | Net Asset i.e.total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated Net assets | As at 31st March 2024 | As % of consolidated profit or loss | Year ended 31st March 2024 | As % of consolidated OCI | Year ended 31st March 2024 | As % of total comprehensive income | Year ended 31st March 2024 |
| **Parent** | | | | | | | | |
| Marathon Nextgen Realty Limited | 81.37% | 81,954.29 | 54.13% | 9,011.91 | -190.53% | (1.20) | 54.12% | 9,010.71 |
| Indian Subsidiaries | | | | | | | | |
| Marathon Nextgen Township Private Limited | -3.58% | (3,565.85) | -0.02% | (3.53) | 0.00% | - | -0.02% | (3.53) |
| Sanvo Resort Private Limited | 11.68% | 11,627.83 | 14.34% | 2,386.89 | -69.35% | (0.44) | 14.33% | 2,386.46 |
| Terrapolis Assets Private Limited | 2.01% | 2,003.57 | 10.79% | 1,796.06 | 359.88% | 2.27 | 10.80% | 1,798.33 |
| Nexzone Fiscal Services Private Limited | 1.21% | 1,203.51 | -0.30% | (49.50) | | | | (49.50) |
| **Indian Joint Ventures** | | | | | | | | |
| (Investment as per the equity method) | | | | | | | | |
| 1. Columbia Chrome (I) Private Limited | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| 2. Swayam Realtors & Traders LLP | 7.32% | 7,284.81 | 21.06% | 3,505.51 | 0.00% | - | 21.06% | 3,505.51 |
| **Total** | 100.00% | **1,00,508.15** | 100.00% | **16,647.35** | 100.00% | 0.63 | 100.30% | **16,647.98** |

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**Note 58:- Additional regulatory information**

i There are no proceedings initiated or are pending against the Group for holding any benami property under the Prohibition of Benami Transactions Act, 1988 and rules made thereunder.

ii The Group does not have any transactions with companies struck off.

iii The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

iv The group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

v The Group has not advanced or given loans or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

vi The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

vii The Group do not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

viii **Ratio (Continuing operations) :**

| No. | Particulars | Numerator | Denominator | Mar 31,2025 | Mar 31,2024 | Variation | Reason for variance where movment is more than 25% |
|---|---|---|---|---|---|---|---|
| (a) | Current Ratio | Current Assets | Current Liabilities | 2.15 | 2.02 | 6.48% | |
| (b) | Debt-Equity Ratio | Total Debt | Shareholders Equity | 0.47 | 0.76 | (37.65%) | Decrease in debt |
| (c) | Debt Service Coverage Ratio | Earnings for debt service = Earnings before interest and tax | Debt service = Interest + Principal Repayments | 0.66 | 0.78 | (14.88%) | |
| (d) | Return on Equity Ratio | Net Profits after taxes – Preference Dividend (if any) | Average Shareholder's Equity | 17% | 19% | (8.55%) | |
| (e) | Inventory turnover ratio | Cost of goods sold | Average Inventory | 0.56 | 0.74 | (24.14%) | |
| (f) | Trade Receivables turnover ratio | Net credit sales = Gross credit sales - sales return | Avg. Accounts Receivable | 59.66 | 36.53 | 63.31% | Increase in average collection days |
| (g) | Trade payables turnover ratio | Net credit purchases = Gross credit purchases - purchase return | Average Trade Payables | 15.00 | 13.98 | 7.35% | |
| (h) | Net profit ratio | Net Profit | Total Income | 28.17% | 22.63% | 24.48% | |
| (i) | Return on Investment | Share of Profit | Investment in Firm | 0.28 | 0.48 | (42.21%) | Increase in share of profit from Joint venture |
| (j) | Operating profit Margin (%) | Earning before interest and taxes | Revenue from operations | 0.46 | 0.38 | 19.47% | |
| (k) | Return on Net Worth (%) | Total comprehensive income for the year, net of tax | Net worth | 0.16 | 0.17 | (5.19%) | |

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**Note 59:- Dividend on Equity Shares**

The Board of Directors of the Company has proposed dividend of ₹. 1/- (₹. 1/-) per equity share for the financial year 202425 The payment of dividend is subject to approval of the shareholders in the ensuing Annual General Meeting of the Company.

**Note 60:-Audit Trail**

The Group has maintained proper books of account as prescribed under Section 128(1) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (as amended). The books of accounts are maintained in electronic mode. Back-ups of books of account and other relevant books and papers maintained in electronic mode are kept as per the policy of the Group. The back-up of the accounting systems are kept in a server physically located in India and is done on a daily basis.

The Group is using accounting software/s for maintaining its books of account which has a feature of recording audit trail (edit log) facility at application level and the same has operated throughout the year for all relevant transactions recorded in the software/s. Further there were no instances of audit trail feature being tampered with in respect of these software/(s).

**Note 61:- Other Significant Notes:-**

i. Previous Year's figure have been regrouped/rearranged, wherever necessary.

**For Rajendra & Co.**
Chartered Accountants
ICAI Firm Registration No. 108355W

RAJENDRA & CO.
MUMBAI
CHARTERED ACCOUNTANTS

**Madhur Ratanghayra**
Partner
Membership No.173438

Place: Mumbai
Date: 21st May, 2025

For and on behalf of the Board of Directors

**Chetan R. Shah**
Chairman & MD
DIN: 00135296

**Mayur R. Shah**
Director
DIN: 00135504

**Suyash Bhise**
Chief Financial Officer

Place: Mumbai
Date: 21st May, 2025

**Yogesh Patole**
Company Secretary
ACS: 48777

Place: Mumbai
Date: 21st May, 2025

**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF MARATHON NEXTGEN REALTY LIMITED**

**Report on the Consolidated Financial Statements**

## Opinion

We have audited the accompanying Consolidated Financial Statements of **Marathon Nextgen Realty Limited** (hereinafter referred to as the 'Holding Company") which includes its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and Group's Share of profit / loss in its Joint Ventures, which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated statement of Profit and Loss, the Consolidated statement of changes in equity and the Consolidated cash flows Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of Material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of subsidiaries and Joint ventures referred to in Other Matter para below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the e Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group and its Joint Ventures as at March 31, 2024, of Consolidated profit, Consolidated changes in equity and its Consolidated cash flows for the year then ended.

## Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, and its Joint Ventures in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including



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in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

1. **Investment in joint ventures and loans to related entities.**
**(Refer note no 6A, 6B, 7 & 17 of Consolidated Financial Statements)**

**Recoverability of investment in joint ventures and other related entities:** The Group's investments in joint ventures and other related entities are carried at cost less any diminution in value, if any. The investments are assessed for impairment at each reporting date. The impairment assessment involves the use of estimates and judgements. The identification of impairment event and the determination of an impairment charge also require the application of significant judgement by the Group. The judgement, in particular, is with respect to the timing, quantity and estimation of projected cash flows of the real estate projects in these underlying entities. In view of the significance and quantum of these investments aggregating to Rs. 20,860.69/- lakhs representing 9.32% of total Assets, we consider valuation / impairment of investments in joint ventures and related entities to be a key audit matter.

**How the matter was addressed in our audit**

Our audit procedures included:

- Evaluating design and implementation and testing operating effectiveness of controls over the Group's process of impairment assessment and approval of forecasts.
- Assessing the financial position of the joint ventures, assessing profit history and project details of those joint ventures.
- Testing the assumptions and understanding the forecasted cash flows of joint ventures based on our knowledge of the Group and the markets in which they operate.
- Assessing the comparability of the forecasts with historical information.
- Analysing the possible indications of impairment and understanding Group's assessment of those indications.
- Considering the adequacy of disclosures in respect of the investment in joint ventures.

**Recoverability of loans in the nature of project advances to related entities:** The Group has extended loans to related entities aggregating to Rs. 97,378.86 Lakhs representing to 43.50% of Total Assets. These are assessed for recoverability at each period end. Due to the nature of the business in the real estate industry, the Group is exposed to heightened risk in respect of the recoverability of the loans granted to the related parties. In addition to nature of business, there is also significant judgment involved as to the recoverability of the project specific loans. This depends on property developments projects being completed over the time period specified in agreements. We have identified measurement of loans to group entities as key audit matter because recoverability assessment involves Company's significant judgement and estimate.

**How the matter was addressed in our audit**

Our procedures included:

- Evaluating the design and implementation and testing operating effectiveness of key internal controls placed around the impairment assessment process of the recoverability of the loans/financial instruments.
- Assessing the net worth of joint ventures on the basis of latest available financial statements.
- Assessing the controls for grant of new loans and sighting the Board approvals obtained.
- Tracing loans advanced / repaid during the year to bank statement.
- Obtaining confirmations to assess completeness and existence of loans and advances given to joint ventures / group entities as on March 31, 2024.



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### Other Information

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

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

When we read the above mentioned reports, if we conclude that other information is materially inconsistent with the financial statements we are required to communicate the matter to those charged with governance as required under SA 720 "The Auditor's responsibilities relating to Other Information".

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group including its Joint Ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and its Joint Ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and its Joint Ventures are responsible for assessing the ability of the Group and its Joint Ventures 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its Joint Ventures are responsible for overseeing the financial reporting process of the Group and its Joint Ventures.



RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

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

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standard on Auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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 Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its Joint Ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and Joint Ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its Joint Ventures of which we are independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.



RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

The Consolidated financial Statements includes financial statements of

a) 3 subsidiaries, whose financial statements reflects total assets of Rs. 51,617.58 Lakhs as at March 31, 2024, total revenues of Rs. 14,799.26 Lakhs, total Net Profit after tax of Rs. 1737.53 Lakhs, total comprehensive income Rs. 1739.80 Lakhs for the year ended on that date and net cash outflow of Rs. 36.59 Lakhs for the year ended March 31, 2024 as considered in the Consolidated Financial Statements which have been audited by their respective independent auditors.

b) 2 Joint Ventures whose financial statements reflect Group's share of net profit (including other comprehensive income) of Rs. 3505.51 Lakhs for the year ended March 31, 2024, as considered in the Consolidated Financial Statements which have been audited by their respective independent auditors.

The independent auditors report on the financial statement of the entities referred above have been furnished to us by the Management of Holding Company and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the Subsidiaries and Joint Venture, is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph above. Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.



RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept, so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Profit and Loss statement (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary and joint venture Company incorporated in India, none of the directors of the Group and its joint venture Company incorporated in India is disqualified as on March 31, 2024 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 over financial reporting and the operating effectiveness of such controls, refer to our Report in **"Annexure A"**, which is based on the auditors' reports of the Group and joint venture Company incorporated in India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on consideration of the report of the other auditors on separate financial statements:

i. The Consolidated Financial Statements disclose the impact of pending litigations on its Consolidated Financial Position of the Group and its joint ventures – Refer Note 42 to the Consolidated Financial Statements.

ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. Unpaid dividend to the extent of Rs. 8.62 lakhs as at March 31, 2024 is yet to be transferred to the Investor Education and Protection Fund by Holding Company.



RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

iv. (a) The respective Management of the Holding Company and its subsidiary Company incorporated in India whose financial statements have been audited under the Act has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Management of the Holding Company and its subsidiary company, incorporated in India whose financial statements have been audited under the Act has represented to us that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and

(c) Based on the audit procedures performed by us as considered reasonable and appropriate in the circumstances, nothing has come to our notice that cause us to believe that the representation given by the Management under paragraph (3) (g) (iv) (a) and (b) above contain any material misstatement.

v. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of Dividend proposed is in accordance with Section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks carried out on software's application level and based on the other auditor's reports of its subsidiary companies and joint venture companies which are Companies incorporated in India whose financial statements have been audited under the Act, the Company, its subsidiaries and Joint Venture Companies has used an accounting software for maintaining its respective books of account which has a feature of recording audit trail (edit log) facility at application level and the same has operated throughout the year for all relevant transactions recorded in the accounting software/s. Further, during the course of our audit, we and the respective other auditors, whose reports have been furnished to us by the Management of the Holding Company, have not come across any instances of the audit trail feature being tampered with.

As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1st April, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024



RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

2. With respect to the matters specified in paragraphs 3(xxi) of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report and according to the information and explanations given to us, and based on the CARO report issued by Auditors of the Subsidiary Company, included in the consolidated financial statements to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks given in the CARO report of the Subsidiary Company.

For **Rajendra & Co.**
Chartered Accountants
Firm Registration No 108355W

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**Akshay Shah**
Partner
Membership No. 103316
UDIN: 24103316BKBMXB4326
Place: Mumbai
Date: 28th May 2024

**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MARATHON NEXTGEN REALTY LIMITED**

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

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

**Opinion**

In conjunction with our audit of the Consolidated Financial Statements of the Holding Company as of and for the year ended 31st March, 2023, we have audited the internal financial controls with reference to consolidated financial statements of **MARATHON NEXTGEN REALTY LIMITED** (hereinafter referred to as "the Holding Company"), its Subsidiary (together "the Group") and its joint venture Company incorporated in India, as of that date.

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in the Other Matters paragraph, the Group and its joint venture Company incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to Consolidated financial statements were operating effectively as at 31st March,2023, based on the internal control with reference to Consolidated financial statements criteria established by the Holding 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 Responsibility for Internal Financial Controls**

The respective Board of Directors of the Group and its joint venture Company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by Holding Company, considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Group and its joint venture Company incorporated in India, internal financial controls with reference to Consolidated 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 consolidated financial statements was 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 system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to



RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

consolidated 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 Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group and its joint venture Company incorporated in India, internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls with reference to consolidated financial statements**

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls with reference to Consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other Matters**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to three subsidiary and one joint venture Company incorporated in India, is based on the corresponding reports of the auditors of such Company incorporated in India. Our Opinion is not modified in respect of the above matters.

For **Rajendra & Co.**
Chartered Accountants
Firm Registration No 108355W

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**Akshay Shah**
Partner
Membership No. 103316
UDIN: 24103316BKBMXB4326
Place: Mumbai
Date: 28th May 2024

Marathon Nextgen Realty Limited

## Consolidated Balance Sheet as at 31 March 2024

(₹. in Lakhs)

| Particulars | Note No. | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|---|
| **ASSETS** | | | |
| **1 Non-current assets** | | | |
| (a) Property, Plant and Equipment | 3 | 976.52 | 830.45 |
| (b) Investment Property | 4 | 14,843.70 | 14,948.47 |
| (c) Goodwill on consolidation | 5 | 12,799.61 | 12,922.52 |
| (d) Investment in Joint Ventures | 6A | 7,284.81 | 3,779.29 |
| (e) Financial Assets | | | |
| (i) Investments | 6B | 776.55 | 693.58 |
| (ii) Loans | 7 | 71,258.60 | 77,900.01 |
| (iii) Other Financial Assets | 8 | 2,967.19 | 838.06 |
| (f) Deferred Tax Assets (Net) | 9A | 295.48 | 6.68 |
| (g) Current Tax Assets (Net) | 10 | 33.61 | 581.46 |
| (h) Other Non-current Assets | 11 | 230.97 | 347.06 |
| **Total Non - Current Assets** | | **1,11,487.03** | **1,12,439.38** |
| **2 Current assets** | | | |
| (a) Inventories | 12 | 62,039.69 | 51,786.30 |
| (b) Financial Assets | | | |
| (i) Investment | 13 | - | 413.55 |
| (ii) Trade Receivables | 14 | 9,437.39 | 4,333.10 |
| (iii) Cash and Cash Equivalents | 15 | 1,035.08 | 3,097.58 |
| (iv) Bank balances other than (iii) above | 16 | 8,275.93 | 7,280.80 |
| (v) Loans | 17 | 26,202.76 | 37,064.36 |
| (vi) Other Financial Assets | 18 | 124.87 | 3,766.33 |
| (c) Other Current Assets | 19 | 3,259.69 | 5,139.48 |
| **Total Current Assets** | | **1,12,375.41** | **1,02,881.50** |
| **Total Assets (1+2)** | | **2,23,862.44** | **2,15,320.88** |
| **EQUITY AND LIABILITIES** | | | |
| **1 EQUITY** | | | |
| (a) Equity Share Capital | 20 | 2,558.56 | 2,316.21 |
| (b) Other Equity | | | |
| (i) Equity Attributable to the owner of the company | 21 | 97,007.26 | 76,203.93 |
| (c) Non Controlling Interest | 22 | 1,167.12 | 810.74 |
| **Total Equity** | | **1,00,732.94** | **79,330.88** |
| **LIABILITIES** | | | |
| **2 Non-current liabilities** | | | |
| **(a) Financial Liabilities** | | | |
| (i) Borrowings | 23 | 58,262.92 | 77,915.97 |
| (ii) Other Financial Liabilities | 24 | 457.33 | 391.35 |
| (b) Provisions | 25 | 8,668.47 | 7,375.16 |
| (c) Other Non Current Liabilities | 26 | 41.92 | 27.95 |
| (d) Deferred Tax Liabilities (Net) | 9B | 47.63 | 64.69 |
| **Total Non - Current Liabilities** | | **67,488.47** | **85,775.12** |
| **3 Current liabilities** | | | |
| **(a) Financial Liabilities** | | | |
| (i) Borrowings | 27 | 17,829.93 | 8,967.94 |
| (ii) Trade Payables | | | |
| Total outstanding dues of micro and small enterprises | 28a | 1,399.00 | 1,622.11 |
| Total outstanding dues of other than micro and small enterprises | 28b | 3,563.90 | 4,287.71 |
| (iii) Other Financial Liabilities | 29 | 1,536.13 | 4,994.09 |
| (b) Provisions | 30 | 3,857.18 | 2,559.04 |
| (c) Current Tax liabilities (net) | 10A | 1,221.85 | 1,377.90 |
| (d) Other Current Liabilities | 31 | 26,233.06 | 26,406.09 |
| **Total Current Liabilities** | | **55,641.03** | **50,214.88** |
| **Total Equity and Liabilities (1+2+3)** | | **2,23,862.44** | **2,15,320.88** |
| See accompanying notes forming part of the financial statements | | | |

In terms of our report attached

For Rajendra & Co.
Chartered Accountants
ICAI Firm Registration No. 108355W

For and on behalf of the Board of Directors

Akshay Shah
Partner
Membership No. 103316
Place: Mumbai
Date: May 28,2024

Chetan R. Shah
Chairman and Managing Director
DIN: 00135296
Place: Mumbai
Date: May 28,2024

Mayur R. Shah
Director
DIN: 00135504

Yogesh Patole
Company Secretary
M.No. A48777

# Marathon Nextgen Realty Limited

## Consolidated Statement of Profit and Loss for the year ended 31 March ,2024

(₹ in Lakhs except Earning Per Share)

| Particulars | Note No. | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|---|
| I Revenue from Operations | 32 | 70,461.50 | 71,653.43 |
| II Other Income | 33 | 4,122.49 | 4,240.91 |
| III TOTAL INCOME (I+II) | | 74,583.99 | 75,894.34 |
| IV Expenses | | | |
| (a) Project Development Expenses | 34 | 37,988.77 | 39,796.58 |
| (b) Changes in inventories of finished goods and construction work-in-progress | 35 | 3,939.37 | 2,918.26 |
| (c) Employee Benefits Expense | 36 | 1,574.26 | 1,429.01 |
| (d) Depreciation and Amortisation | 39 | 296.66 | 311.83 |
| (e) Finance Costs | 37 | 9,094.91 | 12,252.81 |
| (f) Other Expenses | 38 | 3,674.63 | 3,575.96 |
| TOTAL EXPENSES | | 56,568.60 | 60,284.45 |
| V PROFIT BEFORE TAX (III-IV) | | 18,015.39 | 15,609.89 |
| VI Tax Expense: | | | |
| (a) Current Tax | 40 | 4,975.00 | 3,873.00 |
| (b) Deferred Tax | 40 | (336.87) | 460.88 |
| (c) Excess provision of Tax related to earlier periods | 40 | 4.85 | (5.28) |
| TOTAL TAX EXPENSES | | 4,642.98 | 4,328.60 |
| VII PROFIT FOR THE YEAR(V-VI) | | 13,372.41 | 11,281.29 |
| VIII Share of Profit / (Loss) in Joint Ventures | | 3,505.51 | 1,087.61 |
| IX Profit for the year (VII+VIII) | | 16,877.92 | 12,368.90 |
| X OTHER COMPREHENSIVE INCOME (OCI) | | | |
| Items that will not be reclassified subsequently to Profit or Loss | | | |
| (i) Remeasurement of Defined Benefit Obligation | | 0.79 | (24.58) |
| (ii) Income Tax effect on above remeasurement | 9 | (0.20) | 5.41 |
| TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) [NET OF TAX] | | 0.59 | (19.17) |
| XI TOTAL COMPREHENSIVE INCOME FOR THE YEAR | | 16,878.51 | 12,349.73 |
| Profit for the year attributable to: | | | |
| (i) Owners of the Company | | 16,647.35 | 12,098.71 |
| (ii) Non-controlling interest | | 230.57 | 270.19 |
| Other Comprehensive Income for the year attributable to: | | 16,877.92 | 12,368.90 |
| (i) Owners of the Company | | 0.63 | (18.56) |
| (ii) Non-controlling interest | | (0.04) | (0.61) |
| Total Comprehensive Income for the year attributable to: | | 0.59 | (19.17) |
| (i) Owners of the Company | | 16,647.98 | 12,080.15 |
| (ii) Non-controlling interest | | 230.53 | 269.58 |
| Total Comprehensive Income for the year | | 16,878.51 | 12,349.73 |
| XII EARNING PER EQUITY SHARE (FACE VALUE OF ₹ 5) IN ₹ | | | |
| (1) Basic | 41(e) | 34.43 | 26.12 |
| (2) Diluted | 41(f) | 32.50 | 25.21 |
| See accompanying notes forming part of the financial statements | | | |

In terms of our report attached

For Rajendra & Co.
Chartered Accountants
ICAI Firm Registration No. 108355W

For and on behalf of the Board of Directors

Akshay Shah
Partner
Membership No. 103316

Chetan R. Shah
Chairman and Managing Director
DIN: 00135296

Mayur R. Shah
Director
DIN: 00135504

Yogesh Patole
Company Secretary
M.No. A48777

Place: Mumbai
Date: May 28,2024

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 28,2024

Marathon Nextgen Realty Ltd. MUMBAI

**Marathon Nextgen Realty Limited**

**(Currency in INR Lakhs)**

## Consolidated Cash Flow Statement for the year ended 31 March 2024

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| **A CASH FLOW FROM OPERATING ACTIVITIES** | | |
| **Net Profit before tax:** | 18,015.39 | 15,609.89 |
| Adjustment for: | | |
| Depreciation/Amortisation | 281.36 | 317.35 |
| Finance Cost | 9,094.91 | 12,252.81 |
| Interest Income | (3,770.85) | (3,528.52) |
| Profit on sale of Properties, Plants and Equipment's | 0.72 | 0.13 |
| Fair value of investment through Profit and Loss Account | (82.58) | (13.79) |
| Share of Profit / (loss) of Joint Ventures | - | 628.84 |
| Employee Stock Option Compensation | - | 47.63 |
| Gain on Redemption of mutual fund | (1.47) | - |
| **Operating profit before Working Capital changes** | **23,537.48** | **25,314.34** |
| Adjustments for changes in Working capital | | |
| (Increase)/Decrease in Inventories | (10,253.39) | 2,918.26 |
| (Increase)/Decrease in Trade Receivables | (5,104.29) | (543.04) |
| (Increase)/Decrease in Other Financial Assets - Non current and current | 1,504.34 | (1,734.01) |
| Increase/(Decrease) in Other Non current and current Assets | (24.12) | 405.99 |
| Increase/(Decrease) in Trade Payables and other Payable | (946.92) | 1,371.84 |
| (Increase)/Decrease in Other Financial Liabilities - Non current and current | (3,361.78) | 3,184.08 |
| Increase/(Decrease) in Other Non current and current Liabilities | (159.06) | (1,113.28) |
| Increase/(Decrease) in Provisions - Non current and current | 2,571.45 | 4,755.05 |
| Increase/(Decrease) in other Bank Balances | (996.51) | (212.96) |
| **Cash generated from/ (used in) operations** | **6,767.20** | **34,346.27** |
| Income taxes (paid) (Net) | (4,557.06) | (2,888.69) |
| **Net Cash from / (used in) operating activities** | **2,210.14** | **31,457.58** |
| **B CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Proceeds from sale of property, plant & equipment | (146.10) | (30.98) |
| Redemption of Non-current investments | 415.02 | 22,800.00 |
| Interest & Dividend received on Investments | 3,770.85 | 3,528.52 |
| Loan and advances given (Net) | 7,503.01 | (23,623.73) |
| Addition on acquisition of subsidiary | (454.37) | - |
| Increase in share of Non controlling Interest | 125.85 | - |
| **Net Cash from/(used in) investing activities** | **11,214.25** | **2,673.81** |
| **C CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Proceed from Long term and short term borrowings | 26,164.38 | 13,263.68 |
| (Repayment) of Long term and short term borrowings | (37,647.04) | (35,924.77) |
| Finance cost paid | (8,403.30) | (11,406.28) |
| Proceeds from issue of Share warrant | 4,860.00 | 1,620.00 |
| Proceed on issue of Shares under options | 7.41 | 64.82 |
| Dividend Paid | (468.33) | (230.98) |
| **Net Cash from/(used in) financing activities** | **(15,486.89)** | **(32,613.54)** |
| **Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)** | **(2,062.49)** | **1,517.85** |
| Cash and Cash Equivalents (Opening balance) | 3,097.58 | 1,579.73 |
| Cash and Cash Equivalents (Closing balance) | 1,035.08 | 3,097.58 |
| **NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS** | **(2,062.50)** | **1,517.85** |

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**Marathon Nextgen Realty Limited**

(Currency in INR Lakhs)

**DISCLOSURE AS REQUIRED BY IND AS 7**

Note A:- Reconciliation of cash and cash equivalents with the balance sheet

| Particular | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| Cash and cash equivalents | 5.90 | 6.47 |
| **Balances with banks** | | |
| - In current accounts | 1,029.18 | 3,091.11 |
| - Margin money with Bank and NBFC - original maturity of 3 months or less | - | - |
| Total | 1,035.08 | 3,097.58 |

**Reconciliation of liabilities arising from financing activities**

| | Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|---|
| 1. | Long term Borrowings | | |
| | **Opening Balance** | 1,01,091.83 | 68,712.39 |
| | Cashflow (outflow)/inflow | (14,629.88) | 32,193.00 |
| | Fair Value Changes | (421.96) | (186.44) |
| | **Closing Balance** | 86,883.91 | 1,01,091.83 |
| 2. | Lease Liabilities | | |
| | **Opening Balance** | 562.46 | 501.90 |
| | Cash flow (outflow)/inflow | (283.46) | 38.18 |
| | Fair Value Changes | 26.90 | 22.38 |
| | **Closing Balance** | 305.90 | 562.46 |

**Note B:-** The amount of undrawn Borrowing Facility & Bank overdraft is ₹. 4,750.00/- Lakhs that will be available for future operating activities and to settle the capital commitments.

**Note C:-** Previous year's figures have been regrouped /reclassified wherever necessary to corresponds with the current year's classification / disclosures.

**Note D:-** The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS) 7 - "Statement of Cash Flows"

For Rajendra & Co.
Chartered Accountants
ICAI Firm Registration No. 108355W

**For and on behalf of the Board of Directors**

**Akshay Shah**
Partner
Membership No. 103316

**Chetan R. Shah**
Chairman and Managing Director
DIN: 00135296

**Mayur R. Shah**
Director
DIN: 00135504

**Yogesh Patole**
Company Secretary
M.No. A48777

Place: Mumbai
Date: May 28,2024

Place :Mumbai
Date : May 28,2024

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

Marathon Nextgen Realty Limited

## Consolidated Statement of Changes in Equity for the year ended 31 March 2024

a) Equity Share Capital

(₹ in Lakhs)

| Particulars | No. of shares | Amount |
|---|---|---|
| Balance As at March 31, 2022 | 4,60,00,000 | 2,300.00 |
| Change for the year | 3,24,088.00 | 16.20 |
| Balance As at March 31, 2023 | 4,63,24,088 | 2,316.20 |
| Change for the year | 48,47,209 | 242.36 |
| Balance As at March 31, 2024 | 5,11,71,297 | 2,558.56 |

b) Other Equity

For FY 2023-24

(₹ in Lakhs)

| Particulars | Capital Reserve | Capital Redemption Reserve | Securities Premium | Share Option Outstanding Account | General Reserve | Retained Earnings | Other Comprehensive Income | Money Received against share warrant | Total other Equity |
|---|---|---|---|---|---|---|---|---|---|
| i Balance as at April 1, 2023 | (1,301.19) | 543.73 | 244.07 | 74.14 | 20,155.70 | 54,866.95 | 8.53 | 1,620.00 | 76,203.93 |
| ii Amount recorded on grant of ESOP during the year | - | - | 5.07 | | | | | | 5.07 |
| iii Transferred to Securities Premium on exercise of stock option | - | - | 33.98 | | | | | | 33.98 |
| iv Recorded on issue shares on conversion of warrants | - | - | 6,240.00 | - | - | | - | 4,860.00 | 11,100.00 |
| v Recorded on issue of shares on conversion of warrants | | | | | | | | (6,480.00) | (6,480.00) |
| vi Profit for the Year | - | - | - | - | - | 16,647.35 | 0.63 | | 16,647.98 |
| vii Dividend paid | - | - | - | - | - | (469.71) | - | | (469.71) |
| viii Remeasurement of defined benefit plan (net off deferred tax) | - | - | - | (33.99) | - | - | - | | (33.99) |
| Balance as at March 31, 2024 | (1,301.19) | 543.73 | 6,523.12 | 40.15 | 20,155.70 | 71,044.59 | 9.16 | - | 97,015.26 |

For FY 2022-23

(₹ in Lakhs)

| Particulars | Capital Reserve | Capital Redemption Reserve | Securities Premium | Share Option Outstanding Account | General Reserve | Debenture Redemption Reserve | Retained Earnings | Other Comprehensive Income | Money Received against share warrant | Total other Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| i Balance as at April 1, 2022 | (1,301.19) | 543.73 | - | 221.96 | 19,478.70 | 677.00 | 42,999.20 | 19.12 | - | 62,638.52 |
| ii Amortised amount of share based payments to employees | - | - | - | 47.64 | - | - | - | - | - | 47.64 |
| iii Amount received on issue of Share warrant [Refer Note 61] | - | - | - | - | - | - | - | - | 1,620.00 | 1,620.00 |
| iv Amount recorded on grant of ESOP during the year | - | - | 48.61 | - | - | - | - | - | - | 48.61 |
| v Transferred to Securities Premium on exercise of stock option | - | - | 195.46 | (195.46) | - | - | - | - | - | - |
| vi Profit for the Year | - | - | - | - | - | - | 12,098.74 | - | - | 12,098.74 |
| vii Dividend paid | - | - | - | - | - | - | (230.99) | - | - | (230.99) |
| viii Transferred to General Reserve | - | - | - | - | 677.00 | (677.00) | - | - | - | - |
| ix Remeasurement of defined benefit plan (net off deferred tax) | - | - | - | - | - | - | - | (10.59) | - | (10.59) |
| Balance as at March 31, 2023 | (1,301.19) | 543.73 | 244.07 | 74.14 | 20,155.70 | - | 54,866.95 | 8.53 | 1,620.00 | 76,203.93 |

The accompanying notes are an integral part of financial statements.

For Rajendra & Co.
Chartered Accountants
ICAI Firm Registration No. 108355W

Akshay Shah
Partner
Membership No. 103316

Place: Mumbai
Date: May 20,2024

For and on behalf of the Board of Directors

Chetan R. Shah
Chairman and Managing Director
DIN: 00135296

Mayur R. Shah
Director
DIN: 00135504

Yogesh Patole
Company Secretary
M.No. A40777

Place: Mumbai
Date: May 20,2024

## NOTE 1. NATURE OF OPERATIONS

**1 Corporate Information:-**

Marathon Nextgen Realty Limited ("the Company") was incorporated under the provision of the Companies Act, 1956 on 13 January 1978. The Company is a public limited Company domiciled in India and having its registered office at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013

The equity shares of the Company are listed on Bombay Stock Exchange of India Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company is registered with the Ministry of Corporate Affairs under CIN L65990MH1978PLC020080.

The Company is primarily engaged in the business of construction, development and sale of commercial and residential real estate projects. The core business activities are carried out under various business model likes own development, through joint ventures and joint development and other arrangements with third parties.

The consolidated financial statement comprises financial statements of the Company together with its subsidiaries, and Joint Venture (collectively referred to as the 'Group') for the year ended March 31, 2024. The Group is engaged primarily in the business of real estate development.

## NOTE 2. SIGNIFICANT MATERIAL ACCOUNTING POLICIES :-

**2.1 Basis of preparation of the Financial Statement and its measurement :-**

**(a) Statement of Compliance :**

These Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the relevant provisions and amendments, as applicable. The Consolidated Financial Statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

These Consolidated financial statements were authorised for issue by the Company's Board of Directors on May 28, 2024.

**(b) Basis of consolidation :**

The consolidated financial statements comprise of financial statements of the Company and its subsidiaries and joint arrangements for which the Company fulfils the criteria pursuant to Ind AS 110 and joint Venture within the scope of Ind AS 28.

**Subsidiaries:-**

Subsidiaries are entities controlled by the Company. Control exists if and only if all of the following conditions are satisfied –

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);

(b) Exposure, or rights to variable returns from its involvement with the investee; and

( c) The ability to use its power over the investee to affect the amount of the investors' returns

Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain / loss from such transactions are eliminated upon consolidation. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

<u>Details of subsidiaries considered in the CFS are as under</u>

1. Marathon Nextgen Township Private Limited (MNTPL) :- Wholly Owned Subsidiary
2. Terrapolis Assets Private Limited :- Wholly Owned Subsidiary
3. Sanvo Resorts Private Limited :- Subsidiary through MNTPL (91% holding )

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**Joint ventures:-**

A joint venture is a type of joint arrangement whereby the parties have joint control of the arrangement and have rights to the net assets of the arrangement. Joint Control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investments in joint venture are accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.
The financial statements of joint ventures are prepared for the same reporting period as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

(c) **Functional and presentation currency :**

These consolidated financial statements are presented in Indian rupees (INR), which is the Group's functional currency. All financial information have been presented in Indian rupees (INR) and all amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

(d) **Operating Cycle:-**

The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed. Accordingly, project related assets & liabilities have been classified into current & non-current based on operating cycle of the respective projects.

(e) **Use of estimates and judgements :**

The preparation of the Consolidated financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on the historical experience and other factors, including expectations of future events that may have financial impact on the Group and are believed to be prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialise.

The areas involving critical estimates and judgments are:

(i) **Evaluation of Percentage Completion:-**

Determination of revenues under the percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the financial statements for the period in which such changes are determined.

(ii) **Impairment of Non Financial Assets:**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

(iii) **Impairment of Financial Assets:**

The impairment provisions for financial assets are based on assumptions about the risk of default and expected loss rates. The Group 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.

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**(iv) Estimation of useful life of property, plant and equipments:**

Useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice. Assumptions also need to be made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

**(v) Recognition and Measurement of Defined Benefit Obligations:**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, expected return on plan assets, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post employment benefit obligations.

**(vi) Fair Value Measurement of Financial Instruments:**

When the fair values of the financial assets and liabilities recorded in the Balance Sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation technique. The inputs to these models are taken from the observable market wherever possible, but where this is not feasible, a review of judgement is required in establishing fair values. Any changes in assumptions could affect the fair value relating of financial instruments.

**(vii) Classification of Investment property:**

The Group determines whether a property is classified as investment property or as inventory:

(a) Investment property Group land and buildings that are not occupied for use by, or in the operations of, the Group, nor normally for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. These buildings are rented to tenants and are not intended to be sold in the ordinary course of business.

(b) Inventory comprises property that is held for sale in the ordinary course of business. Principally these are properties that the Group develops and intends to sell before or on completion of construction.

(viii) Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used.

(ix) Estimation on discounting of retention money payable

**(f) Measurement of fair values :**

The Group's accounting policies and disclosures require the measurement of fair values, for financial instruments:-

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. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

• Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

•Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

•Level 3 inputs are unobservable inputs for the asset or liability

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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**2.2 Property, Plant and Equipment :-**

All the items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

**Depreciation methods, estimated useful lives and residual value**

The Group depreciates its property, plant and equipment (PPE) over the useful life on straight line method in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period

Depreciation on additions / deletions is calculated pro-rata from the date of such addition / deletion, as the case maybe.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

**2.3 Investment Properties :-**

Investment property is property held to earn rental income or for capital appreciation or for both, but normally not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Based on technical evaluation and consequent advice, the Management believes a period of 60 years as representing the best estimate of the period over which investment properties are expected to be used. Accordingly, the Company depreciates investment property over a period of 60 years. Any gain or loss on disposal of investment property is recognised in the Statement of Profit and Loss.

**2.4 Inventories :-**

a. Inventories comprise of: (i) Finished Inventories representing unsold premises in completed projects (ii) Construction Work in Progress representing properties under construction / development and

b. Inventories are valued at lower of cost and net realisable value

c. Cost of construction / development is charged to the Statement of Profit and Loss in proportion to the revenue recognised during the period and the balance cost is carried over under Inventory as part of either Construction Work in Progress or Finished inventories. Cost of construction / development includes all costs directly related to the Project (including finance cost attributable to the project) and other expenditure as identified by the Management which are incurred for the purpose of executing and securing the completion of the Project (net off incidental recoveries / receipts) up to the date of receipt of Occupation Certificate of Project from the relevant authorities.

Construction Work in Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Group.

**2.5 Financial Instruments:**

**(a) Financial Assets:-**

**(i) Classification**

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

**(ii) Initial Recognition and Measurement**

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

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**(iii) Subsequent Measurement**

For purposes of subsequent measurement financial assets are classified into two broad categories:

a. Financial asset at fair value

b. Financial asset at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in profit or loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

**(iv) Equity Investments**

All equity investments other than investment in subsidiaries and joint venture are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value Through Profit & Loss (FVTPL). For all other equity instruments, the Group decides to classify the same either as at Fair Value Through Other Comprehensive Income (FVTOCI) or FVTPL. The Company makes such selection on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

(v) A financial asset mainly debt that meets the following 2 conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

• **Business Model Test** : the objective of the Group's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes)

• **Cash Flow Characteristics Test**: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following 2 conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

**Business Model Test** : the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets

**Cash Flow Characteristics Test**: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different basis.

All other financial assets are measured at fair value through profit or loss.

**(v) De-recognition:**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

•The rights to receive cash flows from the asset have expired, or

• The Company has transferred its rights to receive cash flows from the asset.

**(vii) Impairment of Financial Asset**

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

• Financial asset measured at amortised cost

• Financial asset measured at fair value through other comprehensive income

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Expected credit losses are measured through a loss allowance at an amount equal to:

• 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

• Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For financial assets other than trade receivables, as per Ind AS 109, the Group recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition.

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The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, considering historical trend, industry practices and the business environment in which the Group operates or any other appropriate basis.

The Group's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

(b) **Financial Liabilities:-**

**(i) Classification**

The Group classifies all financial liabilities as subsequently measured at amortised cost or at fair value through profit or loss.

**(ii) 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 attributable transaction costs

**(iii) Subsequent Measurement**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

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

Any difference between proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of borrowing using the effective interest rate method. Fees paid on the establishment of loan facilities are recognised as transaction cost of the loan to the extent that it is probable that some or all of the facility will be drawn down.

**(iv) Derecognition**

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

**Offsetting of Financial Instruments**

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

(c) **Equity Instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recognised at the proceeds received net off direct issue cost.

**2.6 Cash and Cash Equivalents :-**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, 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.

**2.7 Revenue Recognition :-**

(a) **Revenue from contracts with customers :-**

The Group undertakes the business of construction of residential and commercial properties. The ongoing contracts with customers are construction of residential & commercial buildings, and others.

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The Group has adopted Ind AS 115, Revenue from Contracts with Customers, with effect from 01 April 2018. The Company has applied the following accounting policy for revenue recognition:
Revenue from contract with customer is recognised, on execution of agreement when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for those goods or services excluding any amount received on behalf of third party (such as indirect taxes). An asset created by the Group's performance does not have an alternate use and as per the terms of the contract, the Group has an enforceable right to payment for performance completed till date. Hence the Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time. The Group recognises revenue at the transaction price which is determined on the basis of agreement entered into with the customer. The Group recognises revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation

(b) **Dividend Income :-**

Dividend Income is accounted when the right to receive the same is established.

(c) **Interest Income**

Interest income is accounted on accrual basis on a time proportion basis.

(d) **Rental Income :-**

Rental Income from investment property is recognised in consolidated statement of profit and loss on straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

**2.8 Current and Deferred Taxes :**

**(a) Current Tax:**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the tax laws as applicable.

**(b) Deferred Tax:**

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.
Deferred tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised

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

Deferred tax liabilities and assets measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively by the end of the reporting period.
The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities

**Current and deferred tax for the year:**

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively

**2.9 Employee Benefits :**

**(a) Short term employee benefits:**

Short term Employee Benefits are recognised as an expense on accrual basis at the undiscounted amount in the statement of profit and loss of the year in which related service is rendered.

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(b) **Post Employment Benefits**

Unfunded Post employment and other long term employee benefits are recognised as expense in the statement of profit and loss for the year in which the Employees have rendered services. The expense is recognised at the present value of the amount payable determined using actuarial valuation techniques as per actuary report obtained at the year end.

Re-measurement of Defined Benefit Plans in respect of post-employment are charged to the Other Comprehensive Income.

**2.10 Share-Based Payments**

Employees of the Group also receive remuneration in the form of share based payments in consideration of the services rendered.

Equity settled share based payments to employees are measured at fair value in accordance with Ind AS 102, share based payments. The fair value determined at the grant date of the share based payment is expensed over the vesting period, based on the Group estimate of equity instruments that will eventually vest, with a corresponding increase in equity

**2.11 Leases:**

**Operating Lease**

The Group assesses at the contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**As a lessee:-**

The Group applies a single recognition and measurement approach for all leases, except for short - term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. Subsequently, the right of use asset are measured at cost less accumulated depreciation and any accumulated impairment loss. Lease liability are measured at amortised cost using the effective interest method. The lease payment made, are apportioned between the finance charge and the reduction of lease liability, and are recognised as expense in the Statement of Profit and Loss.

Lease deposits received are a financial liabilities and are measured at amortised cost under Ind AS 109 since it satisfies Solely Payment of Principal and Interest (SPPI) condition. The difference between the present value and the nominal value of deposit is considered as deferred rent and recognised over the lease term. Unwinding of discount is treated as finance expenses and recognised in the Statement of Profit and Loss.

The Group has elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

**As a lessor:-**

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Lease deposits received are financial instruments (financial liability) and are measured at fair value on initial recognition. The difference between the fair value and the nominal value of deposits is considered as rent in advance and recognised over the lease term on a straight line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

**2.12 Borrowing Cost**

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the time all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period which they are incurred.

**2.13 Earnings Per Share :**

The Group reports basic and diluted earnings per share in accordance with Ind AS - 33 on 'Earnings per Share'. Basic earnings per share is computed by dividing the net profit or loss attributable to the owner's of the company by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss attributable to the owner's of the company by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all diluted potential equity shares except where the results are anti- dilutive.

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Notes forming part of the standalone financial statements

**2.14 Provisions, Contingent Liabilities and Contingent Assets :**

A provision is recognised when the Group has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognised though are disclosed, where an inflow of economic benefits is probable

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

**2.15 Segment Reporting**

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments are identified on the basis of nature of product/services

**2.16 Recent accounting pronouncements**

recent accounting pronouncement: Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

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Note - 3:- Property, Plant and Equipment

| Particulars | Freehold Land | Plant and Machinery | Office Equipments | Furniture, fixtures and fittings | Motor Vehicles | Computers | Total |
|---|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | | |
| At 1st April 2023 | 2.58 | 1,223.35 | 130.41 | 113.33 | 460.65 | 11.95 | 1,942.27 |
| Additions | - | 178.37 | 3.95 | 1.22 | 60.38 | 2.26 | 246.18 |
| Addition on acquisition of subsidiary | | 18.72 | 3.04 | 6.60 | 9.60 | 1.29 | 39.25 |
| Sale / Discard | - | (1.20) | - | - | (46.87) | - | (48.07) |
| **Gross Block as at 31 March 2024** | **2.58** | **1,419.24** | **137.39** | **121.15** | **483.76** | **15.50** | **2,179.63** |
| **Accumulated depreciation** | | | | | | | |
| At 1st April 2023 | - | 625.54 | 114.68 | 106.08 | 255.60 | 9.92 | 1,111.82 |
| Addition on acquisition of subsidiary | | 4.52 | 2.62 | 1.10 | 0.10 | 1.12 | 9.46 |
| Depreciation for the year | - | 88.26 | 2.90 | 1.17 | 33.34 | 0.97 | 126.63 |
| Disposal / Reclassification | - | (0.28) | - | - | (44.53) | - | (44.81) |
| **Accumulated depreciation as at 31 March 2024** | - | **718.04** | **120.20** | **108.35** | **244.51** | **12.01** | **1,203.10** |
| **Net Block as at 31 March 2024** | 2.58 | **701.20** | 17.20 | **12.80** | **239.26** | **3.49** | **976.52** |

Note - 3:- Property, Plant and Equipment

| Particulars | Freehold Land | Plant and Machinery | Office Equipments | Furniture, fixtures and fittings | Motor Vehicles | Computers | Total |
|---|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | | |
| At 1st April 2022 | 2.58 | 1,139.83 | 128.66 | 113.33 | 467.90 | 18.16 | 1,870.46 |
| Additions | - | 83.52 | 1.75 | - | 6.27 | 1.20 | 92.74 |
| Sale / Discard | - | - | - | - | (13.52) | (7.41) | (20.93) |
| **Gross Block as at 31 March 2023** | **2.58** | **1,223.35** | **130.41** | **113.33** | **460.65** | **11.95** | **1,942.27** |
| **Accumulated depreciation** | | | | | | | |
| At 1st April 2022 | - | 546.66 | 109.76 | 105.02 | 231.52 | 16.29 | 1,009.25 |
| Depreciation for the year | - | 78.88 | 4.92 | 1.06 | 37.19 | 0.95 | 123.00 |
| Disposal / Reclassification | - | - | - | - | (13.11) | (7.32) | (20.43) |
| **Accumulated depreciation as at 31 March 2023** | - | **625.54** | **114.68** | **106.08** | **255.60** | **9.92** | **1,111.82** |
| **Net Block as at 31 March 2023** | 2.58 | **597.81** | 15.73 | 7.25 | **205.05** | **2.03** | **830.45** |

Note 3.1:- The Group has no restrictions on the realisability of its Property, Plant and Equipments and the same are free from any encumbrances except as disclosed in Note 23.1.

Note 3.2:- The Free hold land comprise of unused FSI of self developed project.

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**Note 4 - Investments Properties**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Carrying amount at the beginning of the year** | 14,948.47 | 15,204.21 |
| **Investment in Commercial Units** | | |
| Gross Carrying Value at the beginning of the year | 16,152.08 | 16,152.08 |
| Add:-Addition during the year | | |
| **Gross Carrying Value at the end of the year** | **16,152.08** | **16,152.08** |
| Accumulated Depreciation at the beginning of the year | 1,203.62 | 947.87 |
| Depreciation for the year | 255.74 | 255.74 |
| **Closing Accumulated Depreciation at the end of the year** | **1,459.36** | **1,203.61** |
| **Net carrying value at the end of the period (A)** | **14,692.72** | **14,948.47** |
| **Land (Addition on acquisition of subsidiary)** | 150.98 | - |
| **Net Carrying Value at the end of the year** | **14,843.70** | **14,948.47** |

**Note 4.1:- Fair Value :-**

The Group measures investment properties using cost based model. The fair value of investment property is based on the rate published by Government in ready recknor and its measurement is categorised in level 3 fair value hierarchy.

| Particular | Valuation Method | Fair Value as on 31 March 2024 | Fair Value as on 31 March 2023 |
|---|---|---|---|
| (i) Commercial Properties :- 108,534 [PY: 108,534] sq.fts.of saleable area in Marathon Future X | Ready Recknor published by Government | 25,314.88 | 25,314.88 |
| (ii) 100 (PY: 100 No's) Car parks in Marathon Future X | | 650.00 | 650.00 |
| (iii) Land admeasuring (Addition on acquisiiton of subsidiary) | | 2,857.21 | - |
| Total | | **28,822.09** | **25,964.88** |

**Note 4.2:- Contractual Obligation:-**

The group does not have any contractual obligation to purchase, construct or develop the investment properties or its repairs, maintenance or enhancement except Society maintenance charges and property tax.

**Note 4.3:- Amounts recognised in profit and loss for investment properties**

| Particular | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Rental income derived from investment properties | 840.76 | 1,106.96 |
| Direct operating expenses ( incl. repairs maintenance) generating rental income | 171.56 | 159.57 |
| Direct operating expenses ( incl. repairs maintenance) not generating rental income | 91.11 | 128.66 |
| **Profit arising from invested properties before depreciation** | **578.09** | **818.73** |
| Depreciation for the year | (255.74) | (255.74) |
| **Profit arising from invested properties** | **322.35** | **562.99** |

**Note 4.4:- Leasing arrangement:-**

Company as a lessor:- Company has Leased out 71,930 [PY:66,620] sq.fts. of area as on March 31,20234

| Particular | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Not later than one year | 1,189.16 | 604.88 |
| Later than one year and not later than five years | 4,123.00 | 774.38 |
| later than five years | - | - |
| Lease income recognized during the year in the statement of profit and loss | 834.33 | 1,100.84 |

**Note 4.5:- Restriction on Realisability of investment property:-**

Company has no restriction on the realisability of its investment properties except as disclosed in Note No. 23.1

**Note 4.6:- Title of Immovable property:-**

Company is a Joint owner of the Land with its Holding Company on which the project Marathon Future x is being developed.

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**Note 5- Goodwill on consolidation**

**Following is the movement in the Goodwill:**

| Particular | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Balance at the beginning of the year | 12,522.52 | 12,522.52 |
| Additions on acquisition of subsidiary (Refer No. 5.1) | 277.09 | - |
| **Balance at the end of the year** | **12,799.61** | **12,522.52** |

**Note 5.1**- During the year, the Company had acquired the 90,000 equity shres of ₹. 10/- each being 90% of paid up equity capital of Nexzone Fisacal Services Private Limited at price of ₹. 1200/- each by way of preferecial allotement basis.

**Note 6A - Investment in Joint Ventures**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Investment in equity instruments at cost- Unquoted** | | |
| Equity Shares of Columbia Chrome (I) Private Limited 5,208 [PY: 5,208] Equity shares of ₹. 100/- each | - | - |
| **Investment in Limited Liability Partnership at cost- Unquoted** | | |
| Swayam Realtors & Traders LLP (including share of profit) | 7,284.81 | 3,779.29 |
| **Total** | **7,284.81** | **3,779.29** |

| | | |
|---|---|---|
| Aggregate amount of quoted investment and market value thereof | - | - |
| Aggregate amount of unquoted investment | 7,284.81 | 3,779.29 |
| Aggregate amount of impairment in value of investment | - | - |

**Note 6B - Investments (Financial)**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **A) fair value through Profit and Loss A/c - Non-Trade Investments** | | |
| **(i) Other Trade investment** | | |
| **(a) Investment in Mutual Fund - Quoted (fair value through Statement of profit or loss)** | | |
| Nil (PY: 18,45,557.286) Units of L&T Short Term Opportunities Fund - Reg - Growth | - | 413.55 |
| Less:- Transferred to current investment [Refer Note 13] | - | (413.55) |
| **(b) Investment in Government Securities at amortised cost- Unquoted** | | |
| National Savings Certificate [Refer Note 6.4] | 0.28 | 0.28 |
| **(c) 0% Redeemable Non-Cumulative Preference shares [Fully paid up] (Fair value through Profit and Loss Account) - Unquoted** | | |
| Matrix Enclaves Projects Development Private Limited [Refer Note 54] [10,000 [PY: 10,000] Preference share of Face Value of ₹. 100/- each] | 776.27 | 693.10 |
| **Total** | **776.55** | **693.38** |

**Note 6.1:-**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Aggregate amount of quoted investment and market value thereof | - | - |
| Aggregate amount of unquoted investment | 776.55 | 693.38 |
| Aggregate amount of impairment in value of investment | - | - |

**Note 6.2:- Categorywise investments :**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (a) Investment measured at Fair Value Through Profit and Loss- Quoted | - | - |
| (b) Investment measured at Fair Value Through Profit and Loss- Unquoted | 776.27 | 693.10 |
| (c) Investment measured at Fair Value Through Other Comprehensive Income | - | - |
| (d) Investment measured at cost (including amortised cost) | - | - |

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Note 6.3:- Details of all partners, Capital and profit sharing ratio (PSR) in Limited Liabilities where Group is a partner

| Name of LLP and Partner | As at 31 March 2024 | | As at 31 March 2023 | |
|---|---|---|---|---|
| | PSR | Fixed capital | PSR | Fixed capital |
| Swayam Realtors & Traders LLP | | | | |
| 1. Adani Infrastructure And Developers Private Limited | 60% | 63.61 | 60% | 63.61 |
| 2. Marathon Nextgen Realty Limited (Group is continue to be partner in byculla project vide revised parntership deed ) | 40% | 42.40 | 40% | 42.40 |

Note 6.4:- Investment in Mutual fund is fair valued at closing Net Annual Value (NAV).

Note 6.5:- National Saving Certificate is given to Bombay Port Trust Limited as security deposit.

Note 7 - Loans : Non Current

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| At amortised cost, | | |
| Considered good – Unsecured | | |
| (i) Loan to Related Parties [Refer Note 54] | 71,258.60 | 77,900.01 |
| Total Loans and Advances | 71,258.60 | 77,900.01 |
| Less : Allowance for doubtful debts | - | - |
| Total | 71,258.60 | 77,900.01 |

Note 7.1:- Loans and advances are granted to meet the business requirements of borrowers.

Note 7.2:- During the year, the intercorporate deposit principal terms of the Memorandum of Understanding (MOU) with Matrix Enclaves Project Developments Private Limited (MEPDPL) were extended for an additional two years, ending at the end of financial year 2023-24. The company will receive 6.25 lakhs square feet of saleable area in the housing project being constructed by MEPDPL at Dombivali a suburb of Mumbai. According to the company's estimation, the market worth of this land at that point won't be less than the return on its exposure to MEPDPL that it would have otherwise received.

7.3:- Disclosure for amount of outstanding to Promoters, Directors, KMP's and Related Parties

| Type of Borrower | Outstanding at the end of | | % of total Loans and advances | |
|---|---|---|---|---|
| | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2024 | As at 31 March 2023 |
| Promoters | 51,215.08 | 58,024.40 | 71.87% | 74.49% |
| Related Parties [Refer Note 54] | 20,043.52 | 19,875.61 | 28.13% | 25.51% |
| Total | 71,258.60 | 77,900.01 | 100.00% | 100.00% |

Note 8 - Other Financial Assets : Non-Current

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| At amortised cost, Unsecured considered good unless otherwise stated | | |
| (a) Security deposits given against Lease arrangement | 2,729.77 | 450.00 |
| (b) Margin Money deposits with bank having maturities of more than 12 months from the Balance Sheet date [Refer Note 8.1] | 234.40 | 377.05 |
| (c) Other Deposits | 3.01 | 3.01 |
| Total | 2,967.18 | 830.06 |

Note 8.1:- Margin monies includes fixed deposits that are lien marked with Bank and NBFC for amount borrowed by the company and Bank Guarantees issued.

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## Note 9 - Deferred Tax Assets / (Liabilities)

The Movement in the gross deferred tax assets/liabilities for the year ended 31st March, 2024 is as follows-

| Significant components of deferred tax assets and liabilities: | As at 31 March 2023 | Recognized in the statement of profit or loss | Recognized in/ reclassified from other comprehensive income | As at 31 March 2024 |
|---|---|---|---|---|
| A Deferred Tax Assets: | | | | |
| (i) Employee benefits | 88.15 | 5.60 | 0.56 | 94.31 |
| (ii) Property, plant and equipments, Investment Properties | (25.00) | (0.75) | - | (25.75) |
| (iii) Provision for Disallowance under Income Tax Act | 281.50 | 137.82 | - | 419.32 |
| (iv) Borrowings | (380.45) | 188.05 | - | (192.40) |
| (v) Fair value of Mutual Fund | (28.89) | 28.89 | - | - |
| **Total Deferred Tax Assets (9A)** | **(64.69)** | **359.61** | **0.56** | **295.48** |
| B Deferred Tax Liabilities: | | | | |
| (i) Employee benefits | (10.68) | 18.37 | 0.76 | 8.45 |
| (ii) Property, plant and equipment | 4.00 | (2.06) | - | 1.94 |
| Addition on acquisition of | 30.81 | 6.43 | | 37.24 |
| **Net Deferred Tax Liabilities (9B)** | **24.13** | **22.74** | **0.76** | **47.63** |
| | | 336.87 | (0.20) | |

The Movement in the gross deferred tax assets/liabilities for the year ended 31st March, 2023 is as follows-

| Significant components of deferred tax assets and liabilities: | As at 31 March 2022 | Recognized in the statement of profit or loss | Recognized in/ reclassified from other comprehensive income | As at 31 March 2023 |
|---|---|---|---|---|
| A Deferred Tax Assets: | | | | |
| (i) Employee benefits | 45.11 | (34.03) | (0.40) | 10.68 |
| (ii) Property, plant and equipments, Investment Properties | 16.20 | (20.20) | - | (4.00) |
| (iii) Provision for Disallowance under Income Tax Act | 697.06 | (697.06) | - | - |
| (iv) Borrowings | (322.69) | 322.69 | - | - |
| (v) Fair value of Mutual Fund | (25.40) | 25.40 | - | - |
| **Total Deferred Tax Assets (9A)** | **410.28** | **(403.20)** | **(0.40)** | **6.68** |
| B Deferred Tax Liabilities: | | | | |
| (i) Employee benefits | (30.78) | (51.56) | (5.81) | (88.15) |
| (ii) Property, plant and equipment | 43.58 | (18.58) | - | 25.00 |
| (iii) Provision for Disallowance under Income Tax Act | - | (281.50) | - | (281.50) |
| (iv) Borrowings | - | 380.45 | - | 380.45 |
| (v) Fair value of Mutual Fund | - | 28.89 | - | 28.89 |
| **Total Deferred Tax Liabilities** | **12.80** | **57.68** | **(5.81)** | **64.69** |
| | - | (460.88) | 5.41 | |

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

The Group has recognised deferred tax asset to the extent that the same will be recoverable using the estimated future taxable income based on the approved business plans and budgets of the Group.

## Note 10 - Non-current Tax Assets (Net)

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Current tax | | |
| (a) Income Tax Refund of current year | 33.61 | 40.59 |
| (b) Income Tax Refund of prior years | - | 540.87 |
| **Total** | **33.61** | **581.46** |

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Note 10.1:- Refer Note 40A For tax reconciliation estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss

**Note 10A - Current Tax Liabilities (Net)**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Income Tax | | |
| Income Tax payable for current year | 1,221.83 | 1,377.90 |
| Total | 1,221.83 | 1,377.90 |

**Note 11 - Other Non-current Assets**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (a) Prepaid expenses | 130.58 | 223.73 |
| (b) Security deposits given | 120.39 | 123.33 |
| Total | 250.97 | 347.06 |

**Note 12 - Inventories**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Inventories valued at lower of cost and net realizable value** | | |
| (a) Finished Goods including stock of Car Parks | 10,103.62 | 9,043.09 |
| (b) Construction Work in Progress | 51,936.07 | 42,743.21 |
| Total | 62,039.69 | 51,786.30 |

**Note 13 - Investment**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **(a) Investment in Mutual Fund - Quoted (fair value through Statement of profit or loss)** | | |
| Nil (PY:18,45,557.286 Units) L&T Short Term Opportunities Fund - Reg - Growth | - | 413.55 |
| Total | - | 413.55 |

**Note 14 - Trade receivables**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **At amortised cost, Unsecured considered good unless otherwise stated** | | |
| (a) Receivable from Related parties [Refer Note 54] | 9,437.39 | 92.51 |
| (b) From Others | 167.46 | 4,408.05 |
| Less: Provision for doubtful debts and credit impaired[Refer Note 52] | (167.46) | (167.46) |
| Total | 9,437.39 | 4,333.10 |

**Note 14.1:- Receivable includes amount due from :**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (A) Private Companies in which director is a director or member and Firm in which director or relatives of Director is partner | 9,437.39 | 92.51 |

**Note 14.2:- Break-up for security details:**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Trade receivables** | | |
| Unsecured, considered good | 9,437.39 | 4,333.10 |
| Trade Receivables - credit impaired | 167.46 | 167.46 |
| Less: Provision for doubtful debts [Refer Note 52] | (167.46) | (167.46) |
| **Total trade receivables** | 9,437.39 | 4,333.10 |

Trade receivables are non-interest bearing.

*The provision for the impairment of trade receivable has been made on the basis of the expected credit loss.

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Trade receivable ageing schedule for the year ended 31st March, 2023 and 31st March, 2024:

| As at 31st March 2024 | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables - considered good | 6,558.84 | 972.06 | 637.33 | 502.41 | 721.88 | 9,392.52 |
| (ii) Undisputed Trade Receivables - credit impaired | - | - | - | - | 167.46 | 167.46 |
| (iii) Disputed Trade Receivables - Considered Goods | - | - | 5.69 | 5.36 | 33.82 | 44.87 |
| Total | 6,558.84 | 972.06 | 643.02 | 507.77 | 923.16 | 9,604.85 |
| Less: allowance for credit impaired | - | - | - | - | (167.46) | (167.46) |
| Trade Receivables as at 31st March, 2024 | 6,558.84 | 972.06 | 643.02 | 507.77 | 755.70 | 9,437.39 |

| As at 31st March 2023 | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables - considered good | 2,057.08 | 603.91 | 695.36 | 591.33 | 278.42 | 4,226.10 |
| (ii) Undisputed Trade Receivables - credit impaired | - | - | - | - | 167.46 | 167.46 |
| (iii) Disputed Trade Receivables - Considered Goods | - | 76.08 | - | 8.96 | 21.96 | 107.00 |
| Total | 2,057.08 | 679.99 | 695.36 | 600.29 | 467.84 | 4,500.56 |
| Less: allowance for credit impaired | - | - | - | - | (167.46) | (167.46) |
| Trade Receivables as at 31st March, 2023 | 2,057.08 | 679.99 | 695.36 | 600.29 | 300.38 | 4,333.10 |

Note 15 - Cash and Cash Equivalents

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (a) Balances with banks | | |
| - In current accounts | 1,029.18 | 3,091.11 |
| - Margin money with Bank and NBFC - original maturity of 3 months or less | - | - |
| (b) Cash in hand | 5.90 | 6.47 |
| Total | 1,035.08 | 3,097.58 |

Note 16 - Bank balances other than (Note 15) above

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (a) Balances held as Margin Money/Security towards obtaining Bank Guarantees and borrowings | 4,879.85 | 4,715.30 |
| (b) Earmarked Accounts | | |
| - In Other Bank Account | 46.20 | 43.80 |
| - Unpaid dividend account | 23.08 | 21.70 |
| - Fractional entitlement | - | - |
| (c) Margin money with bank and NBFC original maturity of less than 12 months | 3,326.80 | 2,500.00 |
| Total | 8,275.93 | 7,280.80 |

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### Note 17 - Loans : Current

| Particulars | As at 31 March 2023 | As at 31 March 2023 |
|---|---|---|
| (a) Considered good – Secured | - | - |
| (b) Considered good – Unsecured | | |
| (a) Loans to staff | 7.14 | 5.66 |
| (b) Loans given to related parties [Refer Note 54] | 26,120.26 | 24,882.44 |
| (c) Loans given to other than related parties | 75.36 | 2,176.26 |
| (d) Loans and Advances which have significant increase in credit risk | - | - |
| (e) Loan and advances – credit impaired | - | - |
| **Total Loans and Advances** | 26,202.76 | 27,064.36 |
| (c) Others | - | - |
| Total | 26,202.76 | 27,064.36 |

**17.1:- Disclosure for amount of outstanding to Promoters, Directors, KMP's and Related Parties**

| Type of Borrower | Outstanding at the end of | | % of total Loans and advances | |
|---|---|---|---|---|
| | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2024 | As at 31 March 2023 |
| Promoters | 20,154.08 | 19,514.77 | 76.92% | 72.11% |
| Related Parties | 5,966.18 | 5,367.67 | 22.77% | 19.83% |
| Total | 26,120.26 | 24,882.44 | 99.69% | 91.94% |

### Note 18 - Others Financial Assets : Current

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Financial assets at amortised cost - (Unsecured, considered good)** | | |
| (a) Interest accrued | 9.83 | 3,560.61 |
| (b) Other receivable | | |
| - From others | 220.56 | 311.24 |
| Less: Provision for doubtful debts [Refer Note 51] | (105.52) | (105.52) |
| Total | 124.87 | 3,766.33 |

### Note 19 - Other Current Assets

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (a) Advance to suppliers | 3,095.70 | 2,540.37 |
| (b) Advance to staff | - | 0.18 |
| (c) Prepaid expenses | 169.09 | 118.02 |
| (d) Balance with Government Authorities [Refer Note 19.1] | 1,994.90 | 2,480.91 |
| Total | 5,259.69 | 5,139.48 |

**Note 19.1:-** Balances with Government Authorities includes MVAT appeal fees paid under protest [Refer Note 42.2 and 42.3]

### Note 20 - Equity Share Capital

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Authorised Share Capital** | | |
| 10,05,00,000 Equity shares of ₹5/- each [as at 31 March 2023: 10,05,00,000 equity shares of ₹5/- each] | 5,025.00 | 5,025.00 |
| 25,000 6% Redeemable Cumulative Preference shares of ₹100/- each [as at 31 March 2023: 25,000, Preference shares of ₹100/- each] | 25.00 | 25.00 |
| 1,00,000 0% Cumulative Preference Shares of ₹. 100/- each [as at 31 March 2023: 1,00,000, Preference shares of ₹100/- each] | 100.00 | 100.00 |
| Total | 5,150.00 | 5,150.00 |
| **Issued, Subscribed and Paid-up** | | |
| 5,11,71,297 Equity shares of ₹5/- each [as at 31 March 2023: 4,63,24,088 equity shares of ₹5/- each] | 2,558.56 | 2,316.21 |
| Total | 2,558.56 | 2,316.21 |

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Note 20A:- Terms, rights & restrictions attached to
1 .Equity Shares:-

The Company has only one class of equity shares having a face value of ₹ 5/- per share. Accordingly, all equity shares rank equally with regards to dividends & share in the holding company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive the remaining assets of the holding company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

2. Preference Shares:-

The Company has two classes of preference shares having face value of ₹ 100/- each. The preference shares rank ahead of equity shares in the event of liquidation.

Note 20B:- Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

| Particulars | As at 31 March 2024 | | As at 31 March 2023 | |
|---|---|---|---|---|
| | Number of shares | Amount (In Lakhs) | Number of shares | Amount (In Lakhs) |
| Shares at the beginning of the year | 4,63,24,088 | 2,316.21 | 4,60,00,000 | 2,300.00 |
| Movement during the year | | | | |
| Issued under ESOP [Refer Note 46] | 47,209 | 2.35 | 3,24,088 | 16.21 |
| Issued on Conversion of Warrants [Refer Note 61] | 48,00,000 | 240.00 | | |
| Outstanding at the end of the year | 5,11,71,297 | 2,558.56 | 4,63,24,088 | 2,316.21 |

Note 20C:- Shares held by Holding Company, its Subsidiaries and Associates

| Particular | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| By Holding company | | |
| 3,44,82,646 equity shares of ₹ 5/- each [March 31,2023: 3,44,82,646 equity shares of ₹ 5/- each] are held by Marathon Realty Private Limited | 1,724.13 | 1,724.13 |

Note 20D:- Details of Shareholders holding more than 5% share in the company:-

| Particulars | As at 31st Mar 2024 | | As at 31st Mar 2023 | |
|---|---|---|---|---|
| | % holding | No. of Shares | % holding | No. of Shares |
| Marathon Realty Private Limited * | 67.39% | 3,44,82,646 | 74.44% | 3,44,82,646 |

*% of holding reduced on account of issue of shares under ESOP 2020 and conversion of warrant into equity.

As per the 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 ownership of shares.

Shares held by promoters as at 31st March 2024

| Shares held by promoters | No. of Shares | % of total shares | % Change during the year | Reason of change |
|---|---|---|---|---|
| Marathon Realty Private Limited | 3,44,82,646 | 67.39% | -7.05% | % of holding changed on account of issue of shares under ESOP 2020 and on conversion of Warrant |
| Chetan Ramniklal Shah | 5,00,300 | 0.98% | 0.98% | |
| Shailaja Chetan Shah | 5,00,300 | 0.98% | 0.98% | |
| Sonal Mayur Shah | 5,18,410 | 1.01% | 1.01% | |
| Mayur Ramniklal Shah | 5,00,300 | 0.98% | 0.98% | |
| Kaivalya C Shah | 2,50,000 | 0.49% | 0.49% | |
| Gargi C Shah | 2,50,000 | 0.49% | 0.49% | |
| Parmeet M Shah | 2,50,000 | 0.49% | 0.49% | |
| Samyag M Shah | 2,50,000 | 0.49% | 0.49% | |
| Rita Dhanraj Shah | 2,00,000 | 0.39% | 0.39% | |
| Ansuya R shah | 600 | 0.00% | 0.00% | |
| Total | 3,77,02,556 | 73.68% | -0.76% | - |

* Deceased on 2nd February 2022

Shares held by promoters as at 31st March 2023

| Shares held by promoters | No. of Shares | % of total shares | % Change during the year | % Change during the year |
|---|---|---|---|---|
| Marathon Realty Private Limited | 3,44,82,646 | 74.44% | - | % of holding reduced on account of issue of shares under ESOP 2020 |
| Chetan Ramniklal Shah | 300 | 0.00% | - | |
| Shailaja Chetan Shah | 300 | 0.00% | - | |
| Sonal Mayur Shah | 300 | 0.00% | - | |
| Mayur Ramniklal Shah | 300 | 0.00% | - | |
| Ansuya R shah | 600 | 0.00% | | |
| Total | 3,44,84,446 | 74.44% | | |

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**Note 20E:- Equity shares movement during the 5 years preceding March 31, 2024.**
(a) The Company has not issued any shares without payment being received in cash

**Note 20F:- Equity Shares Reserved for Issue Under Options**
Refer Note no. 46 for details relating to shares reserves under option.

**Note 21 - Other Equity**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **(a) Capital Reserve** | | |
| Opening balance | (1,301.19) | (1,301.19) |
| Add:- Addition / (deletion) | - | - |
| **Closing balance** | **(1,301.19)** | **(1,301.19)** |
| **(b) Capital Redemption Reserve** | | |
| Opening balance | 543.73 | 543.73 |
| Add:- Transferred from retained earning | - | - |
| **Closing balance** | **543.73** | **543.73** |
| **(c) Security Premium** | | |
| Opening balance | 244.07 | - |
| Add:- Amount recorded on grant of ESOP during the year [Refer Note 45] | 5.07 | 48.61 |
| Add:- Transferred to Securities Premium on exercise of stock option [Refer Note 45] | 33.98 | 195.46 |
| Add:- Amount recorded on conversion of Equity Warrant [Refer Note 57] | 6,240.00 | |
| **Closing balance** | **6,523.12** | **244.07** |
| **(d) Debenture Redemption Reserve** | | |
| Opening balance | - | 677.00 |
| Less:- Transferred to General Reserve | - | (677.00) |
| **Closing balance** | - | - |
| **(e) Share Option Outstanding Account** | | |
| Opening balance | 74.14 | 221.96 |
| Add:- Amortised amount of share based payments to employees [Refer Note 46] | - | 47.64 |
| Less:- Utilised | (33.99) | (195.46) |
| **Closing balance** | **40.15** | **74.14** |
| **(f) General Reserves** | | |
| Opening balance | 20,155.70 | 19,478.70 |
| Add:- Transferred from Debenture redemption reserve | - | 677.00 |
| **Closing balance** | **20,155.70** | **20,155.70** |
| **(g) Retained Earnings** | | |
| Opening balance | 54,866.95 | 42,999.20 |
| Add:- Profit for the year | 16,647.35 | 12,098.74 |
| Less:- Transferred to Debenture Redemption Reserve | - | - |
| Less:- Dividend paid [Refer Note 60] | (469.71) | (230.99) |
| **Closing balance** | **71,044.59** | **54,866.95** |
| **(h) Other Comprehensive Income** | | |
| Opening balance | 0.53 | 19.12 |
| Additions / (Deletions) during the year | 0.63 | (18.59) |
| **Closing balance** | **1.16** | **0.53** |
| **(i) Money Received against share warrant** | | |
| Opening balance | 1,620.00 | - |
| Add:- Money received [Refer Note 54 & 61] | 4,860.00 | 1,620.00 |
| Less:- Issue of Equity Shares on Conversion of warrant [Refer Note ] | (6,480.00) | |
| **Closing balance** | - | 1,620.00 |
| **Total (a+b+c+d+e+f+g+h+i)** | 97,007.26 | 76,203.93 |

**Note 21.1:- Nature and purpose of reserves:-**

**(a) Capital Reserve:-**

As per provisions of Ind AS 103 'Business Combination', Capital reserve has been created which constitutes the difference between the fair market value and book value of the assets and liabilities arising out of the slum sale agreement that the company entered into with its Holding Company Marathon Realty Private Limited during the financial year 2017-18.

**(b) Capital redemption reserve:-**

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

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**(c) Debenture Redemption Reserve:-**

The Company has created debenture redemption reserve pursuant to Section 71(4) of the Companies Act,2013.

**(d) Share Option Outstanding Account**

Share option outstanding account is credited when the employee share based payments expenses are recognised on granting of the share options and in turn transferred to securities premium / equity share capital on exercise of the share options.

**(e) General reserve:-**

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

**(f) Retained Earnings :-**

Retained earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

**(g) Other Comprehensive Income (OCI):-**

The Company has elected to recognize changes in the fair value of certain investments in equity shares in other comprehensive income. These changes are accumulated within the FVTOCI equity investment reserve within equity. Also Re-measurement of Defined Benefit Plan in respect of post employment are charged to Other Comprehensive Income.

**Note 22 - Non Controlling Interest**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **(a) In respect of 9% holding in Sanvo Resorts Private Limited** | | |
| Share in Equity Capital | 1.09 | 0.09 |
| Share in opening Profit/ Reserves | 810.65 | 541.07 |
| Share in total comprehensive income for the year | 230.53 | 269.58 |
| (b) Addition on acquistion of subsidiary (10% of Neuzone Fiscal Services Private Limited) | 124.85 | - |
| Total | 1,167.12 | 810.74 |

**Note 23 - Borrowings : Non-Current**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Secured Borrowings - other than from Related Parties** | | |
| **(a) Redeemable Non Convertible Debentures (NCDs)** | | |
| **Quoted** | | |
| 450 [PY: 450] 17.5% NCDs of ₹.10,00,000/- each partly called up | - | 26,129.86 |
| **Un-Quoted** | | |
| 928 [PY: 825] 15% NCDs of ₹.10,00,000/- each fully called up | 7,137.73 | 7,993.05 |
| 700 [PY: 700]16.5% NCDs of Series A of ₹.10,00,000/- each fully paid | 6,300.00 | 6,748.00 |
| 300 [PY: 300]14% NCDs of Series B of ₹.10,00,000/- each fully paid | - | 2,865.00 |
| (b) Term Loan | | |
| From Financial Institution | 55,771.54 | 35,218.93 |
| (c) Deferred Payment Liabilities | 173.73 | 119.90 |
| | 69,383.00 | 79,074.74 |
| Less:- Amount disclosed under other current financial liabilities [Refer Note 27] | 11,120.08 | 1,158.77 |
| Total | 58,262.92 | 77,915.97 |

**Note 23.1:- Terms of Repayment, Security and guarantees:-**

| Name of Lender | Sanction Amount | *O/S as on 31 March ,2024 | *O/S as on 31 March ,2023 | Other Details | |
|---|---|---|---|---|---|
| **(a) Rated, Listed Non Convertible Debentures- Secured** | | | | | |
| Kotak Special Situations Fund | 45,000.00 | - | 26,129.86 | Coupon Rate | 17.5% p.a. payable monthly plus 10% of upwards share as per terms of issue |
| | | | | Repayment:- | 60 Months from the date of issue |
| | | | | Security:- | Unsold inventory of Marathon Future x project along with unsold area 3rd & 4th floors of Marathon future held by Holding Company, Marathon Realty Private Limited |
| | | | | Personal Guarantee:- | Personal guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |

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| Name of Lender | Sanction Amount | *O/S as on 31 March ,2024 | *O/S as on 31 March ,2023 | Other Details | |
|---|---|---|---|---|---|
| Ask Financial Holding Private Limited | 13,000.00 | 7,137.73 | 7,993.05 | Coupon Rate | 15% p.a. payable quarterly |
| | | | | Repayment:- | 8 equal quarterly instalment commencing from 27th month |
| | | | | Security:- | Unsold area of neo Square & Neo Park Project along with future potential FSI. Additional security of Earmarked area of Marathon Future X held by holding company, Marathon Future x and Zaveri Arcade project being constructed by United Builder. |
| | | | | Corporate Guarantee | Marathon Realty Private Limited & personal guarantee of Directors of Company |
| India Realty Excellence Fund V a scheme of Realty Excellence Investment Trust | 7000.00 | 6,300.00 | 6,748.00 | Coupon Rate | Coupon rate of 16.5% compounded quarterly and payable quarterly. |
| | | | | Repayment:- | Tenure of NCDs are 54 months and will redeemed in equal quarterly basis from the end of the 36 months. |
| | | | | Security:- | Unsold inventories of the commercial project Marathon Millennium. |
| | | | | Personal and corporate Guarantee:- | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Nextgen Realty Limited. |
| Motilal Oswal Finvest Limited | 3,000.00 | - | 2,865.00 | Coupon Rate | Coupon rate of 14% compounded quarterly and payable quarterly. |
| | | | | Repayment:- | Tenure of NCDs are 54 months and will redeemed in equal quarterly basis from the end of the 36 months. |
| | | | | Security:- | Unsold inventories of the commercial project Marathon Millennium |
| | | | | Personal Guarantee:- | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Nextgen Realty Limited. |
| Total of (a) | | 13,437.73 | 43,735.91 | | |

(b) Term Loan From Financial Institution / Others

| Name of Lender | Sanction Amount | *O/S as on 31 March ,2024 | *O/S as on 31 March ,2023 | Other Details | |
|---|---|---|---|---|---|
| LIC Housing Finance Ltd [Refer Note 42.6] | 13,600.00 | 10,399.99 | 10,791.16 | Rate of Interest:- | LHPLR minus 3% (11.60% p.a.) payable monthly. |
| | | | | Repayment:- | 180 Equal Monthly installment of ₹ 160.07 Lakhs. |
| | | | | Security:- | B-901, C-901, A-2102/03, A-2603,A-2402, A-2404, A-2604, A-603 admeasuring 87,118 sq.fts. of Saleable area of Marathon Future X. |
| | | | | Personal Guarantee:- | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| LIC Housing Finance Ltd (Rental Discounting) [Refer Note 42.6] | 6,400.00 | 6,451.08 | 6,582.86 | Rate of Interest:- | LHPLR minus 4.55% (10.25% p.a.) payable monthly. |
| | | | | Repayment:- | 180 Equal Monthly installment of ₹. 69.76 Lakhs. |
| | | | | Security:- | B - 602, A-603, A- 2601,2104 admeasuring 37,114 sq.fts. of leased out area in Marathon Future X. |
| | | | | Personal Guarantee:- | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |

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| Name of Lender | Sanction Amount | *O/S as on 31 March ,2024 | *O/S as on 31 March ,2023 | Other Details | |
|---|---|---|---|---|---|
| LIC Housing Finance Ltd [Refer Note 42.6] | 2,630.00 | 1,382.48 | 2,045.59 | **Rate of Interest:-** | Interest rate is fixed of 12.70% p.a. payable on monthly. |
| | | | | **Repayment:-** | 48 Equal Monthly installment of ₹. 70.17 Lakhs after completion of 12 months moratorium period. |
| | | | | **Security:-** | B-901, C-901, A-2102/03, A-2603,A-2402, A-2404, A-2604, A-603 Marathon Future X. |
| STCI Finance Limited | 3,200.00 | 3,117.95 | - | **Rate of Interest:-** | 12.5% p.a payable monthly |
| | | | | **Repayment:-** | Eight equal quarterly instalment post moratorium. |
| | | | | **Security:-** | Unit no. A-303 & A-304 of Marathon Future x held by holding Company, Marathon Realty Private Limited. |
| | | | | **Corporate & personal Guarantee** | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| Piramal Enterprises Limited | 9,000.00 | 6,438.50 | - | **Rate of Interest:-** | 12.5% p.a payable monthly |
| | | | | **Repayment:-** | Eight equal quarterly instalment post moratorium. |
| | | | | **Security:-** | Unit no. A-303 & A-304 of Marathon Future x held by holding Company, Marathon Realty Private Limited. |
| | | | | **Corporate & personal Guarantee** | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| Piramal Capital and Housing Finance Limited | 24,500.00 | 13,997.24 | 15,799.32 | **Rate of Interest:-** | Interest rate is floating of 12.35% p.a. payable on monthly. |
| | | | | **Repayment:-** | 16 quarter from the date of 1st disbursement |
| | | | | **Security:-** | Project of Marathon Millennium amounting of Rs. 150 Cr |
| | | | | **Corporate & personal Guarantee** | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Realty Private Limited and Marathon Nextgen Township Private Limited. |
| Piramal Enterprises Limited | 15,000.00 | 9,996.60 | - | **Rate of Interest:-** | Floating rate of interest of 13.10% payable on monthly basis. |
| | | | | **Repayment:-** | In eighteen quartres as per terms of sanction. |
| | | | | **Security:-** | Unsold inventories of the commercial project Marathon Millennium. Additonal Security of Marathon Nexzone project (Phase 1 & 2) being developed by associates Sanvo Resorts Private Limited |
| | | | | **Corporate & personal Guarantee** | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Nextgen Realty Limited. |
| **Additon on acquisition of Subsidiary** | | | | | |
| Motilal Oswal Home Finance Limited | 5,000.00 | 85.40 | - | **Rate of Interest:-** | 14.5% p.a payable monthly |
| | | | | **Repayment:-** | repayable in 4 equal quarterly installments starting from the last day of 32nd month from the date of 1st disbursement. |
| | | | | **Security:-** | The Unsold area of project Narmada and cross coltral of unsold area of Marathon Future x. |
| | | | | **Corporate & personal Guarantee** | Personal guarantee of Directors, Chetan R shah and Mayur R Shah.and Corporate Guarantee of Marathon Realty Private Limited. |

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| Name of Lender | Sanction Amount | *O/S as on 31 March ,2024 | *O/S as on 31 March ,2023 | Other Details | |
|---|---|---|---|---|---|
| Motilal Oswal Home Finance Limited | 6,000.00 | 3,902.48 | - | **Rate of Interest:-** | 13.75% of floating inetrest payable monthly. |
| | | | | **Repayment:-** | repayable in 6 equal quarterly installments starting from the last day of 27th month from the date of 1st disbursement |
| | | | | **Security:-** | The Unsold area of project Kaveri and cross colltral of unsold area ot of project Monte Carlo being developed by ultimte holding company, Marathon Realty Private Limited. |
| | | | | **Corporate & personal Guarantee** | Personal guarantee of Directors, Chetan R shah and Mayur R Shah.and Corporate Guarantee of Marathon Realty Private Limited. |
| **Total of (b)** | | **55,771.54** | **35,218.93** | | |
| **(c) Deferred Payment Liabilities** | | | | | |
| Deferred Payment Liabilities-Vehicle Loan from Kotak Mahindra Prime Limited | 120.00 | 105.37 | 100.02 | **Rate of Interest:-** | rages between 9% to 11% p.a. |
| | | | | **Repayment:-** | As per terms of Loan sanctioned |
| | | | | **Security:-** | By way of hypothecation of Vehicle. |
| Deferred Payment Liabilities - Vehicle Loan from banks | 13.68 | 8.34 | 10.92 | **Rate of Interest:-** | Interest rate is fixed of 7.25% p.a. payable on monthly. |
| | | | | **Repayment:-** | 60 Equal Monthly installment of ₹ 0.27 Lakhs. |
| | | | | **Security:-** | By way of hypothecation of Vehicle. |
| The South Indian Bank | 10.00 | 9.24 | - | **Rate of Interest:-** | 8.95% payable monthly |
| | | | | **Repayment:-** | EMI of 60months of ₹ 20,735/- |
| | | | | **Security:-** | By way of hypothecation of Vehicle. |
| The South Indian Bank | 9.50 | 8.66 | - | **Rate of Interest:-** | 8.95% payable monthly |
| | | | | **Repayment:-** | EMI of 48 months of ₹ 23,619/- |
| | | | | **Security:-** | By way of hypothecation of Vehicle. |
| Kotak Mahindra Prime Limited | 14.72 | 3.98 | 8.96 | **Rate of Interest:-** | Interest rate is fixed of 7.20% p.a. payable on monthly from January-2022. |
| | | | | **Repayment :-** | 36 Equal Monthly instalment of ` 0.46 Lakhs. |
| | | | | **Security :-** | By way of hypothecation of Vehicle. |
| **Additon on acquisition of Subsidiary** | | | | | |
| Equipment Loan from HDFC Bank Limited | 45.00 | 40.14 | - | **Rate of Interest:-** | 9.42% payable monthly |
| | | | | **Repayment :-** | 35 equal monthly installments starting from December, 2023 |
| | | | | **Security :-** | By way of hypothecation of Equipment |
| **Total of (c)** | | **173.73** | **119.90** | | |
| (d)Amount disclosed under current financial liabilities | | (11,120.08) | (1,158.77) | | |
| **Total (a+b+c-d)** | | **58,262.92** | **77,915.97** | | |

* Includes interest payable converted in to loan on opting of moratorium

**Note 23.2:-** The Group is not declared wilful defaulter by any bank or financial institution or other lenders.

**Note 24 - Other Financial Liabilities : Non-Current**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Carried at amortised cost** | | |
| (a) Other payable (Expenses) [Refer Note 24.1] | 23.66 | 85.45 |
| (b) Lease Rent Deposits Received | 443.87 | 305.90 |
| Total | 467.53 | 391.35 |

**Note 24.1:-** Other Payable includes rent and municipal taxes payable to Bombay P[illegible] to a cotton godown situated at Sewree. Discussions are on with the Port Trust authorities to settle the matter.

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Note 25 - Provisions : Non Current

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (a) Provision for Employee Benefits [Refer Note 45] | | |
| Employees benefits (Gratuity) | 292.76 | 265.51 |
| Compensated Absences | 79.03 | 78.52 |
| (b) Provision for expenses [Refer Note 25.1] | 8,296.68 | 7,031.13 |
| Total | 8,668.47 | 7,375.16 |

Note 25.1:- Provisions pertaining to land cost included in finished inventory

Note 26 - Other Non Current Liabilities

| Particulars | As at 31st Mar 2024 | As at 31st Mar 2023 |
|---|---|---|
| (a) Deferred Rent | 41.92 | 27.95 |
| Total | 41.92 | 27.95 |

Note 27 - Borrowings : Current

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (a) Secured Borrowings - at Amortised cost: | | |
| From Bank- Cash Credit Facility | 5,237.11 | 5,109.48 |
| Current maturities of long-term debt [Refer Note 23] | 11,120.08 | 1,158.77 |
| Total Secured Borrowings (A) | 16,357.19 | 6,268.25 |
| (b) Unsecured Borrowings - at cost: | | |
| Loans from related parties [Refer Note 54] | 1,192.74 | 2,699.69 |
| Addition on acquisition of Subsidiary | | |
| 0% Redeemable Non-Convertible Preference share Capital [Refer Note 54] | 280.00 | - |
| Total Unsecured Borrowings (B) | 1,472.74 | 2,699.69 |
| Total (A+B) | 17,829.93 | 8,967.94 |

Note 27.1:- Terms of Repayment, Security and guarantees:-

| Name of Lender | Sanction Amount | O/S as on 31-Mar-2024 | O/S as on 31-Mar-2023 | Other Details | |
|---|---|---|---|---|---|
| Axis Bank Ltd | 3412.50 | 3281.37 | 3377.07 | Rate of Interest:- | Ranges 4.5% to 7.9% |
| | | | | Repayment:- | payable on demand |
| | | | | Security:- | Term deposits of ₹ 3500/- Lakhs |
| HDFC Bank Ltd | 800.00 | 575.38 | 42.11 | Rate of Interest:- | Ranges 4.4% to 4.9% |
| | | | | Repayment:- | payable on demand |
| | | | | Security:- | Term deposits of ₹ 792/- Lakhs |
| HDFC Bank Ltd | 2475.00 | 1380.36 | 1,690.30 | Rate of Interest:- | 5.16% payable monthly |
| | | | | Repayment:- | payable on demand |
| | | | | Security:- | Term deposits of ₹ 2500/- Lakhs |
| Total | | 5,237.11 | 5,109.48 | | |

Note 27.2:- The working capital loan is availed in the form of cash credit facility from the bank. The such facilities are secured on term deposits where there is no requirement to submit the quarterly statement to the bank as per the terms of sanction.

Note 28 - Trade Payables : Current

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Carried at amortised cost | | |
| (a) Total outstanding dues of micro and small enterprises [Refer Note 48] | 1,399.00 | 1,622.11 |
| (b) Total outstanding dues of creditors other than micro and small enterprises | 3,563.90 | 4,287.71 |
| Total | 4,962.90 | 5,909.82 |

Note 28.1 - Break-Up of Trade Payables

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Trade Payables to related parties [Refer Note 54] | 629.23 | 660.18 |
| Trade Payables to Others | 4,333.67 | 5,249.64 |
| Total | 4,962.90 | 5,909.82 |

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**Trade payable ageing schedule for the year ended 31st March, 2024 and 31st March, 2023 :**

| As at 31st March 2024 | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Micro enterprises and small enterprises (MSME) - | 866.27 | 292.72 | 230.92 | 9.09 | 1,399.00 |
| Others - Undisputed | 2,970.79 | 199.16 | 117.51 | 276.45 | 3,563.90 |
| | 3,837.06 | 491.88 | 348.43 | 285.54 | 4,962.90 |

| As at 31st March 2023 | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Micro enterprises and small enterprises (MSME) | 1,198.58 | 345.18 | 62.28 | 16.07 | 1,622.11 |
| Others | 3,828.15 | 181.65 | 43.59 | 234.32 | 4,287.71 |
| | 5,026.73 | 526.83 | 105.87 | 250.39 | 5,909.82 |

* Including note due trade payables.

**Note 29 - Other Financial Liabilities : Current**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Carried at amortised cost | | |
| (a) Interest accrued | 105.87 | 3,657.72 |
| (b) Unpaid dividend | 24.15 | 22.77 |
| (c) Society dues [Refer Note 29.1] | 566.42 | 683.72 |
| (d) Other Payable | 571.71 | 533.25 |
| (e) Book overdraft | 262.30 | 96.63 |
| (f) Deposits Received | 25.68 | - |
| Total | 1,556.13 | 4,994.09 |

Note 29.1> Society Dues payable are after netting off of Fixed Deposit and interest accrued thereon of ₹. 151.00 Lakhs [PY: ₹. 126.23 Lakhs]

**Note 30 - Provisions : Current**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (a) Provision for Employee Benefits [Refer Note 45] | | |
| Employees benefits (Gratuity) | 13.47 | 11.41 |
| Compensated Absences | 23.00 | 23.84 |
| Bonus | 14.02 | 13.28 |
| (b) Provision for expenses [Refer Note 25.1] | 3,786.69 | 2,510.51 |
| Total | 3,837.18 | 2,559.04 |

**Note 31 - Other Current Liabilities**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (a) Statutory dues | 540.32 | 784.93 |
| (b) Contract liabilities -Advance from customers against sale of units [Refer Note 44] | 25,674.25 | 25,621.16 |
| (c) Deferred Rent | 18.49 | - |
| Total | 26,233.06 | 26,406.09 |

**Note 32 - Revenue from Operations**

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| (a) Sale of property (Commercial & Residential) | 60,428.75 | 60,723.00 |
| (b) Revenue Sharing [Refer Note 32.1] | 412.88 | - |
| (b) Other Operating Income | 410.25 | 1,803.65 |
| (c) Rental Income | 840.76 | 1,106.96 |
| (d) Deferred Rent Income | 14.96 | 37.49 |
| (e) Interest Income from Project Advances | 8,353.90 | 7,935.83 |
| (f) Sale of Services | - | 46.50 |
| Total | 70,461.50 | 71,653.43 |

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Note 32.1: As per terms of Memorandum of Understanding (MOU) entered between Company and United Builder, during the year the company has recorded the revenue sharing accrued on transfer of FSI.

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### Note 33 - Other Income

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| (a) Interest Income | | |
| (1) Interest income on Fixed Deposits | 651.74 | 451.56 |
| (2) Interest on staff loan | 1.19 | 0.82 |
| (3) Interest on Income Tax Refund | 18.74 | 42.07 |
| (4) Interest on Loans and advances and others | 3,091.79 | 3,528.52 |
| (5) Interest received on delayed payments from customers | 6.03 | 12.37 |
| (6) Interest on Delayed Rental Income | 1.36 | 2.63 |
| (7) Reversal of excess interest on MSME vendor | 121.15 | - |
| (b) Other gains and losses | | |
| (1) Fair Value gain on financial assets | 84.65 | 88.05 |
| (c) Other Income | | |
| (1) Miscellaneous income | 121.52 | 87.92 |
| (2) Profit/(loss) on Sale of Property, Plant and Equipment | 9.82 | 0.13 |
| (3) Society Management Fees | 14.50 | 26.84 |
| **Total** | **4,122.49** | **4,240.91** |

### Note 34 - Project Development Expenses

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| (a) Project cost incurred | | |
| (1) Consumption of material | 6,233.76 | 6,362.20 |
| (2) Contract cost, labour and other charges | 16,221.94 | 17,637.34 |
| (3) Revenue Sharing [Refer Note 34.1] | 8,857.19 | 8,896.73 |
| (4) Land Cost | 191.24 | 398.00 |
| (5) Approval costs | 1,485.44 | 1,358.80 |
| (6) Finance cost [Refer Note 37] | 4,361.81 | 4,573.49 |
| (7) Depreciation on Plant & Machinery | 83.96 | 66.90 |
| (8) Lease Rent on Lease hold land | 553.43 | 503.12 |
| **Total** | **37,988.77** | **39,796.58** |

**Note 34.1** :-In terms of a shareholder agreement dated 10th September 2015 entered between Marathon Realty Private Limited ("MRPL") and the Company, during year, the company has recognized revenue aggregating to ₹. 20,361.36 Lakhs [PY: ₹ 20,452.26 Lakhs] from the sale of the identified area in the commercial project Future X out of which an amount of ₹. 8,857.19 Lakhs [PY: ₹. 8,896.73 Lakhs] representing 43.50% has been shared with MRPL and shown as property development expenses.

### Note 35 - Change in Inventory of Finished Goods and Construction work in Progress

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| **(a) Opening Inventory** | | |
| (i) Finished Inventories | 9,043.09 | 12,480.01 |
| (ii) Construction work in progress | 42,743.21 | 42,224.55 |
| **Total Opening Inventory (a)** | **51,786.30** | **54,704.56** |
| **Add:-** | | |
| (b) On acquisition of subsidiary (b) | 14,192.76 | - |
| Less: | | |
| **(c) Closing Inventory** | | |
| (i) Finished Inventories | 12,686.04 | 9,043.09 |
| (ii) Construction work in progress | 49,353.65 | 42,743.21 |
| **Total Closing Inventory (c)** | **62,039.69** | **51,786.30** |
| **(Increase) / Decrease in value (a+b-c)** | **3,939.37** | **2,918.26** |

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## Note 36 - Employee Benefits Expense

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| (a) Salaries, Bonus and allowances | 1,171.89 | 1,065.49 |
| (b) Gratuity [Refer Note 45] | 38.17 | 32.72 |
| (c) Contribution to provident and other funds | 90.03 | 91.59 |
| (d) Leave Salary | 7.73 | 19.93 |
| (e) Directors Remunerations | 220.56 | 165.26 |
| (f) Incentive | 34.62 | 28.70 |
| (g) Staff welfare expenses | 11.26 | 9.04 |
| (h) Share based payments to employees [Refer Note 46] | - | 16.28 |
| Total | 1,574.26 | 1,429.01 |

## Note 37 - Finance Cost

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| (a) Interest expenses | 9,003.58 | 4,553.72 |
| (b) Interest on Debentures | 3,365.74 | 11,519.76 |
| (c) Other borrowing cost | 955.82 | 439.41 |
| (d) Interest on MSME | 3.63 | 200.66 |
| (e) Interest on delayed payment | 28.86 | 1.54 |
| (f) Unwinding of discount on Financial Liabilities at amortised cost | 99.09 | 111.21 |
| Total Finance Cost | 13,456.72 | 16,826.30 |
| Less:- Finance Cost Capitalised to inventory [Refer Note 34(6)] | 4,361.81 | 4,573.49 |
| Total | 9,094.91 | 12,252.81 |

## Note 38 - Other Expenses

| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| (a) Advertisement, Promotion & Selling Expenses | 485.67 | 479.18 |
| (b) Commission and Brokerage Expenses | 615.63 | 491.42 |
| (c) Directors sitting fees | 14.30 | 7.30 |
| (d) Power and Fuel | 68.30 | 43.48 |
| (e) Telephone & Internet Expenses | 6.10 | 12.62 |
| (f) Rent including lease rentals | 397.26 | 410.12 |
| **(g) Repairs and Maintenance** | | |
| - Buildings/ Property | 195.41 | 195.41 |
| - Others | 9.58 | 5.35 |
| (h) Insurance | 36.00 | 25.90 |
| (i) Rates & Taxes | 419.03 | 438.80 |
| (j) Security Charges | - | 1.69 |
| (k) Travelling and Conveyance | 50.01 | 49.28 |
| (l) Printing & Stationery | 5.87 | 7.54 |
| (m) Legal and professional fees | 258.71 | 314.12 |
| (n) Payment to Auditors [Refer Note 38.1] | 21.14 | 23.37 |
| (o) Stamp Duty and Registration charges on sale of flats | 734.14 | 231.61 |
| (p) Reversal of provision for doubtful debts | - | - |
| (q) Donation and Contribution | 4.32 | 1.60 |
| (r) CRS Expenses [Refer Note 49 and 54] | 173.72 | 82.88 |
| (s) Miscellaneous Expenses | 101.07 | 97.19 |
| (t) Loss on sale of Property, plant and Equipments | 0.72 | - |
| (u) Compensation paid against Flat | 77.65 | 28.26 |
| (v) Loss on withdrawal of capital from LLP [Refer note 6.1] | - | 628.84 |
| Total | 3,674.63 | 3,575.96 |

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Note 38.1:- Payment to Auditor

| Particular | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| (a) Services as statutory auditors | 17.81 | 16.81 |
| (b) Tax audit | 2.50 | 2.50 |
| (c) Others matters - certification service | 0.83 | 4.06 |
| **Total** | **21.14** | **23.37** |

Note 39 - Depreciation and Amortisation

| Particular | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| (a) Depreciation on Property, Plants and Equipments | | |
| Depreciation on property, plant and equipment | 124.88 | 122.99 |
| Less:- Capitalised to Project | (83.96) | (66.90) |
| **Depreciation charged to statement of Profit and Loss A/c** | **40.92** | **56.09** |
| (b) Depreciation on investment property | 255.74 | 255.74 |
| **Total (a+b)** | **296.66** | **311.83** |

Note 40 - Tax Expenses

Tax expense/(credit) recognized in the Statement of Profit and Loss

| Particular | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| **(a) Current tax** | | |
| Current Tax on taxable income for the year | 4,975.00 | 3,873.00 |
| **Total current tax expense** | **4,975.00** | **3,873.00** |
| **(b) Deferred tax** | | |
| Deferred tax charge/(credit) | (336.87) | 460.88 |
| **Total deferred income tax expense/(credit)** | **(336.87)** | **460.88** |
| (c) Adjustment of Tax related to earlier period | 4.85 | (5.28) |
| **Total tax expense (a+b+c)** | **4,642.98** | **4,328.60** |

A) Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

| Particular | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| Enacted income tax rate in India applicable to the Company | 25.17% | 25.17% |
| **Profit before tax** | **18,015.39** | **15,609.89** |
| Current tax expenses on Profit before tax expenses at the enacted income tax rate in India | 5,692.11 | 4,490.13 |
| Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income | 367.95 | (6.35) |
| (Deduction)/ disallowance under Income Tax Act, 1961 | (20.70) | (90.12) |
| Other items | (1,064.36) | (520.67) |
| MAT Credit Utilised | - | - |
| **Total income tax expense/(credit)** | **4,975.00** | **3,873.00** |
| **Effective Tax Rate** | **27.62%** | **24.81%** |

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Note 41 - Earning Per Share

| Particular | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| Earning per Share has been computed as under: | | |
| (a) Net Profit attributable to shareholders | 16,647.35 | 12,098.71 |
| (b) Nominal value of equity shares – (in ₹ per share) | 5.00 | 5.00 |
| (c) Weighted average number of equity shares for basic EPS (in Lakhs) | 4,83,45,987 | 4,62,14,976 |
| (d) Weighted average number of equity shares for diluted EPS (in Lakhs) | 5,12,22,116 | 4,79,92,888 |
| (e) Basic earnings per share – (₹) (a/c) | 34.43 | 26.12 |
| (f) Diluted earnings per share – (₹) (a/d) | 32.50 | 25.21 |

Note 42:- Contingent liabilities (to the extent not provided for)

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Claims against the Company not acknowledged as debts in respect of past disputed liabilities of | | |
| (a) Sales Tax [Refer Note 42.2 and 42.3] | 139.62 | 139.62 |
| (b) Central Excise and Service Tax [Refer Note 42.4] | 123.12 | 123.12 |
| (c) Provident Fund [Refer Note 42.5] | 38.83 | 38.83 |
| (d) Bank Guarantees | 50.00 | 50.00 |
| (e) RERA cases | 217.28 | 278.99 |

In the opinion of the management the above claims are not sustainable and the Group does not expect any outflow of economic resources in respect of above claims and therefore no provision is made in respect thereof

**Note 42.1:-** The Income Tax Appellate Tribunal quashed the appeal filed by the Dy Commissioner of Income Tax, Central Circle 6 (3), for FY 2010-11, 2011-12 & 2012-13 on matters relating Section 143(3) read with Section 148 of the Income Tax Act 1961. Being aggrieved by the order, the Principal Commissioner of Income Tax, Central Circle 3,has filed a writ petition before the Honble Bombay High Court. The matter is yet to be admitted and the company does not envisage any additional liability in the matter.

**Note 42.2:-** On 3rd November 2021, the Deputy Commissioner of Sales Tax has dismissed the appeal filed by the Company for the financial years 2006-07,2007-08 and 2009-10 against the order passed by Assistant Commissioner of Sales Tax - Investigation. The Company has filed a writ petition against the said order with the Hon'ble Bombay High Court. The Hon'ble Bombay high court vide order dated 5th September,2022 has quashed order passed by the Deputy Commissioner of sales tax and remanded the matter back for denovo assessment. Consequently the demand raised by the Assistant Commissioner of Sales Tax – Investigation is nullified.

**Note 42.3:-** The Company had received demand of `139.62 Lakhs FY 2012-13 from Dy Commissioner Sales Tax against which company had filed appeals by paying requisite appeal fees and the appeal is yet to be heard.

**Note 42.4:-** The company had received the demands from Central Excise department for various years against which company is under appeal before the appellate authorities. These matter pertain to the periods when the company was engaged in the manufacture of textiles.

**Note 42.5:-** Cadastral survey No.166 is the land on which commercial project Marathon Future x is being constructed. This Land is jointly owned by the Company and holding Company, Marathon Realty Private Limited. Both the Companies owns stock in precincts either in form of completed units or in the form work in progress. The borrowings by either of these companies against hypothecation of stock of the other company becomes a co-borrower.

**Note 42A :- Particulars of loans given/guarantees given, as required by clause (4) of Section 186 of the Act and as per regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

| Name of the party | Relationship | Amount in ₹. Lakhs | | Period | Rate of Interest | Purpose |
|---|---|---|---|---|---|---|
| | | As at 31 March 2024 | As at 31 March 2023 | | | |
| Loan Given | | | | | | |
| (i) Marathon Realty Private Limited | Holding Company | 69,828.16 | 77,539.16 | repayable on demand | 13.5% -18.5% | For Project execution |
| (ii) Swayam Realtors and Traders LLP | Joint Venture | 380.48 | 343.06 | repayable on demand | 11.55% | For Project execution |
| (iii) Columbia Chrome India Private Limited | Associates | 338.77 | 208.2842316 | repayable on demand | 11.55% | For Project execution |
| (iv) Matrix Enclaves Projects Developments Private Limited | Significant Influence | 19,324.27 | 19,324.27 | repayable on demand | Interest Free | For Project execution |

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| Name of the party | Relationship | Amount in ₹. Lakhs | | Period | Rate of Interest | Purpose |
|---|---|---|---|---|---|---|
| | | As at 31 March 2024 | As at 31 March 2023 | | | |
| (vi) Vinotak Investment Private Limited | Significant Influence | 5,816.01 | 5,354.28 | repayable on demand | 9% & 12% | For Project execution |
| (vii) United Enterprises | Significant Influence | 15.90 | 13.39 | repayable on demand | 12.00% | For Project execution |
| (viii) United Builder | Significant Influence | 134.27 | - | repayable on demand | 12.00% | For Project execution |
| **Corporate Guarantee given** | | | | | | |
| (i) Marathon Realty Private Limited | Holding Company | 12,431.04 | 8,500.00 | 20-Dec-25 | - | Term Loan |
| (ii) Swayam Realtors and Traders LLP | Joint Venture/ Associate | 30,177.72 | 30,447.00 | 15-Dec-28 | | Term Loan |

**Note 43:- Lease**

The group has been operating from the premises owned by Holding Company Marathon Realty Private Limited and relatives of directors.. The Group had entered into agreement (Memorandum Of Understanding) for payment of rent on the premises occupied by it. The rental payable per annum is ₹ 382.50 Lakhs [PY 2022-23: ₹ 382.50 Lakhs] and such lease facility is for the period of one year with the cancellable term.

**Note 44:- Disclosure as per Ind AS 115:-**

(a) The Group is primarily engaged in the business of construction, development, Leasing and sale of commercial and residential real estate projects. The core business activities are carried out under various business model likes own development, through joint ventures and joint development and other arrangements with third parties.

**Revenue from Operations**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Revenue from contract with customers as per note 32 | 61,251.88 | 62,526.65 |
| Add/Less:- Other adjustment | - | - |
| **Total revenue as per contracted price** | **61,251.88** | **62,526.65** |

**(b) Contract Balances:-**

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Receivables which are included in Trade and other receivables** | | |
| **Trade Receivable** | | |
| - Amount due from customers on construction contract | 9,850.27 | 4,333.10 |
| **Contract assets** | | |
| - Accrued value of work done net off provision (Unbilled Revenue) | - | - |
| **Contract liabilities** | | |
| - Amount due to customers under construction contracts (Excess Received) | - | - |
| - Advance from customer | 25,674.25 | 25,621.16 |

Significant changes in contract asset and contract liabilities balances during the year are as follows:

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **(A) Contract liabilities** | | |
| Opening Balance* | 25,621.16 | 28,418.06 |
| Less : Revenue recognised during the year from balance at the beginning of the year | (60,428.75) | (60,723.00) |
| Add : Addition | 60,481.84 | 57,926.10 |
| Less:- Refunded due to cancellation of contract | - | - |
| **At the end of the reporting period (Para 116 (a))** | **25,674.25** | **25,621.16** |

**Note 45:- Employee Benefits**

The details of employee benefits as required under Ind AS 19 'Employee Benefits' is given below

**(A) Defined Contribution Plan:**

Amount recognized as an expense in the Statement of Profit and Loss in respect of Defined Contribution Plans [Provident funds and others] is ₹. 90.05 Lakhs [Previous Year – ₹. 91.59 Lakhs]

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(B) leave obligation :-

The leave obligations cover the Company's liability for sick and earned leave. The amount recognised in the statement of Profit Loss as Leave salary expenses ₹. 7.73 Lakhs [Previous year - ₹. 19.93 Lakhs]

(C) Defined benefit plan:

Gratuity is a defined benefit plan covering eligible employees. The plan provides for a lump sum payment to vested employees on retirement, death while in employment or termination of employment of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of five years of service.

Disclosure as required under Ind AS 19 on "Employee Benefits" in respect of defined benefit plan is as under:

i. The amount included in the balance sheet arising from the group's obligation in respect of its defined benefit plans is as follows:

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Present value of un-funded defined benefit obligation | 306.23 | 276.92 |
| Fair value of plan assets | - | - |
| Restrictions on asset recognized | - | - |
| Others | - | - |
| Net liability arising from defined benefit obligation | **306.23** | **276.92** |

ii. Movement in the present value of defined obligation (DBO) during the year representing reconciliation of opening and closing balances thereof are as follows:

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Present value of benefit obligation at the beginning of the year | 276.92 | 227.23 |
| Current service cost | 24.51 | 20.79 |
| Employer contribution | (16.13) | (13.79) |
| Interest cost | 21.73 | 18.11 |
| Actuarial (gains)/ losses | (0.79) | 24.58 |
| Present value of Defined Benefit Obligation as at end of the year. | **306.23** | **276.92** |

iii. Analysis of Defined Benefit Obligations

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Defined benefit obligations as at 31 March | 306.23 | 276.92 |
| Fair value of plan assets as at 31 March | - | - |
| Net Asset/(Liability) recognised in Balance sheet as at 31 March | **306.23** | **276.92** |

iv. Expenses recognized in the statement of profit and loss

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Current service cost | 24.51 | 20.79 |
| Net Interest expense | 21.73 | 18.11 |
| **Components of defined benefit costs recognised in profit or loss** | **46.23** | **38.90** |

v. Amount recognised in statement of Other Comprehensive Income

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Actuarial (Gain)/Loss | | |
| (i) arising from changes in financial assumption | 7.82 | 2.86 |
| (ii) arising from changes in experience assumption | (8.60) | 21.73 |
| Total amount recognised in the statement of other comprehensive income | **(0.79)** | **24.58** |

vi. Actual Contribution and benefit payments for the year

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Actual benefit paid directly by the company | 16.13 | 13.79 |
| Actual contributions | - | - |

vii. Principal Actuarial Assumptions for gratuity

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Discount Rate | 7.10% | 7.35% |
| Expected Rate of Increase in compensation levels | 7.00% | 7.00% |
| Expected Rate of Return on Plan Assets | 0.00% | 0.00% |
| Expected Average Remaining working lives ofemployees (Years) | 18.65 | 39.66 |
| Mortality Rate | IALM (2012-14) Ultimate | IALM (2012-14) Ultimate |
| Withdrawal Rate | Ages 20 - 30 : 10%<br>Ages 31 - 40 : 5%<br>Ages 41 & above : 2% | Ages 20 - 30 : 10%<br>Ages 31 - 40 : 5%<br>Ages 41 & above : 2% |

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a. The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.

b. Expected Rate of Return of Plan Assets: This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations.

c. Salary Escalation Rate : The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

d. Withdrawal Rate: It is the expected employee turnover rate and should be based on the company's past attrition experience and future withdrawal expectations.

**viii. Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flows:**

Expected benefit payments for the year ending:

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| 31 March, 2024 | - | 11.41 |
| 31 March, 2025 | 13.65 | 40.16 |
| 31 March, 2026 | 45.09 | 11.14 |
| 31 March, 2027 | 7.88 | 12.92 |
| 31 March 2028 to 31 March 2033 and above | 684.24 | 640.57 |

Weighted Average duration of defined benefit obligation: 14.30 Years (Previous Year: 14.68 Years)

**ix. Sensitivity analysis: A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:**

| DBO Rates Types | Discount Rate | | Salary Escalation Rate | | Withdrawal Rate | |
|---|---|---|---|---|---|---|
| Year | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| 31 March, 2024 | (29.45) | 34.71 | 21.16 | (20.83) | 6.92 | (7.99) |
| 31 March, 2023 | (26.64) | 31.35 | 20.81 | (20.49) | 5.45 | (6.38) |

The sensitivity results above determine their individual impact on Plan's end of year Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

**x. Employee benefit plans**

**The plans typically expose the company to the actuarial risks such as: investments risk, interest risks, longevity risk and salary risk**

| | |
|---|---|
| Investment risk | The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. |
| 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's debt investments. |
| Longevity risk | The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability. |
| Salary risk | The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. |

**Note 46 : Employee Stock Option Plans**

Employee Stock Option Plan 2020

The Shareholder of the Group has approved the 23,00,000 ESOP under ESOP 2020 scheme

The employee stock option cost has been computed with reference to the fair value of options granted and amortized over vesting period. For the Company has accounted for employee stock option cost (equity settled) amounting to Nil [PY: ₹ 16.28 Lakhs]. The Expenses related to option granted to group and its ultimate holding company are recovered from them.

**(i) Details of ESOP's granted**

| Particulars | Tranche 1<br>ESOP 2020 | Tranche 2<br>ESOP 2020 |
|---|---|---|
| Option Granted | 3,41,000 | 1,18,401 |
| Equivalent number of shares of FV of ₹ 5 per shares | 3,41,000 | 1,18,401 |
| Date of Grant | 11-Feb-2021 | 12-Nov-2021 |
| Vesting period | 1 year (i.e up to 10th February 2022) | 1 year (i.e up to 11th November 2022) |
| vesting Condition | Continued employment | Continued employment |
| Exercised period | 5 years from the date of grant | 5 years from the date of grant |
| Grant / Exercise Price (₹ per share) | 20 | 20 |
| market Value of Equity Shares as on date of Grant of Original Option (₹ per | 77.5 | 91.05 |
| Method of Accounting | Fair Value | Fair Value |

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(ii) Details of activity of the ESOP Scheme

| Particulars | | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|---|
| Outstanding at the beginning of the year | a | 1,19,042 | 4,44,182 |
| Granted during the year | b | - | - |
| Exercised during the year | c | 47,209 | 3,24,088 |
| Lapsed during the year | d | - | 1,052 |
| Outstanding at the end of the year | e=a+b-c-d | 71,833 | 1,19,042 |
| Exercisable at the end of the year | | 71,833 | 3,33,717 |
| Weighted average price per option (₹) | | 20 | 20 |

4,44,182

(iii) Information in respect of options outstanding:

| ESOP Scheme | As at 31-March -2024 | | As at 31-March -2023 | |
|---|---|---|---|---|
| | No. of option outstanding | Weighted Average outstanding life | No. of option outstanding | Weighted Average outstanding life |
| ESOP 2020 - Tranche 1 | 65,158 | 0-3.87 years | 76,831 | 0-4.87 years |
| ESOP 2020 - Tranche 2 | 6,675 | 0-3.62 years | 42,211 | 0-4.62 years |

**Note 47 - Segment Information**

**Basis of Segmentation and Geographical Information**

The Company is engaged in Real Estate. The operations of the company do not qualify for reporting as separate business segments as per the criteria set out under Indian Accounting Standard 108 (IND AS-108) on "Operating Segments". The Company is operating in India hence there is no reportable geographic segment. Accordingly no disclosure is required under IND AS - 108.

**Information about major Customer**

Revenue from Two customer aggregating to ₹5715.65 Lakhs for the year ended March 31,2024 [PY: 16,453.15 Lakhs] constituted more than 10% of the revenue of the Company.

| Particulars | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Customer A | 3,102.41 | 16,453.15 |
| Customer B | 2,613.24 | - |
| **Total** | **5,715.65** | **16,453.15** |

**Note 48 - Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year | 1,192.15 | 1,422.15 |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | 193.12 | 200.66 |
| (iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day | 0.33 | 0.69 |
| (iv) The amount of interest due and payable for the year | 192.78 | 199.96 |

**Note 48.1**:- Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the group regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the group.

**Note 49 - Details of Corporate Social Responsibility (CSR) expenditure**

As per section 135 of the Companies Act, 2013, amount required to be spent by the Company is computed at 2% of its average net profit

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Amount required to be spent as per Section 135 of the Act | 173.72 | 82.88 |
| **Amount spent during the year on:** | | |
| (i) Construction / acquisition of an asset | - | - |
| (ii) On purpose other than (i) above (for Education purpose) [Refer Note 54] | 173.72 | 82.88 |

**Note 50:- Utilisation of proceeds from listed & private placement of Non Convertible Debentures**

| Particulars of fund utilisation | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Amount received from issue of Listed, secured NCDs under private placement | - | 2,000 |
| Less:- Utilised towards repayment of existing debt [Including of Co-borrower] | - | - |
| Less:- Utilised towards Cost of construction-development and other project indirect cost | - | 2,000 |
| **Balance amount to be utilised** | - | - |

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Financial instrument Disclosure:-

Note 51:- Capital Risk Management

The group's capital management objectives are:
-to ensure the group's ability to continue as a going concern
- to maximize the return to stakeholders through the optimization of the debt and equity balance

The group monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The group sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

a) Gearing Ratio:

The Gearing ratio at the end of the reporting period are as follows:

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Debt* (A) | 76,092.85 | 86,883.91 |
| Cash and bank balances (B) | 1,035.08 | 3,097.58 |
| **Net Debt C=(A-B)** | **75,057.77** | **83,786.33** |
| Total Equity (D) | 99,565.82 | 78,520.14 |
| Net debt to equity ratio (C/D) | 75% | 107% |

*Debt is defined as long-term and short-term borrowings including interest accrued on borrowings

Note 52:- Financial risk management

**a) The carrying value of financial instruments by categories as of March 31, 2024 is as follows:**

| Particulars | Fair value through P&L | Fair value through OCI | Amortised cost | Total carrying value |
|---|---|---|---|---|
| Assets: | | | | |
| Cash and cash equivalents | - | - | 1,035.08 | 1,035.08 |
| Other balances with banks | - | - | 8,275.93 | 8,275.93 |
| Trade receivables | - | - | 9,437.39 | 9,437.39 |
| Investments (Other than investment in equity instruments of | 776.27 | - | 0.28 | 776.55 |
| Loans | - | - | 97,461.36 | 97,461.36 |
| Other financial assets | - | - | 3,092.05 | 3,092.05 |
| **Total** | **776.27** | - | **1,19,302.09** | **1,20,078.36** |
| Liabilities: | | | | |
| Trade and other payables | - | - | 4,962.90 | 4,962.90 |
| Borrowings | - | - | 76,092.85 | 76,092.85 |
| Other financial liabilities | - | - | 2,023.66 | 2,023.66 |
| **Total** | - | - | **83,079.41** | **83,079.41** |

**b) The carrying value of financial instruments by categories as of March 31, 2023 is as follows:**

| Particulars | Fair value through P&L | Fair value through OCI | Amortised cost | Total carrying value |
|---|---|---|---|---|
| Assets: | | | | |
| Cash and cash equivalents | - | - | 3,097.58 | 3,097.58 |
| Other balances with banks | - | - | 7,280.80 | 7,280.80 |
| Trade receivables | - | - | 4,333.10 | 4,333.10 |
| Investments (Other than investment in equity instruments | 693.10 | - | 0.28 | 693.38 |
| Loans | - | - | 1,04,964.37 | 1,04,964.37 |
| Other financial assets | - | - | 4,596.39 | 4,596.39 |
| **Total** | **693.10** | - | **1,24,272.52** | **1,24,965.62** |
| Liabilities: | | | | |
| Trade and other payables | - | - | 5,909.82 | 5,909.82 |
| Borrowings | - | - | 86,883.91 | 86,883.91 |
| Other financial liabilities | - | - | 5,385.44 | 5,385.44 |
| **Total** | - | - | **98,179.17** | **98,179.17** |

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The Fair value of investment through Profit and loss A/c is comprising of investment in Mutual fund. It is based on the net assets value ("NAV") as stated by issuers of the mutual fund.

**Financial risk management Objectives:-**

In the course of its business, the group is exposed primarily to fluctuations in interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the group.

**I) Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Future specific market movements cannot be normally predicted with reasonable accuracy.

**Currency risk:** The group does not have material foreign currency transactions. The group is not exposed to risk of change in foreign currency.

**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 group's fixed rate borrowings are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Profit or loss is sensitive to higher/lower interest expense from variable rate borrowings as a result of changes ininterest rates.

| Interest Rate Sensitivity | Increase or decrease in Basis Point | Effect on Profit before tax |
|---|---|---|
| For the year ended March 31,2024 | +1.00<br>-1.00 | (447.88)<br>447.88 |
| For the year ended March 31,2023 | +1.00<br>-1.00 | (331.73)<br>331.73 |

Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period. The interest rate profile of the group's interest-bearing financial instruments as reported is as follows.

| Particular | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Fixed-rate instruments** | | |
| Borrowings | 31,305.31 | 53,710.57 |
| **Floating rate instrument** | | |
| Borrowings | 44,787.54 | 33,173.34 |

**Other price risk:**

The group is not exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The group does not actively trade these investments.

**II) Credit risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the group result in material concentration of credit risk.

**Credit Risk management :-**

**(i) Credit risk rating:-**

The group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions.

A: Low credit risk

B: High credit risk

| Asset group | Basis of categorisation | Provision for expenses credit loss |
|---|---|---|
| A: Low credit risk | Investments, Other bank balances, trade receivables, cash and cash equivalents, loans and | 12 month expected credit loss/Life time expected credit loss |
| B: High credit risk | Trade receivables and loans& Advances | 12 month expected credit loss/Life time expected credit loss/fully provided for |

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In respect of trade receivables, the company recognises a provision for lifetime expected credit loss.
Based on business environment in which the group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the group. The group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

**Assets under credit risk -**

| Credit rating | Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|---|
| A: Low credit risk | Investments, Other bank balances, trade receivables, cash and cash equivalents, loans and other financial assets | 105.52 | 105.52 |
| B: High credit risk | Trade receivables and loans | 167.46 | 167.46 |

**ii) Concentration of financial asset**

The group's principal business activities are construction and development of real estate projects, Leasing of commercial space and all other related activities. The Company's outstanding receivables are for real estate project advisory business. Loans and other financial assets majorly represents loans to subsidiaries and deposits given for business purposes.

**Credit risk exposure**

**Provision for expected credit losses**

**As at 31 March 2024**

| Particulars | Estimated gross carrying amount at default | Expected Credit Loss | Carrying amount net of impairment provision |
|---|---|---|---|
| Investments | - | - | - |
| Trade receivables | 167.46 | (167.46) | - |
| Other bank balances | - | - | - |
| cash and cash equivalents | - | - | - |
| Loans and Advances | - | - | - |
| Other Financial Assets | 105.52 | (105.52) | - |

**As at 31 March 2023**

| Particulars | Estimated gross carrying amount at default | Expected Credit Loss | Carrying amount net of impairment provision |
|---|---|---|---|
| Investments | - | - | - |
| Trade receivables | 167.46 | (167.46) | - |
| Other bank balances | - | - | - |
| cash and cash equivalents | - | - | - |
| Loans and Advances | - | - | - |
| Other Financial Assets | 105.52 | (105.52) | - |

**Expected credit loss for trade receivables under simplified approach**

The group's outstanding trade receivables are less than six months old and the Company expects that money will be received in due course.

**Reconciliation of loss provision**

| Reconciliation of loss allowance | Advances | Trade receivables |
|---|---|---|
| **Loss allowance on 31 March 2022** | **105.52** | **168.51** |
| Impairment loss recognised during the year | - | - |
| **Loss allowance on 31 March 2023** | **105.52** | **168.51** |
| Impairment loss recognised during the year | - | - |
| **Loss allowance on 31 March 2024** | **105.52** | **168.51** |

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### III) Liquidity risk

Liquidity risk refers to the risk that the group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

#### (a) Financing arrangements

**The group had access to the following undrawn borrowing facilities at the end of the reporting period:**

| Particular | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Floating Rate | | |
| Expiring within one year (bank overdraft and other facilities) | - | - |
| Expiring beyond one year (bank overdraft and other facilities) | 4,750.00 | 4,750.00 |

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR.

#### (b) Exposure to liquidity risk

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at 31 March 2023

| Financial liabilities | Carrying amount | Payable in One year | Payable after one Year | Total contractual cash flows |
|---|---|---|---|---|
| **(a) Trade payables** | | | | |
| - 31 March 2024 | 4,962.90 | 4,962.90 | - | 4,962.90 |
| - 31 March 2023 | 5,909.82 | 5,909.82 | - | 5,909.82 |
| **(b) Borrowings (incl.current maturity of long term debt)** | | | | |
| - 31 March 2024 | 76,092.85 | 17,829.93 | 58,262.92 | 76,092.85 |
| - 31 March 2023 | 86,883.91 | 8,967.94 | 77,915.97 | 86,883.91 |
| **(c) Other financial liabilities** | | | | |
| - 31 March 2024 | 2,023.66 | 1,556.13 | 467.53 | 2,023.66 |
| - 31 March 2023 | 5,385.44 | 4,994.09 | 391.35 | 5,385.44 |
| **Total** | | | | |
| - 31 March 2024 | 83,079.41 | 24,348.96 | 58,730.45 | 83,079.41 |
| - 31 March 2023 | 98,179.17 | 19,871.85 | 78,307.32 | 98,179.17 |

### Note 53:- Fair value disclosures

#### Fair value hierarchy

The fair value of the financial assets and liabilities are included at the amount at which the instrument can be exchanged in the current transaction between willing parties, other than in a forced or liquidation sale.

The following tables provides the fair value measurement hierarchy of the Company's assets and liabilities:

Level 1 - Quoted prices (Unadjusted) in active markets for identical assets & liabilities.

Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset & liability, either directly (i.e. prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (Unobservable inputs).

**The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.**

| Particulars | Carrying value as at | | Fair value as at | | Fair value hierarchy |
|---|---|---|---|---|---|
| | 31 March 2024 | 31 March 2023 | 31 March 2024 | 31 March 2023 | |
| Fair value through Profit and Loss | | | | | |
| Investment in Mutual Fund - Quoted | - | 413.55 | - | 413.55 | Level 1 |
| Security deposits - Lease rent deposits | 443.87 | 305.90 | 443.87 | 305.90 | Level 3 |

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Lease liabilities are valued using Level 3 techniques. A change in one or more of the inputs to reasonably possible alternative assumptions would not change the value significantly.

Security Deposits are valued using Level 3 techniques. A change in one or more of the inputs to reasonably possible alternative assumptions would not change the value significantly.

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**Note 54 - Related Party Transactions**

**A. List of related Parties**

Related Parties (as Defined by the Management) are classified as:-

(a) **Holding Company**

1 Marathon Realty Private Limited

(b) **Joint Venture**

1 Swayam Realtors & Traders LLP
2 Columbia Chrome Private Limited

(c) **Entities over which Subsidiaries or Key Management Personnel or their relatives, exercise significant influence**

1 IXOXI Equip-Hire LLP
2 Marathon Infotech Private Limited
3 Matrix Enclaves Projects Developments Private Limited
4 Matrix Waste Management Private Limited
5 Nexzone Fiscal Services Private Limited
6 Nexzone Utilities Private Limited
7 Marathon Realty Private Limited -Future X Society
8 Nexzone Buildcon LLP
9 United Builders
10 United Enterprises
11 Ramniklal Z. Shah Trust
12 Vinotak Investment Private Limited
13 IXOXI Construction LLP
14 Suyog Developers

(d) **Key Management Personnel**

1 Mr. Chetan R. Shah – Chairman and Managing Director
2 Mr. S. Ramamurthi – Whole Time Director & CFO [till 28th November 2023]
3 Mr. Mayur R. Shah - Director
4 Ms. Shailaja C. Shah - Director
5 Mr. Deepak Shah - Independent Director
6 Mr. Atul Mehta - Independent Director
7 Ms. Parul Abhoy Shah - Independent Director
8 Mr. Ashwin Mohanlal Thakkar
9 Mr. Krishanamurthy Raghvan - Company Secretary [Till 2nd April 2024]
10 Mr. Yogesh Patole [w.e.f 28th May 2024]

(e) **Relatives of KMP (with whom company had transaction)**

1 Ms. Ansuya R. Shah (Mother of Managing Director)
2 Ms. Sonal M. Shah (Wife of Mr. Mayur R Shah-Director)
3 Mr. Parmeet M shah (Son of Director)
4 Mr. Kaivalya C Shah (Son of Managing Director)
5 Ms. Rita Dhanraj Shah (Sister of Mayur Shah)
6 Mr. Samyag M. Shah (Son of Mayur Shah)
7 Ms. Gargi Chetan Shah (Daughter of Chetan Shah)
8 Ms. Shailaja Chetan Shah (wife of Chetan Shah)

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. The following transactions were carried out with the related parties in the ordinary course of business

| Type of Transaction | Particular | For the Year ended 31 March ,2024 | For the Year ended 31 March ,2023 |
|---|---|---|---|
| Interest Income on Inter Corporate Deposits | Marathon Realty Private Limited | 10,750.62 | 10,762.02 |
| | Columbia Chrome India Private Limited | 24.12 | 21.74 |
| | Vinotak Investment Private Limited | 504.45 | 448.65 |
| | United Enterprises | 1.44 | 1.46 |
| | United Builders | 2.68 | - |
| Interest Expenses | Marathon Realty Private Limited | 308.69 | 277.95 |
| | Chetan R Shah | 3.89 | 0.81 |
| | Mayur R Shah | 2.63 | - |
| | Samyag M Shah | 1.06 | - |
| Interest Income from Partnership Firm / LLp's | Swayam Realtors & Traders LLP | 39.28 | 10.23 |
| Share of Profit from LLP's | Swayam Realtors & Traders LLP | 1,087.61 | 1,536.63 |
| **Remuneration to KMP** | Chetan R Shah | 239.08 | 178.61 |
| | Krishanamurthy Raghvan | 41.38 | 37.62 |
| **Salary to relatives of KMP** | Kaivalya C Shah | 70.00 | - |
| | Samyag M Shah | 70.00 | - |
| **Rent Expenses** | | - | |
| Office Space | Marathon Realty Private Limited | 344.56 | 433.89 |
| | Sonal M Shah | 17.23 | 17.23 |
| | Chetan R Shah | 3.81 | |
| | Ansuya R Shah | 19.35 | - |
| Sale of Material / Scrap | Marathon Realty Private Limited | 2.88 | 0.29 |
| | Nexzone Energy Utilities LLP | 0.61 | - |
| | Nexzone Buildcon LLP | 1.04 | - |
| | Marathon Ener-gen LLP | 4.25 | 1.94 |
| | United Builders | - | 13.91 |
| | Nexzone Fiscal Services Private Limited | 3.41 | 2.17 |
| Purchase of Material / Services | Marathon Realty Private Limited | 9.76 | 4.43 |
| | Marathon Ener-gen LLP | 0.93 | - |
| | Nexzone Energy Utilities LLP | 23.46 | - |
| | Nexzone Buildcon LLP | 9.83 | - |
| | Nexzone Fiscal Services Private Limited | 1.09 | 12.32 |
| | Ixoxi Construction LLP | 3.89 | - |
| | IXOXI Equip - Hire LLP | 30.25 | 60.39 |
| | Suyog Developers | 26.11 | 6.54 |
| Provision of Services | IXOXI Construction LLP | 235.20 | 903.52 |
| | Marathon Realty Private Limited | 10.27 | 10.97 |
| Purchase of Fixed Assets | IXOXI Equip - Hire LLP | 36.16 | 11.24 |
| | Marathon Ener-Gen LLP | 4.96 | - |
| | Nexzone Energy Utilities LLP | 7.51 | - |
| Maintenance Charges of Immovable Property | Marathon Realty Private Limited - Future X Society | 402.22 | 348.51 |
| | | - | - |
| Expenditure on Corporate Social Responsibility | Ramniklal Z Shah Trust | 173.72 | 82.88 |
| Director Sitting Fees | Mayur R Shah | 1.80 | 0.60 |
| | Shailaja C Shah | 1.90 | 1.10 |
| | Deepak Shah | 4.00 | 2.00 |
| | Atul Mehta | 3.70 | 1.90 |
| | Parul Abhay Shah | 2.00 | 0.90 |
| | Ashwin Mohanlal Thakkar | 0.90 | 0.70 |

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| Type of Transaction | Particular | For the Year ended 31 March ,2024 | For the Year ended 31 March ,2023 |
|---|---|---|---|
| Loans given | Marathon Realty Private Limited | 23,793.13 | 41,160.25 |
| | Columbia Chrome India Private Limited | 108.77 | 3.93 |
| | Ixoxi Construction LLP | - | 1.70 |
| | Vinotak Investment Private Limited | 208.25 | 483.71 |
| | DIOXI Equip-Hire LLP | - | 14.50 |
| | United Builders | 1,122.45 | - |
| | United Enterprises | 62.74 | - |
| | Nexzone Land Private Limited | 12.75 | |
| Loans repaid | Marathon Realty Private Limited | 15,402.06 | 826.43 |
| | Samyag M Shah | 66.09 | |
| Loan Given Partnership Firm / LLP's | Swayam Realtors & Traders LLP | 56.14 | 408.87 |
| Loans received back | Marathon Realty Private Limited | 39,638.71 | 28,365.86 |
| | Ixoxi Construction LLP | - | 230.15 |
| | Vinotak Investment Private Limited | 200.52 | 47.25 |
| | DIOXI Equip-Hire LLP | - | 26.72 |
| | United Builders | 990.58 | - |
| | Nexzone Land Private Limited | 12.75 | |
| | United Enterprises | 61.34 | - |
| Loans Taken | Chetan R Shah | 263.12 | 0.50 |
| | Marathon Realty Private Limited | 7,435.68 | 1,354.60 |
| | Mayur R Shah | 257.69 | - |
| Loans received back Partnership Firm / LLP's | Swayam Realtors & Traders LLP | 57.99 | 93.85 |
| Revenue Sharing Expense / Land Cost | Matrix Waste Management Private Limited | 191.24 | 220.00 |
| | Marathon Realty Private Limited | 7,290.93 | 8,896.73 |
| Revenue Sharing Income | United Builders | 412.88 | - |
| Money received against share warrant | Chetan R Shah | 506.25 | 168.75 |
| | Gargi Chetan shah | 253.13 | 84.38 |
| | Kaivalya Chetan Shah | 253.13 | 84.38 |
| | Mayur R Shah | 506.25 | 168.75 |
| | Parmeet Mayur Shah | 253.13 | 84.38 |
| | Rita Dhanraj Shah | 202.50 | 67.50 |
| | Samyag Mayur Shah | 253.13 | 84.38 |
| | Shailaja Chetan Shah | 506.25 | 168.75 |
| | Sonal Mayur Shah | 506.25 | 168.75 |
| **Closing Balance** | | | |
| Loan Given | Marathon Realty Private Limited | 71,369.16 | 77,539.16 |
| | Columbia Chrome India Private Limited | 338.76 | 208.28 |
| | United Builders | 134.28 | - |
| | Matrix Enclaves Projects Development Private I | 19,324.27 | 19,324.27 |
| | Vinotak Investment Private Limited | 5,816.01 | 5,354.28 |
| | United Enterprises | 15.90 | 13.40 |
| Loan Given Partnership Firm / LLP's | Swayam Realtors & Traders LLP | 380.48 | 343.06 |
| Loan Taken | Marathon Realty Private Limited | 684.78 | 2,692.17 |
| | Chetan R Shah | 276.84 | 7.88 |
| | Mayur R Shah | 260.05 | - |
| | Samyag Mayur Shah | (28.93) | - |
| Trade Receivable / Other Receivable | Marathon Realty Private Limited | 8.05 | 1.03 |
| | Marathon Ener-gen LLP | 1.21 | 2.73 |
| | Matrix Enclaves Project Development Private L | - | 9.82 |
| | Nexzone Fiscal Services Private Limited | 15.58 | 2.79 |
| | Swayam Realtors & Traders LLP | 46.71 | 46.71 |
| | United Builders | 412.88 | 22.58 |
| | United Enterprises | - | 0.28 |
| | Nexzone Buildcon LLP | 6.02 | - |
| | Matrix Waste Management Private Limited | 4.66 | - |
| | Suyog Developers | 95.34 | 96.96 |
| | Parmeet Mayur Shah | 17.62 | - |
| | Nexzone Energy Utilities LLP | 75.76 | 69.97 |

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| Type of Transaction | Particular | For the Year ended 31 March ,2024 | For the Year ended 31 March ,2023 |
|---|---|---|---|
| Trade Payable | Marathon Realty Private Limited | 29.69 | 371.64 |
| | Matrix Waste Management Private Limited | 191.78 | - |
| | Ixoxi Equip - Hire LLP | 107.73 | 88.93 |
| | Marathon Ener-gen LLP | - | 5.31 |
| | IXOXI Construction LLP | 209.95 | 162.22 |
| | Matrix Enclaves Project Development Private L | 0.38 | 0.92 |
| | Nexzone Buildcon LLP | 20.23 | 14.66 |
| | Nexzone Fiscal Services Private Limited | 1.09 | 15.96 |
| | United Enterprises | 1.23 | 0.31 |
| | United Builders | 3.74 | - |
| | Suyog Developers | 33.89 | - |
| | Nexzone Energy Utilities LLP | 29.52 | 0.22 |
| 0% Redeemable Non-Cumulative Preference shares | Matrix Enclaves Projects Development Private I | 776.27 | 693.10 |

Note 54.1:-

1. The Group has entered into an agreement with Matrix Waste Management Private Limited for area or revenue sharing of 12.5% of revenue generated from the earmarked area for which development rights have been acquired by the Group.
2. The Group has entered into an agreement with Ithaca Informatics Private Limited (merged with Marathon Realty Private Limited w.e.f 01.04.2016) for revenue or area sharing based on 12.5% of revenue generated from the developed area for which development rights have been acquired by the Group.
3. Pursuant to an agreement, the Group has given advances to explore for the opportunities in a project to Marathon Realty Private Limited., with whom it is going to jointly execute the said project. At periodic intervals surplus amount are returned as they are not immediately required for the project.
4. Group had entered in to related party transaction with United Builder to sale the FSI generated from Neo square project & consideration is on kind i.e. 60% of revenue from sale of earmarked are of the project Zaver Arcade. The earmarked area is still unsold.

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## Note 55:- Particulars of Consolidation

I. Entity considered for Consolidation

| Sr. No. | Name of the Entity | % of ownership as on | | Nature of Interest | Principal Activities |
|---|---|---|---|---|---|
| | | 31 March 2024 | 31 March 2023 | | |
| 1 | Marathon Nextgen Township Private Limited (MNTPL) | 100% | 100% | Wholly owned Subsidiary | Real Estate |
| 2 | Sanvo Resorts Private Limited | 91% | 91% | Subsidiary | Real Estate |
| 3 | Terrapolis Assets Private Limited | 100% | 100% | Subsidiary | Real Estate |
| 4 | Nexzone Fiscal Services Private Limited (w.e.f. 10th October 2023) | 90% | 0% | Subsidiary | Real Estate |
| 5 | Swayam Realtors & Traders LLP | 40% | 40% | Joint Venture | Real Estate |
| 6 | Columbia Chrome (I) Private Limited | 40% | 40% | Joint Venture | Real Estate |

## Note 56:- Disclosure as required under Ind AS 112

(a) Details of Non-Wholly Owned Subsidiaries that have Material Non-Controlling Interest

| Sr.No. | Name of the Subsidiary | Proportion of Ownership and voting rights held by Non-Controlling Interests | | Profit/(Loss) after Tax allocated to Non-Controlling Interests | | Accumulated Non-controlling Interest | |
|---|---|---|---|---|---|---|---|
| | | 31 March 2024 | 31 March 2023 | 31 March 2024 | 31 March 2023 | 31 March 2024 | 31 March 2023 |
| 1 | Sanvo Resorts Private Limited | 9% | 9% | 236.02 | 269.58 | 1,046.76 | 810.74 |
| 2 | Nexzone Fiscal Services Private Limited | 10% | 0% | -5.50 | - | 120.36 | - |

Summarized financial information in respect of each of the Group's subsidiaries that has material non controlling interests is set out below. The summarized financial information below represents amounts before intergroup eliminations.

(i) Sanvo Resorts Private Limited

| Particular | 31 March 2024 | 31 March 2023 |
|---|---|---|
| Current Assets | 46,797.78 | 54,344.59 |
| Non-Current Assets | 23,626.77 | 21,667.77 |
| **Total Assets (A)** | 70,424.55 | 76,012.36 |
| Current Liabilities | 41,510.20 | 43,907.33 |
| Non-Current Liabilities | 17,286.52 | 23,099.67 |
| **Total Liabilities (B)** | 58,796.72 | 67,007.00 |
| **Net Assets C= (A-B)** | 11,627.83 | 9,005.36 |
| Equity Interest Attributable to the owners | 10,581.06 | 8,194.62 |
| **Non-Controlling Interest** | 1,046.76 | 810.74 |

(ii) Nexzone Fiscal Services Private Limited

| Particular | 31 March 2024 | 31 March 2023 |
|---|---|---|
| Current Assets | 16,939.69 | 54,344.59 |
| Non-Current Assets | 449.30 | 21,667.77 |
| **Total Assets (A)** | 17,388.99 | 76,012.36 |
| Current Liabilities | 12,952.54 | 43,907.33 |
| Non-Current Liabilities | 3,232.94 | 23,099.67 |
| **Total Liabilities (B)** | 16,185.49 | 67,007.00 |
| **Net Assets C= (A-B)** | 1,203.51 | 9,005.36 |
| Equity Interest Attributable to the owners | 1,083.15 | |
| Non-Controlling Interest | 120.36 | |

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**Marathon Nextgen Realty Limited**
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**Note 57:- Interest in Joint Venture**

The Group has interest in following joint ventures as given below. The group's interest in these joint ventures are accounted for using equity method in the consolidated financial statements

**(i) Joint venture in which group is a co-venturer**

| Sr. No. | Name of Entity | % of holding | | Principle Activities |
|---|---|---|---|---|
| | | 31 March 2023 | 31 March 2022 | |
| 1 | Columbia Chrome (I) Private Limited | 40% | 40% | Real Estate |
| 2 | Swayam Realtors & Traders LLP | 40% | 40% | Real Estate |

**(ii) Summarized financial information of the joint venture, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements is as follows:**

| Summarized Balance sheet | Columbia Chrome (I) Private Limited | | Swayam Realtors & Traders LLP | |
|---|---|---|---|---|
| | 31 March 2024 | 31 March 2023 | 31 March 2024 | 31 March 2023 |
| Proportion of ownership interest held by the Group at the year end | 40% | 40% | 40% | 40% |
| Non-current assets | 335.00 | 338.15 | 73,675.29 | 82,744.52 |
| Current assets | 202.33 | 200.37 | 31,859.57 | 93,514.86 |
| **Total Assets (A)** | **537.33** | **538.52** | **1,05,534.86** | **1,76,259.38** |
| Non-current liabilities | - | - | 26,721.79 | 50,652.51 |
| Current liabilities | 800.90 | 315.47 | 60,601.05 | 57,586.56 |
| **Total Liabilities (B)** | **800.90** | **315.47** | **87,322.84** | **1,08,239.07** |
| **Net Assets (A-B)** | **(263.57)** | **223.04** | **18,212.02** | **68,020.31** |
| Group's share of net assets (Carrying amount of interest in Joint Venture) | - | - | 7,284.81 | 27,208.12 |
| Withdrawal of share by Group | - | - | - | (23,428.84) |
| **Net Share of Group** | - | - | **7,284.81** | **3,779.29** |
| **Group share in Contingent Liabilities** | - | - | 140.27 | 140.27 |
| **Commitments** | - | - | - | - |

| Summarized Profit and Loss A/c | Columbia Chrome (I) Private Limited | | Swayam Realtors & Traders LLP | |
|---|---|---|---|---|
| | 31 March 2024 | 31 March 2023 | 31 March 2024 | 31 March 2023 |
| Total Revenues (A) | - | - | 68,274.21 | 20,070.29 |
| Total Expenses [including tax expense] (B) | 83.91 | 75.28 | 59,510.46 | 17,243.04 |
| **Profit/ (Loss) (A-B)** | **(83.91)** | **(75.28)** | **8,763.74** | **2,827.25** |
| Deferred Tax | - | - | (15.03) | 97.73 |
| Other Comprehensive Income (OCI) | | - | (15.00) | (10.51) |
| Total Comprehensive Income for the year | **(83.91)** | (75.28) | **8,763.77** | **2,719.02** |
| **Group's share of profit for the year** | - | (0.90) | 3,505.51 | 1,087.61 |

**Reconciliation of carrying amount**

| Particulars | Columbia Chrome (I) Private Limited | | Swayam Realtors & Traders LLP | |
|---|---|---|---|---|
| | 31 March 2024 | 31 March 2023 | 31 March 2024 | 31 March 2023 |
| Cost of investment in the beginning of the year | - | 0.90 | 3,779.29 | 26,120.52 |
| Addition / Withdrawal of share by Group [Refer Note 6.1] | - | - | - | (23,428.84) |
| Share of group in the Net Assets of the Joint Venture | - | (0.90) | 3,505.51 | 1,087.61 |
| **Carrying Value of investment** | - | - | **7,284.80** | **3,779.29** |

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Note 58:- Additional Information, as required under Schedule III to the Companies Act, 2013, of Consolidated Entities

a. Statement of Net Assets and Profit/Loss and Other Comprehensive Income considered in Consolidated Financial Statements

| Name of the entity in the Group | Net Asset i.e.total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated Net assets | As at 31st March 2024 | As % of consolidated profit or loss | Year ended 31st March 2024 | As % of consolidated OCI | Year ended 31st March 2024 | As % of total comprehensive income | Year ended 31st March 2024 |
| **Parent** | | | | | | | | |
| Marathon Nextgen Realty Limited | 81.37% | 81,011.96 | 54.13% | 9,011.91 | -190.53% | (1.20) | 54.12% | 9010.71 |
| **Indian Subsidiaries** | | | | | | | | |
| Marathon Nextgen Township Private Limited | (3.58%) | (3,565.85) | (0.02%) | (3.53) | 0.00% | - | (0.02%) | (3.53) |
| Sanvo Resort Private Limited | 11.68% | 11,627.83 | 14.34% | 2,386.89 | (69.35%) | (0.44) | 14.33% | 2386.46 |
| Terrapolis Assets Private Limited | 2.01% | 2,003.57 | 10.79% | 1,796.06 | 359.88% | 2.27 | 10.80% | 1798.33 |
| Nexzone Fiscal Services Private Limited | 1.21% | 1,203.51 | | (49.50) | | | | (49.50) |
| **Indian Joint Ventures** | | | | | | | | |
| (Investment as per the equity method) | | | | | | | | |
| 1. Columbia Chrome (I) Private Limited | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | 0.00 |
| 2. Swayam Realtors & Traders LLP | 7.32% | 7,284.81 | 21.06% | 3,505.51 | 0.00% | - | 21.06% | 3505.51 |
| **Total** | **100.00%** | **99,565.82** | **100.30%** | **16,647.35** | **100.00%** | **0.63** | **100.30%** | **16,647.98** |

b.

| Name of the entity in the Group | Net Asset i.e.total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated Net assets | As at 31st March 2023 | As % of consolidated profit or loss | Year ended 31st March 2023 | As % of consolidated OCI | Year ended 31st March 2023 | As % of total comprehensive income | Year ended 31st March 2023 |
| **Parent** | | | | | | | | |
| Marathon Nextgen Realty Limited | 83.47% | 65,537.95 | 66.74% | 8,074.25 | 55.84% | (10.38) | 66.75% | 8,063.87 |
| **Indian Subsidiaries** | | | | | | | | |
| Marathon Nextgen Township Private Limited | (0.01%) | (7.70) | (0.01%) | (1.57) | 0.00% | - | (0.01%) | (1.57) |
| Sanvo Resort Private Limited | 11.47% | 9,005.35 | 22.58% | 2,731.96 | 33.35% | (6.20) | 22.56% | 2,725.76 |
| Terrapolis Assets Private Limited | 0.26% | 205.24 | 1.71% | 206.46 | 10.81% | (2.01) | 1.69% | 204.45 |
| **Indian Joint Ventures** | | | | | | | | |
| (Investment as per the equity method) | | | | | | | | |
| 1. Columbia Chrome (I) Private Limited | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | 0.00 |
| 2. Swayam Realtors & Traders LLP | 4.81% | 3,779.29 | 8.99% | 1,087.61 | 0.00% | - | 9.00% | 1087.61 |
| **Total** | **100.00%** | **78,520.13** | **100.00%** | **12,098.71** | **100.00%** | **(18.59)** | **100.00%** | **12,080.12** |

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**Note 59:- Additional regulatory information**

i There are no proceedings initiated or are pending against the Group for holding any benami property under the Prohibition of Benami Transactions Act, 1988 and rules made thereunder.

ii The Group does not have any transactions with companies struck off.

iii The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

iv The group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

v The Group has not advanced or given loans or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

vi The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

vii The Group do not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

viii Ratio (Continuing operations) :

| No. | Particulars | Numerator | Denominator | Mar 31,2024 | Mar 31,2023 | Variation | Reason for variance |
|---|---|---|---|---|---|---|---|
| (a) | Current Ratio | Current Assets | Current Liabilities | 2.02 | 2.05 | (1.42%) | |
| (b) | Debt-Equity Ratio | Total Debt | Shareholders Equity | 0.76 | 1.11 | (31.73%) | Decrease in debt |
| (c) | Debt Service Coverage Ratio | Earnings for debt service = Earnings before interest and tax | Debt service = Interest + Principal Repayments | 0.78 | 0.65 | 19.54% | Increase in EBIT |
| (d) | Return on Equity Ratio | Net Profits after taxes – Preference Dividend (if any) | Average Shareholder's Equity | 0.19 | 0.17 | 11.02% | Increase in share of profit from Joint Venture |
| (e) | Inventory turnover ratio | Cost of goods sold | Average Inventory | 0.74 | 0.80 | (8.17%) | Decrease in sale as compare to previous year |
| (f) | Trade Receivables turnover ratio | Net credit sales = Gross credit sales - sales return | Avg. Accounts Receivable | 36.53 | 21.54 | 69.59% | Increase in average collection days |
| (g) | Trade payables turnover ratio | Net credit purchases = Gross credit purchases - purchase return | Average Trade Payables | 1.15 | 1.22 | (5.85%) | Increase in trade payable ratio on account of increased in credit purchase |
| (h) | Net profit ratio | Net Profit | Total Income | 0.22 | 0.16 | 40.01% | Increase in Net profit |
| (j) | Return on Investment | Share of Profit | Investment in Firm | 0.48 | 0.29 | 67.21% | Increase in share of profit from Joint venture |
| (k) | Operating profit Margin (%) | Earning before interest and taxes | Revenue from operations | 0.33 | 0.33 | (1.07%) | Increase in share of profit from Joint Venture |
| (l) | Return on Net Worth (%) | Total comprehensive income for the year, net of tax | Net worth | 0.17 | 0.15 | 8.68% | Increase in share of profit from Joint venture |

**Note 60:- Dividend on Equity Shares**

The Board of Directors of the Company has proposed dividend of ₹. 1/- (₹. 1/-) per equity share for the financial year 2023-24. The payment of dividend is subject to approval of the shareholders in the ensuing Annual General Meeting of the Company.

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

**Note 61:- Warrant**

During the year, the Company has issued 48,00,000 equity shares having face value of ₹5/- each at a premium of ₹ 130/- per equity share on exercise of the option of conversion of the equity warrants in terms of the Preferential allotment of the shares.

**Note 62:-Audit Trail**

The Group has maintained proper books of account as prescribed under Section 128(1) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (as amended). The books of accounts are maintained in electronic mode. Back-ups of books of account and other relevant books and papers maintained in electronic mode are kept as per the policy of the Group. The back-up of the accounting systems are kept in a server physically located in India and is done on a daily basis.

The Group is using accounting software/s for maintaining its books of account which has a feature of recording audit trail (edit log) facility at application level and the same has operated throughout the year for all relevant transactions recorded in the software/s. Further there were no instances of audit trail feature being tampered with in respect of these software/(s).

**Note 63:- Other Significant Notes:-**

i. Previous Year's figure have been regrouped/rearranged, wherever necessary.

For Rajendra & Co.
Chartered Accountants
ICAI Firm Registration No. 108355W

Akshay Shah
Partner
Membership No. 103316
Place: Mumbai
Date: May 28,2024

For and on behalf of the Board of Directors

Chetan R. Shah
Chairman and Managing Director
DIN: 00135296

Mayur R. Shah
Director
DIN: 00135504

Yogesh Patole
Company Secretary
M.No. A48777

Place: Mumbai
Date: May 28,2024

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

**RAJENDRA & CO.**
CHARTERED ACCOUNTANTS
*1311 Dalamal Tower 211 Nariman Point Mumbai 400021 Tel : 6630 6735 / 2283 4266 E-mail : contact@rajendraco.com*

## INDEPENDENT AUDITORS' REPORT

## TO THE MEMBERS OF MARATHON NEXTGEN REALTY LIMITED

### Report on the Consolidated Financial Statements

### Opinion

We have audited the accompanying Consolidated Financial Statements of **Marathon Nextgen Realty Limited** (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and Joint Ventures, which comprise the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated statement of Profit and Loss, the Consolidated statement of changes in equity and the Consolidated cash flows Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Group and its Joint Ventures as at 31st March,2023, of Consolidated profit, Consolidated changes in equity and its Consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, and its Joint Ventures in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended 31st March,2023. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

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**1. Investment in joint ventures and loans to related entities.**
**(Refer note no 6A, 6B, 7 & 17 of Consolidated Financial Statements)**

**Recoverability of investment in joint ventures and other related entities:** The Group's investments in joint ventures and other related entities are carried at cost less any diminution in value, if any. The investments are assessed for impairment at each reporting date. The impairment assessment involves the use of estimates and judgements. The identification of impairment event and the determination of an impairment charge also require the application of significant judgement by the Group. The judgement, in particular, is with respect to the timing, quantity and estimation of projected cash flows of the real estate projects in these underlying entities. In view of the significance and quantum of these investments aggregating to Rs.16,994.91/- lakhs representing 7.89% of total Assets, we consider valuation / impairment of investments in joint ventures and related entities to be a key audit matter.

**How the matter was addressed in our audit**

Our audit procedures included:

- Evaluating design and implementation and testing operating effectiveness of controls over the Group's process of impairment assessment and approval of forecasts.
- Assessing the financial position of the joint ventures, assessing profit history and project details of those joint ventures.
- Testing the assumptions and understanding the forecasted cash flows of joint ventures based on our knowledge of the Group and the markets in which they operate.
- Assessing the comparability of the forecasts with historical information.
- Analysing the possible indications of impairment and understanding Group's assessment of those indications.
- Considering the adequacy of disclosures in respect of the investment in joint ventures.

**Recoverability of loans in the nature of project advances to related entities:** The Group has extended loans to related entities aggregating to Rs. 1,02,782.85 Lakhs representing to 47.73% of Total Assets. These are assessed for recoverability at each period end. Due to the nature of the business in the real estate industry, the Group is exposed to heightened risk in respect of the recoverability of the loans granted to the related parties. In addition to nature of business, there is also significant judgment involved as to the recoverability of the project specific loans. This depends on property developments projects being completed over the time period specified in agreements. We have identified measurement of loans to group entities as key audit matter because recoverability assessment involves Company's significant judgement and estimate.

**How the matter was addressed in our audit**

Our procedures included:

- Evaluating the design and implementation and testing operating effectiveness of key internal controls placed around the impairment assessment process of the recoverability of the loans/financial instruments.
- Assessing the net worth of joint ventures on the basis of latest available financial statements.
- Assessing the controls for grant of new loans and sighting the Board approvals obtained.
- Tracing loans advanced / repaid during the year to bank statement.
- Obtaining confirmations to assess completeness and existence of loans and advances given to joint ventures / group entities as on 31st March,2023.

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**Other Information**

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

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

When we read the above mentioned reports, if we conclude that other information is materially inconsistent with the financial statements we are required to communicate the matter to those charged with governance as required under SA 720 "The Auditor's responsibilities relating to Other Information".

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group including its Joint Ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and its Joint Ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and its Joint Ventures are responsible for assessing the ability of the Group and its Joint Ventures 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its Joint Ventures are responsible for overseeing the financial reporting process of the Group and its Joint Ventures.

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

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standard on Auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.
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 Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its Joint Ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and Joint Ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its Joint Ventures of which we are independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

The Consolidated financial Statements includes financial statements of

a) 2 subsidiaries, whose financial statements reflects total assets of Rs. 32,879.22 Lakhs as at 31st March, 2023, and total revenues of Rs. 4,366.52 Lakhs, total Net Loss after tax of Rs 681.52 Lakhs and total comprehensive loss Rs 2.01 Lakhs for year ended on that date and net cash outflow of Rs 46.64 Lakhs for the year ended 31st March, 2023 as considered in the Statement which have been audited by their respective independent auditors.

b) 2 Joint Ventures whose financial statements reflect Group's share of net profit (including other comprehensive income) of Rs 1,087.61 Lakhs for the year ended 31st March, 2023, as considered in the Statement which have been audited by their respective independent auditors.

The independent auditors report on the financial statement of the entities referred above have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the Subsidiaries and Joint Venture, is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph above. Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

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b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Profit and Loss statement (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary and joint venture Company incorporated in India, none of the directors of the Group and its joint venture Company incorporated in India is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in **"Annexure A"**, which is based on the auditors' reports of the Group and joint venture Company incorporated in India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on consideration of the report of the other auditors on separate financial statements:

i. The Consolidated Financial Statements disclose the impact of pending litigations on its Consolidated Financial Position of the Group and its joint ventures – Refer Note 42 to the Consolidated Financial Statements.

ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. The Company informs us that on account of technical issue with its bankers, unpaid dividend to the extent of Rs. 8.32 lakhs, as at date of this report, is yet to be transferred to the Investor Education and Protection Fund.

iv. (a) The respective Management of the Holding Company and its subsidiary company incorporated in India whose financial statements have been audited under the Act has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

(b) The respective Management of the Holding Company and its subsidiary company, incorporated in India whose financial statements have been audited under the Act has represented to us that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and

(c) Based on the audit procedures performed by us as considered reasonable and appropriate in the circumstances, nothing has come to our notice that cause us to believe that the representation given by the Management under paragraph (3) (g) (iv) (a) and (b) above contain any material misstatement.

v. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of Dividend proposed is in accordance with Section 123 of the Act, as applicable

2. With respect to the matters specified in paragraphs 3(xxi) of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report and according to the information and explanations given to us, and based on the CARO report issued by Auditors of the Subsidiary Company, included in the consolidated financial statements to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks given in the CARO report of the Subsidiary company.

3. Proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable from 1st April, 2023 and accordingly, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 is not applicable to the Company for the financial year ended 31st March, 2023.

For **Rajendra & Co.**
Chartered Accountants
Firm Registration No 108355W

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**A. R. Shah**
Partner
Membership No. 047166
UDIN: 23047166BGQSFN3926
Place: Mumbai
Date: 24th May, 2023

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**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MARATHON NEXTGEN REALTY LIMITED**

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

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

**Opinion**

In conjunction with our audit of the Consolidated Financial Statements of the Holding Company as of and for the year ended 31st March, 2023, we have audited the internal financial controls with reference to consolidated financial statements of **MARATHON NEXTGEN REALTY LIMITED** (hereinafter referred to as "the Holding Company"), its Subsidiary (together "the Group") and its joint venture company incorporated in India, as of that date.

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in the Other Matters paragraph, the Group and its joint venture company incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to Consolidated financial statements were operating effectively as at 31st March,2023, based on the internal control with reference to Consolidated financial statements criteria established by the Holding 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 Responsibility for Internal Financial Controls**

The respective Board of Directors of the Group and its joint venture company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by Holding Company, considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Group and its joint venture company incorporated in India, internal financial controls with reference to Consolidated 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 consolidated financial statements was 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 system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to

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consolidated 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 Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group and its joint venture company incorporated in India, internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls with reference to consolidated financial statements**

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls with reference to Consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other Matters**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one subsidiary and one joint venture company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

For **Rajendra & Co.**
Chartered Accountants
Firm Registration No 108355W

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**A. R. Shah**
Partner
Membership No. 047166
UDIN: 23047166BGQSFN3926
Place: Mumbai
Date: 24th May, 2023.

Marathon Nextgen Realty Limited

## Consolidated Balance Sheet as at 31 March 2023

(₹ in Lakhs)

| Particulars | Note No. | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|
| **ASSETS** | | | |
| 1 Non-current assets | | | |
| (a) Property, Plant and Equipment | 3 | 830.43 | 861.21 |
| (b) Investment Property | 4 | 14,948.47 | 15,204.21 |
| (c) Goodwill on consolidation | 5 | 12,522.52 | 12,522.52 |
| (d) Investment in Joint Ventures | 6A | 3,779.29 | 36,120.52 |
| (e) Financial Assets | | | |
| (i) Investments | 6B | 695.38 | 1,018.87 |
| (ii) Loans | 7 | 77,900.01 | 36,843.26 |
| (iii) Other Financial Assets | 8 | 830.06 | 936.86 |
| (f) Deferred Tax Assets (Net) | 9A | 6.68 | 410.28 |
| (g) Income Tax Assets (Net) | 10 | 581.46 | 417.44 |
| (h) Other Non-current Assets | 11 | 347.06 | 429.86 |
| Total Non - Current Assets | | 1,12,439.38 | 1,14,781.03 |
| 2 Current assets | | | |
| (a) Inventories | 12 | 31,786.30 | 34,704.56 |
| (b) Financial Assets | | | |
| (i) Investment | 13 | 413.55 | - |
| (ii) Trade Receivables | 14 | 4,333.10 | 3,790.06 |
| (iii) Cash and Cash Equivalents | 15 | 3,097.38 | 1,689.47 |
| (iv) Bank balances other than (iii) above | 16 | 4,780.81 | 4,567.85 |
| (v) Loans | 17 | 27,064.36 | 24,497.38 |
| (vi) Other Financial Assets | 18 | 6,266.33 | 4,405.52 |
| (c) Other Current Assets | 19 | 5,139.48 | 5,462.67 |
| **Total Current Assets** | | 1,02,881.51 | 99,117.51 |
| **Total Assets (1+2)** | | 2,15,320.89 | 2,13,898.54 |
| **EQUITY AND LIABILITIES** | | | |
| 1 EQUITY | | | |
| (a) Equity Share Capital | 20 | 2,316.21 | 2,300.00 |
| (b) Other Equity | | | |
| (i) Equity Attributable to the owner of the company | 21 | 76,203.93 | 62,638.52 |
| (c) Non Controlling Interest | 22 | 810.74 | 541.16 |
| **Total Equity** | | 79,330.88 | 65,479.68 |
| **LIABILITIES** | | | |
| 2 Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 23 | 77,915.97 | 89,071.08 |
| (ii) Other Financial Liabilities | 24 | 391.35 | 590.39 |
| (b) Provisions | 25 | 7,375.16 | 2,839.74 |
| (c) Other Non Current Liabilities | 26 | 27.95 | 31.81 |
| (d) Deferred Tax Liabilities (Net) | 9B | 64.69 | 12.80 |
| **Total Non - Current Liabilities** | | 85,775.12 | 92,545.82 |
| 3 Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 27 | 8,967.94 | 19,627.41 |
| (ii) Trade Payables | | | |
| Total outstanding dues of micro and small enterprises | 28a | 1,622.11 | 1,010.60 |
| Total outstanding dues of other than micro and small enterprises | 28b | 4,287.71 | 3,527.38 |
| (iii) Other Financial Liabilities | 29 | 4,994.09 | 1,720.71 |
| (b) Provisions | 30 | 659.92 | 341.45 |
| (c) Income Tax liabilities (net) | 10A | 1,377.90 | 230.83 |
| (d) Other Current Liabilities | 31 | 28,305.22 | 29,414.64 |
| **Total Current Liabilities** | | 50,214.89 | 55,873.04 |
| **Total Equity and Liabilities (1+2+3)** | | 2,15,320.89 | 2,13,898.54 |
| See accompanying notes forming part of the financial statements | 1-62 | | |

In terms of our report attached

For Rajendra & Co.
Chartered Accountants
ICAI Firm Registration No. 108355W

A. R. Shah
Partner
Membership No. 047166
Place: Mumbai
Date: May 24,2023

For and on behalf of the Board of Directors

Chetan R. Shah
Chairman & MD
DIN: 00135296
Place: Mumbai
Date: May 24,2023

S. Ramamurthi
CEO & WTD
DIN: 00135602

K. S. Raghavan
Company Secretary

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

**Marathon Nextgen Realty Limited**

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

(₹ in Lakhs except Earning Per Share)

| | Particulars | Note No. | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|---|---|
| I | Revenue from Operations | 32 | 71,653.43 | 30,609.22 |
| II | Other Income | 33 | 4,240.91 | 3,812.84 |
| III | TOTAL INCOME (I+II) | | 75,894.34 | 34,422.06 |
| IV | Expenses | | | |
| | (a) Project Development Expenses | 34 | 39,796.58 | 23,614.53 |
| | (b) Changes in inventories of finished goods and construction work-in-progress | 35 | 2,918.26 | (4,582.68) |
| | (c) Employee Benefits Expense | 36 | 1,429.01 | 1,116.92 |
| | (d) Depreciation and Amortisation | 39 | 311.83 | 297.72 |
| | (e) Finance Costs | 37 | 12,252.81 | 7,454.57 |
| | (f) Other Expenses | 38 | 3,575.96 | 3,020.22 |
| | TOTAL EXPENSES | | 60,284.45 | 30,921.28 |
| V | PROFIT BEFORE TAX (III-IV) | | 15,609.89 | 3,500.78 |
| VI | Tax Expense: | | | |
| | (a) Current Tax | 40 | 3,873.00 | 1,060.00 |
| | (b) Deferred Tax | 40 | 460.88 | 145.80 |
| | (c) Excess provision of Tax related to earlier periods | 40 | (5.28) | (63.05) |
| | TOTAL TAX EXPENSES | | 4,328.60 | 1,142.75 |
| VII | PROFIT FOR THE YEAR(V-VI) | | 11,281.29 | 2,358.03 |
| VIII | Share of Profit / (Loss) in Joint Ventures | | 1,087.61 | 1,531.20 |
| IX | Profit for the year (VII+VIII) | | 12,368.90 | 3,889.23 |
| X | OTHER COMPREHENSIVE INCOME (OCI) | | | |
| | Items that will not be reclassified subsequently to Profit or Loss | | | |
| | (i) Remeasurement of Defined Benefit Obligation | | (24.58) | (26.61) |
| | (ii) Income Tax effect on above remeasurement | 9 | 5.41 | 6.78 |
| | TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) [NET OF TAX] | | (19.17) | (19.83) |
| XI | TOTAL COMPREHENSIVE INCOME FOR THE YEAR | | 12,349.73 | 3,869.40 |
| | Profit for the year attributable to: | | | |
| | (i) Owners of the Company | | 12,098.74 | 3,852.01 |
| | (ii) Non-controlling interest | | 270.19 | 37.22 |
| | Other Comprehensive Income for the year attributable to: | | 12,368.93 | 3,889.23 |
| | (i) Owners of the Company | | (18.59) | (19.57) |
| | (ii) Non-controlling interest | | (0.61) | (0.26) |
| | Total Comprehensive Income for the year attributable to: | | (19.20) | (19.83) |
| | (i) Owners of the Company | | 12,080.15 | 3,832.44 |
| | (ii) Non-controlling interest | | 269.58 | 36.96 |
| | Total Comprehensive Income for the year | | 12,349.73 | 3,869.40 |
| XII | EARNING PER EQUITY SHARE (FACE VALUE OF ₹ 5) IN ₹ | | | |
| | (1) Basic | 41(e) | 26.12 | 8.37 |
| | (2) Diluted | 41(f) | 25.21 | 8.36 |
| | See accompanying notes forming part of the financial statements | | | |

In terms of our report attached

**For Rajendra & Co.**
Chartered Accountants
ICAI Firm Registration No. 108355W

**A. R. Shah**
**Partner**
Membership No. 047166

Place: Mumbai
Date: May 24,2023

For and on behalf of the Board of Directors

**Chetan R. Shah**
Chairman & MD
**DIN: 00135296**

**S. Ramamurthi**
CFO & WTD
**DIN: 00135602**

**K. S. Raghavan**
Company Secretary

Place: Mumbai
Date: May 24,2023

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

**Marathon Nextgen Realty Limited**

(Currency in INR Lakhs)

## Consolidated Cash Flow Statement for the year ended 31 March 2023

| Particulars | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax | 15,609.89 | 3,500.78 |
| Adjustment for: | | |
| Depreciation/ Amortisation | 317.35 | 302.07 |
| Finance Cost | 12,252.81 | 7,454.57 |
| Interest Income | 3,528.52 | (3,169.32) |
| Profit on sale of Properties, Plants and Equipments | 0.13 | - |
| Fair value of investment through Profit and Loss Account | (13.79) | (15.14) |
| Share of Profit / (loss) of Joint Ventures | 628.84 | 1,531.20 |
| Employee Stock Option Compensation | 47.63 | 196.74 |
| **Operating profit before Working Capital changes** | **32,371.38** | **9,800.90** |
| Adjustments for changes in Working capital | | |
| (Increase)/Decrease in Inventories | 2,918.26 | (4,382.68) |
| (Increase)/Decrease in Trade Receivables | (543.04) | 1,235.43 |
| (Increase)/Decrease in Other Financial Assets - Non current and current | (1,734.01) | 70.77 |
| Increase/(Decrease) in Other Non current and current Assets | 405.99 | (2,501.47) |
| Increase/(Decrease) in Trade Payables and other Payable | 1,371.84 | (616.45) |
| (Increase)/Decrease in Other Financial Liabilities - Non current and current | 3,087.45 | 606.24 |
| Increase/(Decrease) in Other Non current and current Liabilities | (1,113.28) | 5,099.87 |
| Increase/(Decrease) in Provisions - Non current and current | 4,755.05 | (37.41) |
| **Cash generated from/ (used in) operations** | **41,519.64** | **9,075.19** |
| Income taxes (paid) (Net) | (2,888.69) | (1,441.76) |
| **Net Cash from / (used in) operating activities** | **38,630.95** | **7,633.43** |
| B CASH FLOW FROM INVESTING ACTIVITIES | | |
| Proceeds from sale of property, plant & equipment | (30.98) | (148.83) |
| Acquisition of Non-current investments [Refer Note 6.1] | 22,800.00 | (925.74) |
| Movement in other Bank Balances | (212.96) | (500.62) |
| Interest & Dividend received on Investments | (3,528.52) | 3,169.32 |
| Loan and advances given (Net) | (23,623.73) | (13,959.93) |
| Investment in Preference share | - | (2,131.20) |
| Investment in Joint Venture Investment | - | (23,038.32) |
| **Net Cash from/(used in) investing activities** | **(4,596.19)** | **(37,535.32)** |
| C CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceed /(Repayment) of Long term and short term borrowings (net) | (21,814.57) | 34,804.29 |
| Finance cost paid | (12,252.81) | (7,454.57) |
| Proceeds from issue of Share warrant [Refer Note 61] | 1,620.00 | - |
| Proceed on issue of Shares under options [Refer Note 46] | 64.82 | - |
| Dividend Paid | (230.98) | - |
| **Net Cash from/(used in) financing activities** | **(32,613.54)** | **27,349.72** |
| **Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)** | **1,421.22** | **(2,552.17)** |
| Cash and Cash Equivalents (Opening balance) | 1,579.73 | 4,131.90 |
| Cash and Cash Equivalents (Closing balance) | 3,000.95 | 1,579.73 |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | 1,421.22 | (2,552.17) |

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

Marathon Nextgen Realty Limited

(Currency in INR Lakhs)

DISCLOSURE AS REQUIRED BY IND AS 7

Note A:- Reconciliation of cash and cash equivalents with the balance sheet

| Particular | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| Cash and cash equivalents | 6.47 | 13.24 |
| **Balances with banks** | | |
| - In current accounts | 3,091.11 | 1,676.23 |
| - Margin money with Bank and NBFC - original maturity of 3 months or less | - | - |
| **Sub Total** | **3,097.58** | **1,689.47** |
| Less:- Book Draft shown in Note No.29 | (96.63) | (109.74) |
| **Total** | **3,000.95** | **1,579.73** |

**Reconciliation of liabilities arising from financing activities**

| | Particulars | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|---|
| 1. | Long term Borrowings | | |
| | **Opening Balance** | 1,01,091.83 | 68,712.39 |
| | Cashflow (outflow)/inflow | (14,629.88) | 32,193.00 |
| | Fair Value Changes | (421.96) | (186.44) |
| | **Closing Balance** | **86,883.91** | **1,01,091.83** |
| 2. | Lease Liabilities | | |
| | **Opening Balance** | **562.46** | 501.90 |
| | Cash flow (outflow)/inflow | (283.46) | 38.18 |
| | Fair Value Changes | 26.90 | 22.38 |
| | **Closing Balance** | **305.90** | **562.46** |

**Note B:-** The amount of undrawn Borrowing Facility & Bank overdraft is ₹. 4,750.00/- Lakhs that will be available for future operating activities and to settle the capital commitments.

**Note C:-** Previous year's figures have been regrouped /reclassified wherever necessary to corresponds with the current year's classification / disclosures.

**Note D:-** The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS) 7 - "Statement of Cash Flows"

For Rajendra & Co.
Chartered Accountants
ICAI Firm Registration No. 108355W

**For and on behalf of the Board of Directors**

| A. R. Shah | Chetan R. Shah | S. Ramamurthi | K. S. Raghavan |
|---|---|---|---|
| Partner | Chairman & MD | CFO & WTD | Company Secretary |
| Membership No. 047166 | DIN: 00135296 | DIN: 00135602 | |

Place: Mumbai
Date: May 24,2023

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Place :Mumbai
Date : May 24,2023

Marathon Nextgen Realty Ltd. MUMBAI

Marathon Nextgen Realty Limited

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

a) Equity Share Capital (₹ in Lakhs)

| Particulars | No. of shares | Amount |
|---|---|---|
| **Balance As at March 31, 2021** | 4,60,00,000 | **2,300.00** |
| Change for the year | - | - |
| **Balance As at March 31, 2022** | **4,60,00,000** | **2,300.00** |
| Change for the year | 3,24,088 | 16.21 |
| **Balance As at March 31, 2023** | **4,63,24,088** | **2,316.21** |

b) Other Equity

For FY 2021-22 (₹ in Lakhs)

| Particulars | Capital Reserve | Capital Redemption Reserve | Share Option Outstanding Account | General Reserve | Debenture Redemption Reserve | Retained Earnings | Other Comprehensive Income | Total other Equity |
|---|---|---|---|---|---|---|---|---|
| i Balance as at April 1, 2021 | (1,301.19) | 543.73 | 25.24 | 19,478.70 | 68.00 | 39,756.19 | 38.69 | **58,609.36** |
| ii Profit for the Year | - | - | - | - |  | 3,852.01 | - | **3,852.01** |
| iii Remeasurement of defined benefit plan (net off deferred tax) | - | - | - | - |  | - | (19.57) | **(19.57)** |
| iv Transfer to Debenture Redemption Reserve | - | - | - | - | 609.00 | (609.00) | - | - |
| v Amortised amount of share based payments to employees [Refer Note 46] | - | - | 196.72 | - |  | - | - | **196.72** |
| **Balance as at March 31,2022** | **(1,301.19)** | **543.73** | **221.96** | **19,478.70** | **677.00** | **42,999.20** | **19.12** | **62,638.52** |

For FY 2022-23 (₹ in Lakhs)

| Particulars | Capital Reserve | Capital Redemption Reserve | Securities Premium | Share Option Outstanding Account | General Reserve | Debenture Redemption Reserve | Retained Earnings | Other Comprehensive Income | Money Received against share warrant | Total other Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| i Balance as at April 1, 2022 | (1,301.19) | 543.73 | - | 221.96 | 19,478.70 | 677.00 | 42,999.20 | 19.12 | - | **62,638.52** |
| ii Amortised amount of share based payments to employees | - | - | - | 47.64 | - | - | - | - | - | **47.64** |
| iii Amount received on issue of Share warrant [Refer Note 61] | - | - | - | - | - | - | - | - | 1,620.00 | **1,620.00** |
| iv Amount recorded on grant of ESOP during the year | - | - | 48.61 | - | - | - | - | - | - | **48.61** |
| v Transferred to Securities Premium on exercise of stock option | - | - | 195.46 | (195.46) | - | - | - | - | - | - |
| vi Profit for the Year | - | - | - | - | - | - | 12,098.74 | - | - | **12,098.74** |
| vii Dividend paid | - | - | - | - | - | - | (230.99) | - | - | **(230.99)** |
| viii Transferred to General Reserve | - | - | - | - | 677.00 | (677.00) | - | - | - | - |
| ix Remeasurement of defined benefit plan (net off deferred tax) | - | - | - | - | - | - | - | (18.59) | - | **(18.59)** |
| **Balance as at March 31,2023** | **(1,301.19)** | **543.73** | **244.07** | **74.14** | **20,155.70** | - | **54,866.95** | **0.53** | **1,620.00** | **76,203.93** |

The accompanying notes are an integral part of financial statements.

**For Rajendra & Co.**
Chartered Accountants
ICAI Firm Registration No: 108355W

**A. R. Shah**
**Partner**
Membership No. 047166

**Place: Mumbai**
Date: May 24,2023

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

**For and on behalf of the Board of Directors**

**Chetan R. Shah**
Chairman & MD
DIN: 00135296

**S. Ramamurthi**
CFO & WTD
DIN: 00135602

**K. S. Raghavan**
Company Secretary

Place: Mumbai
Date: May 24,2023

Marathon Nextgen Realty Ltd. MUMBAI

## NOTE 1. NATURE OF OPERATIONS

### 1 Corporate Information:-

Marathon Nextgen Realty Limited ("the Company") was incorporated under the provision of the Companies Act, 1956 on 13 January 1978. The Company is a public limited Company domiciled in India and having its registered office at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013

The equity shares of the Company are listed on Bombay Stock Exchange of India Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company is registered with the Ministry of Corporate Affairs under CIN L65990MH1978PLC020080.

The Company is primarily engaged in the business of construction, development and sale of commercial and residential real estate projects. The core business activities are carried out under various business model likes own development, through joint ventures and joint development and other arrangements with third parties.

The consolidated financial statement comprises financial statements of the Company together with its subsidiaries, and Joint Venture (collectively referred to as the 'Group') for the year ended March 31, 2023. The Group is engaged primarily in the business of real estate development.

## NOTE 2. SIGNIFICANT ACCOUNTING POLICIES :-

### 2.1 Basis of preparation of the Financial Statement and its measurement :-

### (a) Statement of Compliance :

These Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the relevant provisions and amendments, as applicable. The Consolidated Financial Statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

These Consolidated financial statements were authorised for issue by the Company's Board of Directors on May 24, 2023.

### (b) Basis of consolidation :

The consolidated financial statements comprise of financial statements of the Company and its subsidiaries and joint arrangements for which the Company fulfils the criteria pursuant to Ind AS 110 and joint Venture within the scope of Ind AS 28.

**Subsidiaries:-**

Subsidiaries are entities controlled by the Company. Control exists if and only if all of the following conditions are satisfied -

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);

(b) Exposure, or rights to variable returns from its involvement with the investee; and

(c) The ability to use its power over the investee to affect the amount of the investors' returns

Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain / loss from such transactions are eliminated upon consolidation. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

<u>Details of subsidiaries considered in the CFS are as under</u>

1. Marathon Nextgen Township Private Limited (MNTPL) :- Wholly Owned Subsidiary
2. Terrapolis Assets Private Limited :- Wholly Owned Subsidiary
3. Sanvo Resorts Private Limited :- Subsidiary through MNTPL (91% holding)

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

**Joint ventures:-**

A joint venture is a type of joint arrangement whereby the parties have joint control of the arrangement and have rights to the net assets of the arrangement. Joint Control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investments in joint venture are accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

The financial statements of joint ventures are prepared for the same reporting period as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

**(c) Functional and presentation currency :**

These consolidated financial statements are presented in Indian rupees (INR), which is the Group's functional currency. All financial information have been presented in Indian rupees (INR) and all amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

**(d) Operating Cycle:-**

The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed. Accordingly, project related assets & liabilities have been classified into current & non-current based on operating cycle of the respective projects.

**(e) Use of estimates and judgements :**

The preparation of the Consolidated financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on the historical experience and other factors, including expectations of future events that may have financial impact on the Group and are believed to be prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialise.

The areas involving critical estimates and judgments are:

**(i) Evaluation of Percentage Completion:-**

Determination of revenues under the percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the financial statements for the period in which such changes are determined.

**(ii) Impairment of Non Financial Assets:**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**(iii) Impairment of Financial Assets:**

The impairment provisions for financial assets are based on assumptions about the risk of default and expected loss rates. The Group 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.

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

(iv) **Estimation of useful life of property, plant and equipments:**

Useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice. Assumptions also need to be made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

(v) **Recognition and Measurement of Defined Benefit Obligations:**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, expected return on plan assets, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post employment benefit obligations.

(vi) **Fair Value Measurement of Financial Instruments:**

When the fair values of the financial assets and liabilities recorded in the Balance Sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation technique. The inputs to these models are taken from the observable market wherever possible, but where this is not feasible, a review of judgement is required in establishing fair values. Any changes in assumptions could affect the fair value relating of financial instruments.

(vii) **Classification of Investment property:**

The Group determines whether a property is classified as investment property or as inventory:

(a) Investment property Group land and buildings that are not occupied for use by, or in the operations of, the Group, nor normally for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. These buildings are rented to tenants and are not intended to be sold in the ordinary course of business.

(b) Inventory comprises property that is held for sale in the ordinary course of business. Principally these are properties that the Group develops and intends to sell before or on completion of construction.

(viii) Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used.

(ix) Estimation on discounting of retention money payable

(f) **Measurement of fair values :**

The Group's accounting policies and disclosures require the measurement of fair values, for financial instruments:-

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. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

• Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

• Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

• Level 3 inputs are unobservable inputs for the asset or liability

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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2.2 **Property, Plant and Equipment :-**

All the items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

**Depreciation methods, estimated useful lives and residual value**

The Group depreciates its property, plant and equipment (PPE) over the useful life on straight line method in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period

Depreciation on additions / deletions is calculated pro-rata from the date of such addition / deletion, as the case maybe.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

2.3 **Investment Properties :-**

Investment property is property held to earn rental income or for capital appreciation or for both, but normally not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Based on technical evaluation and consequent advice, the Management believes a period of 60 years as representing the best estimate of the period over which investment properties are expected to be used. Accordingly, the Company depreciates investment property over a period of 60 years. Any gain or loss on disposal of investment property is recognised in the Statement of Profit and Loss.

2.4 **Inventories :-**

a. Inventories comprise of: (i) Finished Inventories representing unsold premises in completed projects (ii) Construction Work in Progress representing properties under construction / development and

b. Inventories are valued at lower of cost and net realisable value

c. Cost of construction / development is charged to the Statement of Profit and Loss in proportion to the revenue recognised during the period and the balance cost is carried over under Inventory as part of either Construction Work in Progress or Finished inventories. Cost of construction / development includes all costs directly related to the Project (including finance cost attributable to the project) and other expenditure as identified by the Management which are incurred for the purpose of executing and securing the completion of the Project (net off incidental recoveries / receipts) up to the date of receipt of Occupation Certificate of Project from the relevant authorities.

Construction Work in Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Group.

2.5 **Financial Instruments:**

(a) **Financial Assets:-**

**(i) Classification**

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

**(ii) Initial Recognition and Measurement**

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

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**(iii) Subsequent Measurement**

For purposes of subsequent measurement financial assets are classified into two broad categories:

a. Financial asset at fair value

b. Financial asset at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in profit or loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

**(iv) Equity Investments**

All equity investments other than investment in subsidiaries and joint venture are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value Through Profit & Loss (FVTPL). For all other equity instruments, the Group decides to classify the same either as at Fair Value Through Other Comprehensive Income (FVTOCI) or FVTPL. The Company makes such selection on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

(v) A financial asset mainly debt that meets the following 2 conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

• **Business Model Test** : the objective of the Group's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes)

• **Cash Flow Characteristics Test**: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following 2 conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

**Business Model Test** : the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets

**Cash Flow Characteristics Test**: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different basis.

All other financial assets are measured at fair value through profit or loss.

**(v) De-recognition:**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

•The rights to receive cash flows from the asset have expired, or

• The Company has transferred its rights to receive cash flows from the asset.

**(vii) Impairment of Financial Asset**

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

• Financial asset measured at amortised cost

• Financial asset measured at fair value through other comprehensive income

Expected credit losses are measured through a loss allowance at an amount equal to:

• 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

• Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For financial assets other than trade receivables, as per Ind AS 109, the Group recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition.

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The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, considering historical trend, industry practices and the business environment in which the Group operates or any other appropriate basis.

The Group's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

(b) **Financial Liabilities:-**

**(i) Classification**

The Group classifies all financial liabilities as subsequently measured at amortised cost or at fair value through profit or loss.

**(ii) 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 attributable transaction costs

**(iii) Subsequent Measurement**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

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

Any difference between proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of borrowing using the effective interest rate method. Fees paid on the establishment of loan facilities are recognised as transaction cost of the loan to the extent that it is probable that some or all of the facility will be drawn down.

**(iv) Derecognition**

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

**Offsetting of Financial Instruments**

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

(c) **Equity Instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recognised at the proceeds received net off direct issue cost.

**2.6 Cash and Cash Equivalents :-**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, 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.

**2.7 Revenue Recognition :-**

(a) **Revenue from contracts with customers :-**

The Group undertakes the business of construction of residential and commercial properties. The ongoing contracts with customers are construction of residential & commercial buildings, and others.

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The Group has adopted Ind AS 115, Revenue from Contracts with Customers, with effect from 01 April 2018. The Company has applied the following accounting policy for revenue recognition:
Revenue from contract with customer is recognised, on execution of agreement when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for those goods or services excluding any amount received on behalf of third party (such as indirect taxes). An asset created by the Group's performance does not have an alternate use and as per the terms of the contract, the Group has an enforceable right to payment for performance completed till date. Hence the Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time. The Group recognises revenue at the transaction price which is determined on the basis of agreement entered into with the customer. The Group recognises revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation

(b) Dividend Income :-

Dividend Income is accounted when the right to receive the same is established.

(c) Interest Income

Interest income is accounted on accrual basis on a time proportion basis.

(d) Rental Income :-

Rental Income from investment property is recognised in consolidated statement of profit and loss on straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

2.8 Current and Deferred Taxes :

(a) Current Tax:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the tax laws as applicable.

(b) Deferred Tax:

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.
Deferred tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised

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

Deferred tax liabilities and assets measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively by the end of the reporting period.
The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities

**Current and deferred tax for the year:**

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively

2.9 Employee Benefits :

(a) Short term employee benefits:

Short term Employee Benefits are recognised as an expense on accrual basis at the undiscounted amount in the statement of profit and loss of the year in which related service is rendered.

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(b) **Post Employment Benefits**

Unfunded Post employment and other long term employee benefits are recognised as expense in the statement of profit and loss for the year in which the Employees have rendered services. The expense is recognised at the present value of the amount payable determined using actuarial valuation techniques as per actuary report obtained at the year end.

Re-measurement of Defined Benefit Plans in respect of post-employment are charged to the Other Comprehensive Income.

**2.10 Share-Based Payments**

Employees of the Group also receive remuneration in the form of share based payments in consideration of the services rendered.

Equity settled share based payments to employees are measured at fair value in accordance with Ind AS 102, share based payments. The fair value determined at the grant date of the share based payment is expensed over the vesting period, based on the Group estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

**2.11 Leases:**

**Operating Lease**

The Group assesses at the contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**As a lessee:-**

The Group applies a single recognition and measurement approach for all leases, except for short - term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. Subsequently, the right of use asset are measured at cost less accumulated depreciation and any accumulated impairment loss. Lease liability are measured at amortised cost using the effective interest method. The lease payment made, are apportioned between the finance charge and the reduction of lease liability, and are recognised as expense in the Statement of Profit and Loss.

Lease deposits received are a financial liabilities and are measured at amortised cost under Ind AS 109 since it satisfies Solely Payment of Principal and Interest (SPPI) condition. The difference between the present value and the nominal value of deposit is considered as deferred rent and recognised over the lease term. Unwinding of discount is treated as finance expenses and recognised in the Statement of Profit and Loss.

The Group has elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

**As a lessor:-**

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Lease deposits received are financial instruments (financial liability) and are measured at fair value on initial recognition. The difference between the fair value and the nominal value of deposits is considered as rent in advance and recognised over the lease term on a straight line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

**2.12 Borrowing Cost**

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the time all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period which they are incurred.

**2.13 Earnings Per Share :**

The Group reports basic and diluted earnings per share in accordance with Ind AS - 33 on 'Earnings per Share'. Basic earnings per share is computed by dividing the net profit or loss attributable to the owner's of the company by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss attributable to the owner's of the company by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all diluted potential equity shares except where the results are anti- dilutive.

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**2.14 Provisions, Contingent Liabilities and Contingent Assets :**

A provision is recognised when the Group has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognised though are disclosed, where an inflow of economic benefits is probable

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

**2.15 Segment Reporting**

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments are identified on the basis of nature of product/services

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Note - 3:- Property, Plant and Equipment

| Particulars | Freehold Land | Plant and Machinery | Office Equipments | Furniture, fixtures and fittings | Motor Vehicles | Computers | Total |
|---|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | | |
| At 1st April 2022 | 2.58 | 1,139.83 | 128.66 | 113.33 | 467.90 | 18.16 | 1,870.46 |
| Additions | - | 83.52 | 1.75 | - | 6.27 | 1.20 | 92.74 |
| Sale / Discard | - | - | - | - | (13.52) | (7.41) | (20.93) |
| **Gross Block as at 31 March 2023** | **2.58** | **1,223.35** | **130.41** | **113.33** | **460.65** | **11.95** | **1,942.27** |
| **Accumulated depreciation** | | | | | | | |
| At 1st April 2022 | - | 546.66 | 109.76 | 105.02 | 231.52 | 16.29 | 1,009.25 |
| Depreciation for the year | - | 78.88 | 4.92 | 1.06 | 37.19 | 0.95 | 123.00 |
| Disposal / Reclassification | - | - | - | - | (13.11) | (7.32) | (20.43) |
| **Accumulated depreciation as at 31 March 2023** | - | **625.54** | **114.68** | **106.08** | **255.60** | **9.92** | **1,111.82** |
| **Net Block as at 31 March 2023** | **2.58** | **597.81** | **15.73** | **7.25** | **205.05** | **2.03** | **830.45** |

Note - 3:- Property, Plant and Equipment

| Particulars | Freehold Land | Plant and Machinery | Office Equipments | Furniture, fixtures and fittings | Motor Vehicles | Computers | Total |
|---|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | | |
| At 1st April 2021 | 2.58 | 1,134.23 | 122.20 | 113.33 | 284.29 | 17.80 | 1,674.43 |
| Additions | - | 5.60 | 6.46 | - | 203.28 | 0.36 | 215.70 |
| Sale / Discard | - | - | - | - | (19.67) | - | (19.67) |
| **Gross Block as at 31 March 2022** | **2.58** | **1,139.83** | **128.66** | **113.33** | **467.90** | **18.16** | **1,870.46** |
| **Accumulated depreciation** | | | | | | | |
| At 1st April 2021 | - | 470.53 | 103.56 | 99.91 | 226.81 | 14.91 | 915.72 |
| Depreciation for the year | - | 76.13 | 6.20 | 5.11 | 23.40 | 1.38 | 112.22 |
| Disposal / Reclassification | - | - | - | - | (18.69) | - | (18.69) |
| **Accumulated depreciation as at 31 March 2022** | - | **546.66** | **109.76** | **105.02** | **231.52** | **16.29** | **1,009.25** |
| **Net Block as at 31 March 2022** | **2.58** | **593.17** | **18.90** | **8.31** | **236.38** | **1.87** | **861.21** |

**Note 3.1:-** The Group has no restrictions on the realisability of its Property, Plant and Equipments and the same are free from any encumbrances except as disclosed in Note 23.1.The Free hold land is comprise of unused FSI of self developed project.

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Currency in INR Lakhs

Note 4 - Investments Properties

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Carrying amount at the beginning of the year | 15,204.21 | 15,459.95 |
| Less:- Depreciation | (255.74) | (255.74) |
| **Net Carrying Value at the end of the year** | **14,948.47** | **15,204.21** |

Note 4.1:- Fair Value :-

The Group measures investment properties using cost based model. The fair value of investment property is based on the rate published by Government in ready recknor and its measurement is categorised in level 3 fair value hierarchy.

| Particular | Valuation Method | Fair Value as on 31 March 2023 | Fair Value as on 31 March 2022 |
|---|---|---|---|
| (i) Commercial Properties :- 108,534 [PY: 108,534] sq.fts.of saleable area in Marathon Future X | Ready Recknor | 25,314.88 | 22,816.63 |
| (ii) 100 (PY: 100 No's) Car parks in Marathon Future X | published by | 650.00 | 650.00 |
| Total | | 25,964.88 | 23,466.63 |

Note 4.2:- Contractual Obligation:-

The group does not have any contractual obligation to purchase, construct or develop the investment properties or its repairs, maintenance or enhancement except Society maintenance charges and property tax.

Note 4.3:- Amounts recognised in profit and loss for investment properties

| Particular | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Rental income derived from investment properties | 1,100.84 | 1,270.17 |
| Direct operating expenses ( incl. repairs maintenance) generating rental income | 159.57 | 171.97 |
| Direct operating expenses ( incl. repairs maintenance) not generating rental income | 128.66 | 120.01 |
| **Profit arising from invested properties before depreciation** | **812.61** | **978.19** |
| Depreciation for the year | (255.74) | (255.74) |
| **Profit arising from invested properties** | **556.87** | **722.45** |

Note 4.4:- Leasing arrangement:-

Company as a lessor:- Company has Leased out as at 31st March 2023 - 66,620 [PY:59,509] sq.fts.

| Particular | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Not later than one year | 63.06 | 1,328.56 |
| Later than one year and not later than five years | 280.23 | 1,332.25 |
| later than five years | - | - |
| Lease income recognised during the year in the statement of profit and loss | 1,100.84 | 1,270.17 |

Note 4.5:- Restriction on Realisability of investment property:-

Company has no restriction on the realisability of its investment properties except as disclosed in Note No. 23.1

Note 4.6:- Title of Immovable property:-

Company is a Joint owner of the Land with its Holding Company on which the project is being developed.

Note 5- Goodwill on consolidation

Following is the movement in the Goodwill:

| Particular | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Balance at the beginning of the year | 12,522.52 | 12,522.52 |
| Additions/(Write off) during the year | - | - |
| **Balance at the end of the year** | **12,522.52** | **12,522.52** |

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Note 6A - Investment in Joint Ventures

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **Investment in equity instruments at cost- Unquoted** | | |
| Equity Shares of Columbia Chrome (I) Private Limited<br>5,208 [PY: 5,208] Equity shares of ₹. 100/- each | - | - |
| **Investment in Limited Liability Partnership at cost- Unquoted** | | |
| Swayam Realtors & Traders LLP **[Refer Note 6.1]** | 3,779.29 | 26,120.52 |
| Total | 3,779.29 | 26,120.52 |

| | | |
|---|---|---|
| Aggregate amount of quoted investment and market value thereof | - | - |
| Aggregate amount of unquoted investment | 3,779.29 | 26,120.52 |
| Aggregate amount of impairment in value of investment | - | - |

**Note 6.1:-** Swayam Realtors & Traders LLP (SRTL), where company is a partner, is executing realty projects in Byculla and Borivali. The company has opted out of the Borivali segment and based on an arbitration process a consent decree has entered into between the two parties. During the year, a consent decree has been entered into between the two partners that inter alia has

a. Awarded ₹. 22,800 Lakhs to the company for opting out from borivali project. This award has resulted into loss of ₹. 628.84 Lakhs that has been recognized during the year and

b. The Company would continue to be a 40% partner in the Byculla Project only.

Note 6B - Investments (Financial)

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **A) fair value through Profit and Loss A/c - Non-Trade Investments** | | |
| (i) Other Trade investment | | |
| **(a) Investment in Mutual Fund - Quoted (fair value through Statement of profit or loss)** | | |
| 18,45,557.286 (PY: 17,16,974.406) Units of L&T Short Term Opportunities Fund - Reg - Growth | 413.55 | 399.76 |
| Less:- Transferred to current investment [Refer Note 13] | (413.55) | - |
| **(b) Investment in Government Securities at amortised cost- Unquoted** | | |
| National Savings Certificate [Refer Note 6.5] | 0.28 | 0.28 |
| **(c) 0% Redeemable Non-Cumulative Preference shares [Fully paid up] (Fair value through Profit and Loss Account) - Unquoted** | | |
| Matrix Enclaves Projects Development Private Limited [Refer Note 54]<br>[10,000 [PY: 10,000] Preference share of Face Value of ₹. 100/- each] | 693.10 | 618.83 |
| Total | 693.38 | 1,018.87 |

Note 6.2:-

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Aggregate amount of quoted investment and market value thereof | - | 399.76 |
| Aggregate amount of unquoted investment | 693.38 | 619.11 |
| Aggregate amount of impairment in value of investment | - | - |

Note 6.3:- Categorywise investments :

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Investment measured at Fair Value Through Profit and Loss- Quoted | - | 399.76 |
| (b) Investment measured at Fair Value Through Profit and Loss- Unquoted | 693.10 | 618.83 |
| (c) Investment measured at Fair Value Through Other Comprehensive Income | - | - |
| (d) Investment measured at cost (including amortised cost) | 0.28 | 0.28 |

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Marathon Nextgen Realty Ltd. MUMBAI

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Note 6.3:- Details of all partners, Capital and profit sharing ratio (PSR) in Limited Liabilities where Company is a partner

| Name of LLP and Partner | As at 31 March 2023 | | As at 31 March 2022 | |
|---|---|---|---|---|
| | PSR | Fixed capital | PSR | Fixed capital |
| Swayam Realtors & Traders LLP | | | | |
| 1. Adani Infrastructure And Developers Private Limited | 60% | 63.61 | 60% | 63.61 |
| 2. Marathon Nextgen Realty Limited [Refer Note 6.1] | 40% | 42.40 | 40% | 42.40 |

Note 6.4:- Investment in Mutual fund is fair valued at closing Net Annual Value (NAV).

Note 6.5:- National Saving Certificate is given to Bombay Port Trust Limited as security deposit.

Note 7 - Loans : Non Current

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| At amortised cost, | | |
| (a) Considered good - Secured | - | - |
| (b) Considered good - Unsecured | | |
| (i) Loan to Related Parties [Refer Note 54] | 77,900.01 | 56,843.26 |
| (c) Loans and Advances which have significant increase in credit risk | - | - |
| (d) Loan and advances - credit impaired | - | - |
| Total Loans and Advances | 77,900.01 | 56,843.26 |
| Less : Allowance for doubtful debts | - | - |
| Total | 77,900.01 | 56,843.26 |

Note 7.1:- Loans and advances are granted to meet the business requirements of borrowers.

Note 7.2:- The Principal terms of the MOU with Matrix Enclaves Project Developments Private Limited (MEPDPL) with respect to inter corporate deposit is that the Subsidiary company, Sanvo Resorts Private Limited (SRPL), would receive 6.25 lakhs square feet of saleable area in the housing project being constructed by MEPDPL at Dombivali. It is estimated by the SRPL that the market value of this area at that point in time will not be lower than the return that the SRPL would have otherwise received on its exposure to MEPDPL.

7.3:- Disclosure for amount of outstanding to Promoters, Directors, KMP's and Related Parties

| Type of Borrower | Outstanding at the end of | | % of total Loans and advances | |
|---|---|---|---|---|
| | As at 31 March 2023 | As at 31 March 2022 | As at 31 March 2023 | As at 31 March 2022 |
| Promoter | 58,024.40 | 37,084.93 | 74.49% | 65.24% |
| Related Parties [Refer Note 54] | 19,875.61 | 19,758.34 | 25.51% | 34.76% |
| Total | 77,900.01 | 56,843.26 | 100.00% | 100.00% |

Note 8 - Other Financial Assets : Non-Current

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| At amortised cost, Unsecured considered good unless otherwise stated | | |
| (a) Security deposits given against Lease arrangement | 450.00 | 450.00 |
| (b) Margin Money deposits with bank having maturities of more than 12 months from the Balance Sheet date [Refer Note 8.1] | 377.05 | 492.45 |
| (c) Other Deposits | 3.01 | 14.41 |
| Total | 830.06 | 956.86 |

Note 8.1:- Margin monies includes fixed deposits that are lien marked with Bank and NBFC for amount borrowed by the company and Bank Guarantees issued.

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Note 9 - Deferred Tax Assets / (Liabilities)

The Movement in the gross deferred tax assets/liabilities for the year ended 31st March, 2023 is as follows-

| Significant components of deferred tax assets and liabilities: | As at 31 March 2022 | Recognized in the statement of profit or loss | Recognized in/ reclassified from other comprehensive income | As at 31 March 2023 |
|---|---|---|---|---|
| A Deferred Tax Assets: | | | | |
| (i) Employee benefits | 45.11 | (34.03) | (0.40) | 10.67 |
| (ii) Property, plant and equipments, Investment Properties | 16.20 | (20.20) | - | (4.00) |
| (iii) Provision for Disallowance under Income Tax Act | 697.06 | (697.06) | - | - |
| (iv) Borrowings | (322.69) | 322.69 | - | - |
| (v) Fair value of Mutual Fund | (25.40) | 25.40 | - | - |
| **Total Deferred Tax Assets (9A)** | **410.28** | **(403.20)** | **(0.40)** | **6.68** |
| B Deferred Tax Liabilities: | | | | |
| (i) Employee benefits | (30.78) | (51.56) | (5.81) | (88.13) |
| (ii) Property, plant and equipment | 43.58 | (18.58) | - | 25.00 |
| (iii) Provision for Disallowance | - | (281.50) | - | (281.50) |
| (iv) Borrowings | - | 380.45 | - | 380.45 |
| (v) Fair value of Mutual Fund | - | 28.89 | - | 28.89 |
| **Net Deferred Tax Liabilities (9B)** | **12.80** | **57.68** | **(5.81)** | **64.69** |
| | | **(460.88)** | **5.41** | |

The Movement in the gross deferred tax assets/liabilities for the year ended 31st March, 2022 is as follows-

| Significant components of deferred tax assets and liabilities: | As at 31 March 2021 | Recognized in the statement of profit or loss | Recognized in/ reclassified from other comprehensive income | As at 31 March 2022 |
|---|---|---|---|---|
| A Deferred Tax Assets: | | | | |
| (i) Employee benefits | 32.27 | 7.02 | 5.82 | 45.11 |
| (ii) Property, plant and equipments, Investment Properties | 20.78 | (4.58) | - | 16.20 |
| (iii) Provision for Disallowance under Income Tax Act | 612.70 | 84.36 | - | 697.06 |
| (iv) Borrowings | (94.72) | (227.97) | - | (322.69) |
| (v) Fair value of Mutual Fund | (13.75) | (11.65) | - | (25.40) |
| **Total Deferred Tax Assets (9A)** | **557.28** | **(152.82)** | **5.82** | **410.28** |
| B Deferred Tax Liabilities: | | | | |
| (i) Employee benefits | (26.46) | (3.35) | (0.96) | (30.78) |
| (ii) Property, plant and equipment | 47.23 | (3.67) | - | 43.58 |
| **Total Deferred Tax Liabilities** | **20.77** | **(7.02)** | **(0.96)** | **12.80** |
| | | **(145.80)** | **6.78** | |

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax

The Group has recognised deferred tax asset to the extent that the same will be recoverable using the estimated future taxable income based on the approved business plans and budgets of the Group.

Note 10 - Non-current Tax Assets (Net)

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Current tax | | |
| (a) Income Tax Refund of current year | 40.59 | 91.76 |
| (b) Income Tax Refund of prior years | 540.87 | 321.68 |
| **Total** | **581.46** | **413.44** |

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Note 10.1:- Refer Note 40A For tax reconciliation estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss

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Currency in INR Lakhs

Note 10A - Current Tax Liabilities (Net)

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Income Tax | | |
| (a) Income Tax payable for current year | 1,377.90 | - |
| (b) Income Tax payable for prior year | - | 230.85 |
| Total | 1,377.90 | 230.85 |

Note 11 - Other Non-current Assets

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Other Current Assets | - | 0.10 |
| (b) Prepaid expenses | 223.73 | 306.90 |
| (c) Security deposits given | 123.33 | 122.86 |
| Total | 347.06 | 429.86 |

Note 12 - Inventories

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Inventories valued at lower of cost and net realizable value | | |
| (a) Finished Goods including stock of Car Parks | 9,043.09 | 12,480.01 |
| (b) Construction Work in Progress | 42,743.21 | 42,224.55 |
| Total | 51,786.30 | 54,704.56 |

Note 13 - Investment

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Investment in Mutual Fund - Quoted (fair value through Statement of profit or loss) 18,45,557.286 Units of L&T Short Term Opportunities Fund - Reg - Growth | 413.55 | - |
| Total | 413.55 | - |

Note 14 - Trade receivables

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| At amortised cost, Unsecured considered good unless otherwise stated | | |
| (a) Receivable from Related parties [Refer Note 54] | 92.51 | 16.08 |
| (b) From Others | 4,408.05 | 3,941.44 |
| Less: Provision for doubtful debts [Refer Note 52] | (167.46) | (167.46) |
| Total | 4,333.10 | 3,790.06 |

Note 14.1:- Receivable includes amount due from :

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (A) Private Companies in which director is a director or member and Firm in which director or relatives of Director is partner | 92.51 | 16.08 |

Note 14.2:- Break-up for security details:

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Trade receivables | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 4,333.10 | 3,790.06 |
| Trade Receivables which have significant increase in Credit Risk | - | - |
| Trade Receivables - credit impaired | 167.46 | 167.46 |
| Less: Provision for doubtful debts [Refer Note 52] | (167.46) | (167.46) |
| Total trade receivables | 4,333.10 | 3,790.06 |

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Trade receivables are non-interest bearing.

*The provision for the impairment of trade receivable has been made on the basis of the expected credit loss.

Currency in INR Lakhs

Trade receivable ageing schedule for the year ended 31st March, 2023 and 31st March, 2022 :

| As at 31st March 2023 | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables - considered good | 2,057.08 | 603.91 | 695.36 | 591.33 | 278.42 | 4,226.10 |
| (ii) Undisputed Trade Receivables - credit impaired | - | - | - | - | 167.46 | 167.46 |
| (iii) Disputed Trade Receivables - Considered Goods | - | 76.08 | - | 8.96 | 21.96 | 107.00 |
| Total | 2,057.08 | 679.99 | 695.36 | 600.29 | 467.84 | 4,500.56 |
| Less: allowance for credit impaired | - | - | - | - | (167.46) | (167.46) |
| **Trade Receivables as at 31st March, 2023** | 2,057.08 | 679.99 | 695.36 | 600.29 | 300.38 | 4,333.10 |

| As at 31st March 2022 | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables - considered good | 2,305.76 | 409.47 | 791.54 | 126.14 | 96.73 | 3,729.64 |
| (ii) Undisputed Trade Receivables - credit impaired | - | - | - | - | 167.46 | 167.46 |
| (iii) Disputed Trade Receivables - Considered Goods | - | - | 26.39 | 28.49 | 5.54 | 60.42 |
| Total | 2,305.76 | 409.47 | 817.93 | 154.63 | 269.73 | 3,957.52 |
| Less: allowance for credit impaired | - | - | - | - | (167.46) | (167.46) |
| Trade Receivables as at 31st March, 2022 | 2,305.76 | 409.47 | 817.93 | 154.63 | 102.27 | 3,790.06 |

Note 15 - Cash and Cash Equivalents

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **(a) Balances with banks** | | |
| - In current accounts | 3,091.11 | 1,676.23 |
| - Margin money with Bank and NBFC - original maturity of 3 months or less | - | - |
| **(b) Cash in hand** | 6.47 | 13.24 |
| Total | 3,097.58 | 1,689.47 |

Note 16 - Bank balances other than (Note 15) above

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Balances held as Margin Money/Security towards obtaining Bank Guarantees and borrowings | 4,715.30 | 4,489.73 |
| **(b) Earmarked Accounts** | | |
| - In Other Bank Account | 43.81 | 57.62 |
| - Unpaid dividend account | 21.70 | 20.20 |
| - Fractional entitlement | - | 0.30 |
| Total | 4,780.81 | 4,567.85 |

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Note 17 - Loans : Current

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Considered good - Secured | - | - |
| (b) Considered good - Unsecured | | |
| (a) Loans to staff | 5.66 | 3.80 |
| (b) Loans given to related parties [Refer Note 54] | 24,882.44 | 22,512.86 |
| (c) Loans given to other than related parties | 2,176.26 | 1,980.72 |
| (d) Loans and Advances which have significant increase in credit risk | - | - |
| (e) Loan and advances - credit impaired | - | - |
| **Total Loans and Advances** | **27,064.36** | **24,497.38** |
| (c) Others | - | - |
| **Total** | **27,064.36** | **24,497.38** |

17.1:- Disclosure for amount of outstanding to Promoters, Directors, KMP's and Related Parties

| Type of Borrower | Outstanding at the end of | | % of total Loans and advances | |
|---|---|---|---|---|
| | As at 31 March 2023 | As at 31 March 2022 | As at 31 March 2023 | As at 31 March 2022 |
| Promoter | 19,514.77 | 17,974.54 | 72.11% | 73.37% |
| Related Parties | 5,367.67 | 4,538.32 | 19.83% | 18.53% |
| Total | 24,882.44 | 22,512.86 | 91.94% | 91.90% |

Note 18 - Others Financial Assets : Current

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **Financial assets at amortised cost - (Unsecured, considered good)** | | |
| (a) Margin money with bank and NBFC maturity of less than 12 months [Refer Note 8.1] | 2,500.00 | 4,268.53 |
| (b) Interest accrued | 3,560.61 | 8.19 |
| (c) Other receivable | | |
| - From others | 311.24 | 234.32 |
| Less: Provision for doubtful debts | (105.52) | (105.52) |
| **Total** | **6,266.33** | **4,405.52** |

Note 19 - Other Current Assets

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Advance to suppliers | 2,540.37 | 2,703.75 |
| (b) Advance to staff | 0.18 | 0.46 |
| (c) Prepaid expenses | 118.02 | 115.71 |
| (d) Balance with Government Authorities [Refer Note 19.1] | 2,480.91 | 2,642.75 |
| **Total** | **5,139.48** | **5,462.67** |

Note 19.1:- Balances with Government Authorities includes MVAT appeal fees paid under protest [Refer Note 42.2 and 42.

Note 20 - Equity Share Capital

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **Authorised Share Capital** | | |
| 10,05,00,000 Equity shares of ₹5/- each [as at 31 March 2022: 10,05,00,000 equity shares of ₹5/- each] | 5,025.00 | 5,025.00 |
| 25,000 6% Redeemable Cumulative Preference shares of ₹100/- each [as at 31 March 2022: 25,000, Preference shares of ₹100/- each] | 25.00 | 25.00 |
| 1,00,000 0% Cumulative Preference Shares of ₹. 100/- each [as at 31 March 2022: 1,00,000, Preference shares of ₹100/- each] | 100.00 | 100.00 |
| **Total** | **5,150.00** | **5,150.00** |
| **Issued, Subscribed and Paid-up** | | |
| 4,63,24,088 Equity shares of ₹5/- each [as at 31 March 2022: 4,60,00,000 equity shares of ₹5/- each] | 2,316.21 | 2,300.00 |
| **Total** | **2,316.21** | **2,300.00** |

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Note 20A:- Terms, rights & restrictions attached to

1 .Equity Shares:-

The Company has only one class of equity shares having a face value of ₹ 5/- per share. Accordingly, all equity shares rank equally with regards to dividends & share in the holding company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive the remaining assets of the holding company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

2. Preference Shares:-

The Company has two classes of preference shares having face value of ₹ 100/- each. The preference shares rank ahead of equity shares in the event of liquidation.

Note 20B:- Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

| Particulars | As at 31 March 2023 | | As at 31 March 2022 | |
|---|---|---|---|---|
| | Number of shares | Amount (In Lakhs) | Number of shares | Amount (In Lakhs) |
| Shares at the beginning of the year | 4,60,00,000 | 2,300.00 | 4,60,00,000 | 2,300.00 |
| Movement during the year | | | | |
| Issued under ESOP [Refer Note 46] | 3,24,088 | 16.21 | - | - |
| Outstanding at the end of the year | 4,63,24,088 | 2,316.21 | 4,60,00,000 | 2,300.00 |

Note 20C:- Shares held by Holding Company, its Subsidiaries and Associates

| Particular | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| By Holding company<br>3,44,82,646 equity shares of ₹ 5/- each [March 31,2022: 3,44,82,646 equity shares of ₹ 5/- each] are held by Marathon Realty Private Limited | 1,724.13 | 1,724.13 |

Note 20D:- Details of Shareholders holding more than 5% share in the company:-

| Particulars | As at 31st Mar 2023 | | As at 31st Mar 2022 | |
|---|---|---|---|---|
| | % holding | No. of Shares | % holding | No. of Shares |
| Marathon Realty Private Limited * | 74.44% | 3,44,82,646 | 74.96% | 3,44,82,646 |

*% of holding reduced on account of issue of shares under ESOP 2020

Shares held by promoters as at 31st March 2023

| Shares held by promoters | No. of Shares | % of total shares | % Change during the year | % Change during the year |
|---|---|---|---|---|
| Marathon Realty Private Limited | 3,44,82,646 | 74.438% | -0.524% | % of holding reduced on account of issue of shares under ESOP 2020 |
| Ansuya R shah | 600 | 0.001% | 0.001% | |
| Chetan Ramniklal Shah | 300 | 0.001% | 0.000% | |
| Shailaja Chetan Shah | 300 | 0.001% | 0.000% | |
| Sonal Mayur Shah | 300 | 0.001% | 0.000% | |
| Mayur Ramniklal Shah | 300 | 0.001% | 0.000% | |
| Ramniklal Z Shah* | - | 0.000% | -0.001% | Transfer of Shares |
| Total | 3,44,84,446 | 74.44% | - | |

* Deceased on 2nd February 2022

Shares held by promoters as at 31st March 2022

| Shares held by promoters | No. of Shares | % of total shares | % Change during the year |
|---|---|---|---|
| Marathon Realty Private Limited | 3,44,82,646 | 74.962% | - |
| Ansuya R shah | 300 | 0.001% | - |
| Ramniklal Z Shah | 300 | 0.001% | - |
| Chetan Ramniklal Shah | 300 | 0.001% | - |
| Shailaja Chetan Shah | 300 | 0.001% | - |
| Sonal Mayur Shah | 300 | 0.001% | - |
| Mayur Ramniklal Shah | 300 | 0.001% | |
| Total | 3,44,84,446 | 74.97% | - |

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**Note 20E:- Equity shares movement during the 5 years preceding March 31, 2023.**

(a) The Company has not issued any shares without payment being received in cash

**(b) Equity shares extinguished on buy-back**

The Company bought back 54,37,345 number of equity shares for an aggregate amount of ₹ 14,952.70 Lakhs being 19.12% of the total paid up equity share capital at ₹ 275/- per equity share. The equity shares bought back were extinguished on July 6, 2017.

**Note 20F:- Equity Shares Reserved for Issue Under Options**

Refer Note no. 46 for details relating to shares reserves under option.

**Note 21 - Other Equity**

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **(a) Capital Reserve** | | |
| Opening balance | (1,301.19) | (1,301.19) |
| Add:- Addition / (deletion) | - | - |
| **Closing balance** | **(1,301.19)** | **(1,301.19)** |
| **(b) Capital Redemption Reserve** | | |
| Opening balance | 543.73 | 543.73 |
| Add:- Transferred from retained earning | - | - |
| **Closing balance** | **543.73** | **543.73** |
| **(c) Security Premium** | | |
| Opening balance | - | - |
| Add:- Amount recorded on grant of ESOP during the year [Refer Note 46] | 48.61 | - |
| Add:- Transferred to Securities Premium on exercise of stock option [Refer Note 46] | 195.46 | - |
| **Closing balance** | **244.07** | **-** |
| **(d) Debenture Redemption Reserve** | | |
| Opening balance | 677.00 | 68.00 |
| Less:- Transferred to General Reserve | (677.00) | 609.00 |
| **Closing balance** | **-** | **677.00** |
| **(e) Share Option Outstanding Account** | | |
| Opening balance | 221.96 | 25.24 |
| Add:- Amortised amount of share based payments to employees [Refer Note 46] | 47.64 | 196.72 |
| Less:- Utilised | (195.46) | - |
| **Closing balance** | **74.14** | **221.96** |
| **(f) General Reserves** | | |
| Opening balance | 19,478.70 | 19,478.70 |
| Add:- Transferred from Debenture redemption reserve | 677.00 | - |
| **Closing balance** | **20,155.70** | **19,478.70** |
| **(g) Retained Earnings** | | |
| Opening balance | 42,999.20 | 39,756.19 |
| Add:- Profit for the year | 12,098.74 | 3,852.01 |
| Less:- Transferred to Debenture Redemption Reserve | - | (609.00) |
| Less:- Dividend paid [Refer Note 60] | (230.99) | - |
| **Closing balance** | **54,866.95** | **42,999.20** |
| **(h) Other Comprehensive Income** | | |
| Opening balance | 19.12 | 38.69 |
| Additions / (Deletions) during the year | (18.59) | (19.57) |
| **Closing balance** | **0.53** | **19.12** |
| **(i) Money Received against share warrant** | | |
| Opening balance | - | - |
| Add:- Money received [Refer Note 54 & 61] | 1,620.00 | - |
| **Closing balance** | **1,620.00** | **-** |
| Total (a+b+c+d+e+f+g+h+i) | 76,203.93 | 62,638.52 |

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**Note 21.1:- Nature and purpose of reserves:-**

**(a) Capital Reserve:-**

As per provisions of Ind AS 103 'Business Combination', Capital reserve has been created which constitutes the difference between the fair market value and book value of the assets and liabilities arising out of the slum sale agreement that the company entered into with its Holding Company Marathon Realty Private Limited during the financial year 2017-18.

**(b) Capital redemption reserve:-**

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

**(c) Debenture Redemption Reserve:-**

The Company has created debenture redemption reserve pursuant to Section 71(4) of the Companies Act,2013.

**(d) Share Option Outstanding Account**

Share option outstanding account is credited when the employee share based payments expenses are recognised on granting of the share options and in turn transferred to securities premium / equity share capital on exercise of the share options.

**(e) General reserve:-**

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

**(f) Retained Earnings :-**

Retained earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

**(g) Other Comprehensive Income (OCI):-**

The Company has elected to recognize changes in the fair value of certain investments in equity shares in other comprehensive income. These changes are accumulated within the FVTOCI equity investment reserve within equity. Also Re-measurement of Defined Benefit Plan in respect of post employment are charged to Other Comprehensive Income.

**Note 22 - Non Controlling Interest**

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **(a) In respect of 9% holding in Sanvo Resorts Private Limited** | | |
| Share in Equity Capital | 0.09 | 0.09 |
| Share in opening Profit/ Reserves | 541.07 | 504.11 |
| Share in total comprehensive income for the year | 269.58 | 36.96 |
| **Total** | **810.74** | **541.16** |

**Note 23 - Borrowings : Non-Current**

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **Secured Borrowings - other than from Related Parties** | | |
| **(a) Redeemable Non Convertible Debentures (NCDs)** | | |
| Quoted | | |
| 450 [PY: 450] 17.5% NCDs of ₹.10,00,000/- each partly called up | 26,129.86 | 37,862.33 |
| Un-Quoted | | |
| 8,250 [PY: Nil] 15% NCDs of ₹.10,00,000/- each fully called up | 7,993.05 | - |
| Nil [PY: 2,572] 15.15% NCDs of ₹.10,00,000/- each fully paid | - | 24,252.92 |
| 700 [PY: 410]16.5% NCDs of Series A of ₹.10,00,000/- each fully paid | 6,748.00 | 4,100.00 |
| 300 [PY: 300]14% NCDs of Series B of ₹.10,00,000/- each fully paid | 2,865.00 | 3,000.00 |
| **(b) Term Loan** | | |
| From Financial Institution | 35,218.93 | 31,614.28 |
| (c) Deferred Payment Liabilities | 119.90 | 262.35 |
| | 79,074.74 | 1,01,091.88 |
| Less:- Amount disclosed under other current financial liabilities [Refer Note 27] | 1,158.77 | 12,020.80 |
| **Total** | **77,915.97** | **89,071.08** |

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

Currency in INR Lakhs

Note 23.1:- Terms of Repayment, Security and guarantees:-

| Name of Lender | Sanction Amount | *O/S as on 31 March ,2023 | *O/S as on 31 March ,2022 | Other Details | |
|---|---|---|---|---|---|
| (a) Rated, Listed Non Convertible Debentures- Secured | | | | | |
| Kotak Special Situations Fund | 45,000.00 | 26,129.86 | 37,862.33 | Coupon Rate | 17.5% p.a. payable monthly plus 10% of upwards share as per terms of issue |
| | | | | Repayment:- | 60 Months from the date of issue |
| | | | | Security:- | Unsold inventory of Marathon Future x project along with unsold area 3rd & 4th floors of Marathon future held by Holding Company, Marathon Realty Private Limited |
| | | | | Personal Guarantee:- | Personal guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| Ask Financial Holding Private Limited | 13,000.00 | 7,993.05 | - | Coupon Rate | 15% p.a. payable quarterly |
| | | | | Repayment:- | 8 equal quarterly instalment commencing from 27th month |
| | | | | Security:- | Unsold area of neo Square & Neo Park Project along with future potential FSI. Additional security of Earmarked area of Marathon Future X held by holding company, Marathon Future x and Zaveri Arcade project being constructed by United Builder. |
| | | | | Corporate Guarantee | Marathon Realty Private Limited & personal guarantee of Directors of Company. |
| Asia Real Estate II India Opportunity Trust | 27,100.00 | - | 24,252.92 | Coupon Rate | 15.15% p.a. payable monthly |
| | | | | Repayment:- | Quarterly installments after a moratorium period of 12 Months. |
| | | | | Security:- | Unsold area of the Project 'Marathon Nexzone - Phase -1 & 2 |
| | | | | Corporate Guarantee | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Realty Private Limited and Marathon Nextgen Township Private Limited. |
| India Realty Excellence Fund V - Scheme of Realty Excellence Investment Trust | 7000.00 | 6,748.00 | 4,100.00 | Coupon Rate | Coupon rate of 16.5% compounded quarterly and payable quarterly. |
| | | | | Repayment:- | Tenure of NCDs are 54 months and will redeemed in equal quarterly basis from the end of the 36 months. |
| | | | | Security:- | Unsold inventories of the commercial project Marathon Millennium. |
| | | | | Personal and corporate Guarantee:- | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Nextgen Realty Limited. |
| Motilal Oswal Finvest Limited | 3,000.00 | 2,865.00 | 3,000.00 | Coupon Rate | Coupon rate of 14% compounded quarterly and payable quarterly. |
| | | | | Repayment:- | Tenure of NCDs are 54 months and will redeemed in equal quarterly basis from the end of the 36 months. |
| | | | | Security:- | Unsold inventories of the commercial project Marathon Millennium |
| | | | | Personal Guarantee:- | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Nextgen Realty Limited. |
| Total of (a) | | 43,735.91 | 69,215.25 | | |

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

(b) Term Loan From Financial Institution / Others

| Name of Lender | Sanction Amount | *O/S as on 31 March ,2023 | *O/S as on 31 March ,2022 | Other Details | |
|---|---|---|---|---|---|
| L & T Infrastructure Finance Co. Ltd | 19,500.00 | - | 3,171.30 | Rate of Interest:- | MCLR plus 3.9 % i.e. 15.85% p.a. payable monthly. |
| | | | | Repayment:- | 8 equal quarterly installment after the moratorium period of 60 months. |
| | | | | Security:- | PSI of 26,253.15 sq. mtrs of land of the Phase I, II & III of the project Neo square. |
| | | | | Personal Guarantee | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| L & T Infrastructure Finance Co. Ltd | 5,000.00 | - | 6,160.11 | Rate of Interest:- | MCLR plus 3.9 % i.e. 16.45% p.a. payable monthly. |
| | | | | Repayment:- | Two annual equal installment of ₹. 2500 Lakhs after moratorium period of 7 years. |
| | | | | Security:- | PSI of 26,253.15 sq.mtrs. of land of the Phase I, II & III of the project Neo Square. |
| | | | | Personal Guarantee:- | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| LIC Housing Finance Ltd [Refer Note 42.6] | 13,600.00 | 10,791.16 | 12,981.42 | Rate of Interest:- | LHPLR minus 3% (11.60% p.a.) payable monthly. |
| | | | | Repayment:- | 180 Equal Monthly installment of ₹ 160.07 Lakhs. |
| | | | | Security:- | B-901, C-901, A-2102/03, A-2603,A-2402, A-2404, A-2604, A-603 admeasuring 87,118 sq.fts. of Saleable area of Marathon Future X. |
| | | | | Personal Guarantee:- | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| LIC Housing Finance Ltd (Rental Discounting) [Refer Note 42.6] | 6,400.00 | 6,582.86 | 6,671.45 | Rate of Interest:- | LHPLR minus 4.55% (10.25% p.a.) payable monthly. |
| | | | | Repayment:- | 180 Equal Monthly installment of ₹. 69.76 Lakhs. |
| | | | | Security:- | B - 602, A-603, A- 2601,2104 admeasuring 37,114 sq.fts. of leased out area in Marathon Future X. |
| | | | | Personal Guarantee:- | Personal Guarantee of Directors, Mr. Chetan R Shah and Mr. Mayur R Shah. |
| LIC Housing Finance Ltd [Refer Note 42.6] | 2,630.00 | 2,045.59 | 2,630.00 | Rate of Interest:- | Interest rate is fixed of 12.70% p.a. payable on monthly. |
| | | | | Repayment:- | 48 Equal Monthly installment of ₹. 70.17 Lakhs after completion of 12 months moratorium period. |
| | | | | Security:- | B-901, C-901, A-2102/03, A-2603,A-2402, A-2404, A-2604, A-603 Marathon Future X. |

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

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| Name of Lender | Sanction Amount | *O/S as on 31 March ,2023 | *O/S as on 31 March ,2022 | Other Details | |
|---|---|---|---|---|---|
| Piramal Capital and Housing Finance Limited | 24,500.00 | 15,799.32 | - | Rate of Interest:- | Interest rate is floating of 12.35% p.a. payable on monthly. |
| | | | | Repayment:- | 16 quarter from the date of 1st disbursement |
| | | | | Security:- | Project of Marathon Millennium amounting of Rs. 150 Cr |
| | | | | Personal Guarantee:- | Personal guarantee of Directors, Chetan R shah and Mayur R Shah. Corporate Guarantee of Marathon Realty Private Limited and Marathon Nextgen Township Private Limited. |
| Total of (b) | | 35,218.93 | 31,614.28 | | |
| (c) Deferred Payment Liabilities | | | | | |
| Deferred Payment Liabilities-Vehicle Loan from Kotak Mahindra Prime Limited | 38.00 | 100.02 | 131.26 | Rate of Interest:- | rages between 9% to 11% p.a. |
| | | | | Repayment:- | As per terms of Loan sanctioned |
| | | | | Security:- | By way of hypothecation of Vehicle. |
| Deferred Payment Liabilities - Equipment loan from HDFC Bank | 700.00 | - | 104.19 | Rate of Interest:- | rages between 9% to 11% p.a. |
| | | | | Repayment:- | As per terms of Loan sanctioned |
| | | | | Security:- | Premises situated at Ground floor shop No 8 and shop No 5 to 13 on Mezzanine floor at Marathon Maxima owned by group company Vinotak Investment Private Limited. And DSRA as per terms of sanctioned. |
| Deferred Payment Liabilities - Vehicle Loan from banks | 13.68 | 10.92 | 13.31 | Rate of Interest:- | Interest rate is fixed of 7.25% p.a. payable on monthly. |
| | | | | Repayment:- | 60 Equal Monthly installment of ₹. 0.27 Lakhs. |
| | | | | Security:- | By way of hypothecation of Vehicle. |
| Kotak Mahindra Prime Limited | 14.72 | 8.96 | 13.59 | Rate of Interest:- | Interest rate is fixed of 7.20% p.a. payable on monthly from January-2022. |
| | | | | Repayment :- | 36 Equal Monthly instalment of ` 0.46 Lakhs. |
| | | | | Security :- | By way of hypothecation of Vehicle. |
| Total of (c) | | 119.90 | 262.35 | | |
| (d)Amount disclosed under current financial liabilities | | (1,158.77) | (12,020.80) | | |
| Total (a+b+c-d) | | 77,915.97 | 89,071.08 | | |

* Includes interest payable converted in to loan on opting of moratorium

**Note 23.2:-** The Company is not declared wilful defaulter by any bank or financial institution or other lenders.

**Note 24 - Other Financial Liabilities : Non-Current**

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **Carried at amortised cost** | | |
| (a) Other payable (Expenses) [Refer Note 24.1] | 85.45 | 27.93 |
| (b) Lease Rent Deposits Received | 305.90 | 562.46 |
| **Total** | **391.35** | **590.39** |

**Note 24.1:-** Other Payable includes rent and municipal taxes payable to Bombay Port Trust relating to a cotton godown situated at Sewree. Discussions are on with the Port Trust authorities to settle the matter.

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Note 25 - Provisions : Non Current

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Provision for Employee Benefits [Refer Note 45] | | |
| Employees benefits (Gratuity) | 265.51 | 217.47 |
| Compensated Absences | 78.52 | 66.11 |
| (b) Provision for expenses [Refer Note 25.1] | 7,031.13 | 2,556.16 |
| Total | 7,375.16 | 2,839.74 |

Note 25.1:- Provisions pertaining to land cost included in finished inventory

Note 26 - Other Non Current Liabilities

| Particulars | As at 31st Mar 2023 | As at 31st Mar 2022 |
|---|---|---|
| (a) Deferred Rent | 27.95 | 31.81 |
| Total | 27.95 | 31.81 |

Note 27 - Borrowings : Current

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Secured Borrowings - at Amortised cost: | | |
| From Bank- Cash Credit Facility | 5,109.48 | 5,686.11 |
| Current maturities of long-term debt [Refer Note 23] | 1,158.77 | 12,020.80 |
| Total Secured Borrowings (A) | 6,268.25 | 17,706.91 |
| (b) Unsecured Borrowings - at cost: | | |
| Loans from related parties [Refer Note 54] | 2,699.69 | 1,920.50 |
| Total Unsecured Borrowings (B) | 2,699.69 | 1,920.50 |
| Total (A+B) | 8,967.94 | 19,627.41 |

Note 27.1:- Terms of Repayment, Security and guarantees:-

| Name of Lender | Sanction Amount | O/S as on 31-Mar-2023 | O/S as on 31-Mar-2022 | Other Details | |
|---|---|---|---|---|---|
| Axis Bank Ltd | 3412.50 | 3419.18 | 3,534.61 | Rate of Interest:- | Ranges 8.35% to 9.20% |
| | | | | Repayment:- | payable on demand |
| | | | | Security:- | Term deposits of ₹ 3500/- Lakhs |
| HDFC Bank Ltd | 2475.00 | 1690.30 | 2,151.50 | Rate of Interest:- | 5.16% payable monthly |
| | | | | Repayment:- | payable on demand |
| | | | | Security:- | Term deposits of ₹ 2500/- Lakhs |
| Total | | 5,109.48 | 5,686.11 | | |

Note 27.2:- The working capital loan is availed in the form of cash credit facility from the bank. The such facilities are secured on term deposits where there is no requirement to submit the quarterly statement to the bank as per the terms of sanction.

Note 28 - Trade Payables : Current

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Carried at amortised cost | | |
| (a) Total outstanding dues of micro and small enterprises [Refer Note 48] | 1,622.11 | 1,010.60 |
| (b) Total outstanding dues of creditors other than micro and small enterprises | 4,287.71 | 3,527.38 |
| Total | 5,909.82 | 4,537.98 |

Note 28.1 - Break-Up of Trade Payables

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Trade Payables to related parties [Refer Note 54] | 660.55 | 1,116.83 |
| Trade Payables to Others | 5,249.27 | 3,421.15 |
| Total | 5,909.82 | 4,537.98 |

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

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Trade payable ageing schedule for the year ended 31st March, 2023 and 31st March, 2022 :

| As at 31st March 2023 | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Micro enterprises and small enterprises (MSME) - | 1,198.58 | 345.18 | 62.28 | 16.07 | 1,622.11 |
| Others - Undisputed | 3,828.15 | 181.65 | 43.59 | 234.32 | 4,287.71 |
| | 5,026.73 | 526.83 | 105.87 | 250.39 | 5,909.82 |

| As at 31st March 2022 | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Micro enterprises and small enterprises (MSME) | 707.34 | 107.10 | 29.82 | 166.35 | 1,010.60 |
| Others | 1,929.25 | 650.69 | 632.55 | 314.89 | 3,527.38 |
| | 2,636.59 | 757.78 | 662.37 | 481.24 | 4,537.98 |

* Including note due trade payables.

Note 29 - Other Financial Liabilities : Current

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Carried at amortised cost | | |
| (a) Interest accrued | 3,657.72 | 313.56 |
| (b) Unpaid dividend | 22.77 | 21.57 |
| (c) Society dues [Refer Note 29.1] | 683.72 | 667.39 |
| (d) Other Payable | 533.25 | 608.45 |
| (e) Book overdraft | 96.63 | 109.74 |
| Total | 4,994.09 | 1,720.71 |

Note 29.1:- Society Dues payable are after netting off of Fixed Deposit and interest accrued thereon of ₹. 126.23 Lakhs [PY: ₹.109.40 Lakhs]

Note 30 - Provisions : Current

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Provision for Employee Benefits [Refer Note 45] | | |
| Employees benefits (Gratuity) | 11.41 | 9.76 |
| Compensated Absences | 23.84 | 18.98 |
| Bonus | 13.28 | 11.71 |
| (b) Provision for expenses [Refer Note 25.1] | 611.39 | 301.00 |
| Total | 659.92 | 341.45 |

Note 31 - Other Current Liabilities

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (a) Statutory dues | 784.93 | 355.98 |
| (b) Contract liabilities -Advance from customers against sale of units [Refer Note 44] | 25,621.16 | 28,418.06 |
| (c) Deferred Rent | - | 22.45 |
| (d) Others- Provision for expenses | 1,899.13 | 618.15 |
| Total | 28,305.22 | 29,414.64 |

Note 32 - Revenue from Operations

| Particulars | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| (a) Sale of property (Commercial & Residential) | 60,723.00 | 25,883.80 |
| (b) Other Operating Income | 1,803.65 | 17.81 |
| (c) Rental Income | 1,106.96 | 1,273.52 |
| (d) Deferred Rent Income | 37.49 | 22.45 |
| (e) Interest Income from Project Advances | 7,935.83 | 3,411.64 |
| (f) Sale of Services | 46.50 | - |
| Total | 71,653.43 | 30,609.22 |

RAJENDRA & CO MUMBAI CHARTERED ACCOUNTANTS

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Note 33 - Other Income

| Particulars | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| (a) Interest Income | | |
| (1) Interest income on Fixed Deposits | 451.56 | 472.87 |
| (2) Interest on staff loan | 0.82 | 0.55 |
| (3) Interest on Income Tax Refund | 42.07 | 8.45 |
| (4) Interest on Loans and advances and others | 3,528.52 | 3,169.32 |
| (5) Interest received on delayed payments from customers | 12.37 | 14.19 |
| (6) Interest on Delayed Rental Income | 2.63 | - |
| (b) Other gains and losses | | |
| (1) Fair Value gain on financial assets | 88.05 | 67.82 |
| (c) Other Income | | |
| (1) Miscellaneous income | 87.92 | 35.39 |
| (2) Profit/(loss) on Sale of Property, Plant and Equipment | 0.13 | - |
| (3) Society Management Fees | 26.84 | 44.25 |
| Total | 4,240.91 | 3,812.84 |

Note 34 - Project Development Expenses

| Particulars | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| (a) Project cost incurred | | |
| (1) Consumption of material | 6,362.20 | 5,874.35 |
| (2) Contract cost, labour and other charges | 17,704.24 | 10,358.62 |
| (3) Revenue Sharing [Refer Note 34.1] | 8,896.73 | - |
| (4) Land Cost | 398.00 | - |
| (5) Approval costs | 1,358.80 | 2,508.67 |
| (6) Finance cost [Refer Note 37] | 4,573.49 | 4,365.17 |
| (7) Depreciation on Plant & Machinery | - | 4.60 |
| (8) Lease Rent on Lease hold land | 503.12 | 503.12 |
| Total | 39,796.58 | 23,614.53 |

**Note 34.1** :- In terms of a shareholder agreement dated 10th September 2015 entered between Marathon Realty Private Limited ("MRPL") and the Company, during year, the company has recognized revenue aggregating to ₹. 20,452.26 Lakhs from the sale of the identified area in the commercial project Future X out of which an amount of ₹. 8,896.73 Lakhs representing 43.50% has been shared with MRPL and shown as property development expenses.

Note 35 - Change in Inventory of Finished Goods and Construction work in Progress

| Particulars | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| (a) Opening Inventory | | |
| (i) Finished Inventories | 12,480.01 | 14,748.96 |
| (ii) Construction work in progress | 42,224.55 | 35,372.92 |
| Total Opening Inventory (a) | 54,704.56 | 50,121.88 |
| Less: | | |
| (b) Closing Inventory | | |
| (i) Finished Inventories | 9,043.09 | 12,480.01 |
| (ii) Construction work in progress | 42,743.21 | 42,224.55 |
| Total Closing Inventory (b) | 51,786.30 | 54,704.56 |
| (Increase) / Decrease in value (a-b) | 2,918.26 | (4,582.68) |

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

Currency in INR Lakhs

### Note 36 - Employee Benefits Expense

| Particulars | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| (a) Salaries, Bonus and allowances | 1,094.19 | 881.99 |
| (b) Gratuity [Refer Note 45] | 32.72 | 26.18 |
| (c) Contribution to provident and other funds | 91.59 | 69.38 |
| (d) Leave Salary | 19.93 | 11.23 |
| (e) Directors Remunerations | 165.26 | 75.26 |
| (f) Staff welfare expenses | 9.04 | 4.98 |
| (g) Share based payments to employees [Refer Note 46] | 16.28 | 47.90 |
| **Total** | **1,429.01** | **1,116.92** |

### Note 37 - Finance Cost

| Particulars | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| (a) Interest expenses | 4,553.72 | 8,126.01 |
| (b) Interest on Debentures | 11,519.76 | 3,345.93 |
| (c) Other borrowing cost | 439.41 | 187.40 |
| (d) Interest on MSME | 200.66 | 81.05 |
| (e) Interest on delayed payment | 1.54 | 4.29 |
| (f) Unwinding of discount on Financial Liabilities at amortised cost | 111.21 | 75.06 |
| **Total Finance Cost** | **16,826.30** | **11,819.74** |
| Less:- Finance Cost Capitalised to inventory [Refer Note 34(6)] | 4,573.49 | 4,365.17 |
| **Total** | **12,252.81** | **7,454.57** |

### Note 38 - Other Expenses

| Particulars | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| (a) Advertisement, Promotion & Selling Expenses | 479.18 | 635.27 |
| (b) Commission and Brokerage Expenses | 491.42 | 525.04 |
| (c) Directors sitting fees | 7.30 | 8.90 |
| (d) Power and Fuel | 43.48 | 41.78 |
| (e) Telephone & Internet Expenses | 12.62 | 6.43 |
| (f) Rent including lease rentals | 410.12 | 407.95 |
| (g) Repairs and Maintenance | | |
| - Buildings/ Property | 195.41 | 291.97 |
| - Others | 5.35 | 1.12 |
| (h) Insurance | 25.90 | 15.72 |
| (i) Rates & Taxes | 438.80 | 120.28 |
| (j) Security Charges | 1.69 | 5.12 |
| (k) Travelling and Conveyance | 49.28 | 35.44 |
| (l) Printing & Stationery | 7.54 | 4.86 |
| (m) Legal and professional fees | 314.12 | 146.17 |
| (n) Payment to Auditors [Refer Note 38.1] | 23.37 | 21.15 |
| (o) Stamp Duty and Registration charges on sale of flats | 231.61 | - |
| (p) Reversal of provision for doubtful debts | - | (1.05) |
| (q) Donation and Contribution | 1.60 | 0.60 |
| (r) CRS Expenses [Refer Note 49 and 54] | 82.88 | 97.91 |
| (s) Miscellaneous Expenses | 97.19 | 77.59 |
| (t) Loss on sale of Property, plant and Equipments | - | 0.15 |
| (u) Compensation paid against Flat | 28.26 | 577.82 |
| (v) Loss on withdrawal of capital from LLP [Refer note 6.1] | 628.84 | - |
| **Total** | **3,575.96** | **3,020.22** |

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Marathon Nextgen Realty Limited
Notes forming part of the consolidated financial statements for the year ended 31 March ,2023
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Note 38.1:- Payment to Auditor

| Particular | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| (a) Services as statutory auditors | 16.81 | 16.81 |
| (b) Tax audit | 2.50 | 2.50 |
| (c) Others matters - certification service | 4.06 | 1.84 |
| **Total** | **23.37** | **21.15** |

Note 39 - Depreciation and Amortisation

| Particular | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| **(a) Depreciation on Property, Plants and Equipments** | | |
| Depreciation on property, plant and equipment | 122.99 | 112.22 |
| Less:- Capitalised to Project | (66.90) | (70.24) |
| **Depreciation charged to statement of Profit and Loss A/c** | **56.09** | **41.98** |
| (b) Depreciation on investment property | 255.74 | 255.74 |
| (c) Amortisation of Rights-of-use Assets | - | - |
| **Total (a+b+c)** | **311.83** | **297.72** |

Note 40 - Tax Expenses
Tax expense/(credit) recognized in the Statement of Profit and Loss

| Particular | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| **(a) Current tax** | | |
| Current Tax on taxable income for the year | 3,873.00 | 1,060.00 |
| **Total current tax expense** | **3,873.00** | **1,060.00** |
| **(b) Deferred tax** | | |
| Deferred tax charge/(credit) | 460.88 | 145.80 |
| **Total deferred income tax expense/(credit)** | **460.88** | **145.80** |
| (c) Adjustment of Tax related to earlier period | (5.28) | (63.05) |
| **Total tax expense (a+b+c)** | **4,328.60** | **1,142.75** |

A) Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

| Particular | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| Enacted income tax rate in India applicable to the Company | 25.17% | 25.17% |
| **Profit before tax** | **15,609.89** | **3,500.78** |
| Current tax expenses on Profit before tax expenses at the enacted income tax rate in India | 4,490.13 | 936.48 |
| Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income | (6.35) | 256.71 |
| (Deduction)/ disallowance under Income Tax Act, 1961 | (90.12) | (86.59) |
| Other items | (520.67) | (46.61) |
| MAT Credit Utilised | - | - |
| **Total income tax expense/(credit)** | **3,873.00** | **1,060.00** |
| **Effective Tax Rate** | **24.81%** | **30.28%** |

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**Note 41 - Earning Per Share**

| Particular | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|---|---|
| Earning per Share has been computed as under: | | |
| (a) Net Profit attributable to shareholders | 12,098.74 | 3,852.01 |
| (b) Nominal value of equity shares - (in ₹ per share) | 5.00 | 5.00 |
| (c) Weighted average number of equity shares for basic EPS (in Lakhs) | 4,62,14,976 | 4,60,00,000 |
| (d) Weighted average number of equity shares for diluted EPS (in Lakhs) | 4,79,92,887 | 4,60,53,994 |
| (e) Basic earnings per share - (₹) (a/c) | 26.12 | 8.37 |
| (f) Diluted earnings per share - (₹) (a/d) | 25.21 | 8.36 |

**Note 42:- Contingent liabilities (to the extent not provided for)**

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Claims against the Company not acknowledged as debts in respect of past disputed liabilities of | | |
| (a) Income Tax [Refer Note 42.1] | - | - |
| (b) Sales Tax [Refer Note 42.2 and 42.3] | 139.62 | 4,772.79 |
| (c) Central Excise and Service Tax [Refer Note 42.4] | 123.12 | 123.12 |
| (d) Provident Fund [Refer Note 42.5] | 38.83 | 38.83 |
| (e) Employee State Insurance Corporation [Refer Note 42.5] | - | 8.67 |
| (f) Bank Guarantees | 50.00 | 25.00 |
| (g) RERA cases | 278.99 | 272.00 |

In the opinion of the management the above claims are not sustainable and the Group does not expect any outflow of economic resources in respect of above claims and therefore no provision is made in respect thereof

**Note 42.1:-** The Income Tax Appellate Tribunal quashed the appeal filed by the Dy Commissioner of Income Tax, Central Circle 6 (3), for FY 2010-11, 2011-12 & 2012-13 on matters relating Section 143(3) read with Section 148 of the Income Tax Act 1961. Being aggrieved by the order, the Principal Commissioner of Income Tax, Central Circle 3,,has filed a writ petition before the Honble Bombay High Court. The matter is yet to be admitted and the company does not envisage any additional liability

**Note 42.2:-** On 3rd November 2021, the Deputy Commissioner of Sales Tax has dismissed the appeal filed by the Company for the financial years 2006-07,2007-08 and 2009-10 against the order passed by Assistant Commissioner of Sales Tax - Investigation. The Company has filed a writ petition against the said order with the Hon'ble Bombay High Court. The Hon'ble Bombay high court vide order dated 5th September,2022 has quashed order passed by the Deputy Commissioner of sales tax and remanded the matter back for denovo assessment. Consequently the demand raised by the Assistant

**Note 42.3:-** The Company had received demand of ₹.139.62 Lakhs,₹.22.63 Lakhs and ₹.20.44 Lakhs for the FY 2010-11, FY 2011-12 and FY 2012-13 respectively from Dy Commissioner Sales Tax against which company had filed appeals by paying requisite appeal fees. The appeal for FY 2010-11 and FY 2011-12 was discharged vide order dated 08th June 2022 in favor of the Company. For FY 2012-13, the appeal is yet to be heard.

**Note 42.4:-** The company had received the demands from Central Excise department for various years against which company is under appeal before the appellate authorities. These matter pertain to the periods when the company was engaged in the manufacture of textiles.

**Note 42.5:-** The Employees Provident Fund Organization have issued a show cause notice against the Company raising a claim of ₹ 38.83 Lakhs purportedly being arrears pertaining to damages and delayed payment of interest. The Company has appealed against the order in the Provident Fund Appellate Tribunal and pending hearing the recovery of principal interest and damages has been stayed.

**Note 42.6:-** Cadastral survey No.166 is the land on which commercial project Marathon Future x is being constructed. This Land is jointly owned by the Company and holding Company, Marathon Realty Private Limited. Both the Companies owns stock in precincts either in form of completed units or in the form work in progress. The borrowings by either of these companies against hypothecation of stock of the other company becomes a co-borrower.

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Note 42A :- Particulars of loans given/guarantees given, as required by clause (4) of Section 186 of the Act and as per regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

| Name of the party | Relationship | Amount in ₹. Lakhs | | Period | Rate of Interest | Purpose |
|---|---|---|---|---|---|---|
| | | As at 31 March 2023 | As at 31 March 2022 | | | |
| Loan Given | | | | | | |
| (i) Marathon Realty Private Limited | Holding Company | 77,539.16 | 55,059.46 | repayable on demand | 13.5% -18.5% | For Project execution |
| (ii) Swayam Realtors and Traders LLP | Joint Venture | 345.06 | 20.83 | repayable on demand | 11.55% | For Project execution |
| (iii) Columbia Chrome India Private Limited | Associates | 208.28 | 184.78 | repayable on demand | 11.55% | For Project execution |
| (iv) Matrix Enclaves Projects Developments Private Limited | Significant Influence | 19,324.27 | 19,324.27 | repayable on demand | Interest Free | For Project execution |
| (v) Ixoxi Construction LLP | Significant Influence | - | 228.45 | repayable on demand | Interest Free (PY 12%) | For Project execution |
| (vi) Vinotak Investment Private Limited | Significant Influence | 5,354.28 | 4,514.02 | repayable on demand | 9% & 12% | For Project execution |
| (vii) United Enterprises | Significant Influence | 13.39 | 12.09 | repayable on demand | 12.00% | For Project execution |
| (vii) Ixoxi Equip Hire LLP | Significant Influence | - | 12.22 | repayable on demand | 12.00% | For Project execution |
| Corporate Guarantee given | | | | | | |
| (i) Marathon Realty Private Limited | Holding Company | 8,500.00 | 7,732.81 | 20-Dec-25 | - | Term Loan |
| (ii) Swayam Realtors and Traders LLP | Joint Venture/ | 30,447.00 | - | 15-Dec-28 | | Term Loan |

**Note 43:- Lease**

The group has been operating from the premises owned by Holding Company Marathon Realty Private Limited and relatives of directors.. The Group had entered into formal agreement for payment of rent on the premises occupied by it. The rental payable per annum is ₹ 382.30 Lakhs [FY 2021-22: ₹ 382.30 Lakhs] and such lease facility is for the period of one year with the

**Note 44:- Disclosure as per Ind AS 115:-**

(a) The Group is primarily engaged in the business of construction, development, Leasing and sale of commercial and residential real estate projects. The core business activities are carried out under various business model likes own development, through joint ventures and joint development and other arrangements with third parties.

**Revenue from Operations**

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Revenue from contract with customers as per note 32 | 62,526.65 | 25,901.61 |
| Add/Less:- Other adjustment | - | - |
| **Total revenue as per contracted price** | **62,526.65** | **25,901.61** |

**(b) Contract Balances:-**

The following table provides information about receivables, contract assets and contract liabilities from contracts with

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **Receivables which are included in Trade and other receivables** | | |
| **Trade Receivable** | | |
| - Amount due from customers on construction contract | 4,333.10 | 3,790.06 |
| **Contract assets** | | |
| - Accrued value of work done net off provision (Unbilled Revenue) | - | - |
| **Contract liabilities** | | |
| - Amount due to customers under construction contracts (Excess | - | - |
| - Advance from customer | 25,621.16 | 28,418.06 |

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Significant changes in contract asset and contract liabilities balances during the year are as follows:

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **(A) Contract liabilities** | | |
| Opening Balance* | 28,418.06 | 23,828.28 |
| Less : Revenue recognised during the year from balance at the beginning of the year | (60,723.00) | (25,883.80) |
| Add : Addition | 57,926.10 | 30,473.58 |
| Less- Refunded due to cancellation of contract | - | - |
| **At the end of the reporting period (Para 116 (a))** | **25,621.16** | **28,418.06** |

Note 45:- Employee Benefits

The details of employee benefits as required under Ind AS 19 'Employee Benefits' is given below

(A) Defined Contribution Plan:

Amount recognized as an expense in the Statement of Profit and Loss in respect of Defined Contribution Plans [Provident funds and others] is ₹. 91.59 Lakhs [Previous Year - ₹. 69.38 Lakhs]

(B) leave obligation :-

The leave obligations cover the Company's liability for sick and earned leave. The amount recognised in the statement of Profit Loss as Leave salary expenses ₹. 19.93 Lakhs [Previous year - ₹. 11.23 Lakhs]

(C) Defined benefit plan:

Gratuity is a defined benefit plan covering eligible employees. The plan provides for a lump sum payment to vested employees on retirement, death while in employment or termination of employment of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of five years of service.

**Disclosure as required under Ind AS 19 on "Employee Benefits" in respect of defined benefit plan is as under:**

i. The amount included in the balance sheet arising from the group's obligation in respect of its defined benefit plans is as follows:

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Present value of un-funded defined benefit obligation | 276.92 | 227.23 |
| Fair value of plan assets | - | - |
| Restrictions on asset recognized | - | - |
| Others | - | - |
| Net liability arising from defined benefit obligation | **276.92** | **227.23** |

ii. Movement in the present value of defined obligation (DBO) during the year representing reconciliation of opening and closing balances thereof are as follows:

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Present value of benefit obligation at the beginning of the year | 227.23 | 177.20 |
| Current service cost | 20.79 | 16.60 |
| Interest cost | 18.11 | 13.38 |
| **Re-measurements on obligation [Actuarial (Gain)/ Loss] :** | | |
| Actuarial (gains)/ losses arising from changes in financial assumption | 2.86 | (10.56) |
| Actuarial (gains)/ losses arising from changes in experience adjustment | 21.73 | 37.18 |
| Benefits paid | (13.79) | (6.57) |
| Addition on acquisition of subsidiary | - | - |
| Present value of Defined Benefit Obligation as at end of the year. | **276.92** | **227.23** |

iii. Analysis of Defined Benefit Obligations

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Defined benefit obligations as at 31 March | 276.92 | 227.23 |
| Fair value of plan assets as at 31 March | - | - |
| Net Asset/(Liability) recognised in Balance sheet as at 31 March | **276.92** | **227.23** |

iv. Expenses recognized in the statement of profit and loss

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Current service cost | 20.79 | 16.60 |
| Net Interest expense | 18.11 | 13.38 |
| **Components of defined benefit costs recognised in profit or loss** | **38.90** | **29.98** |

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v. Amount recognised in statement of Other Comprehensive Income

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Actuarial (Gain)/Loss | | |
| (i) arising from changes in financial assumption | 2.86 | (10.56) |
| (ii) arising from changes in experience assumption | 21.73 | 37.17 |
| Total amount recognised in the statement of other comprehensive income | **24.58** | **26.61** |

vi. Actual Contribution and benefit payments for the year

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Actual benefit paid directly by the company | (13.79) | (6.57) |
| Actual contributions | (13.79) | (6.57) |

vii. Principal Actuarial Assumptions for gratuity

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Discount Rate | 7.35% | 7.45% |
| Expected Rate of Increase in compensation levels | 7.00% | 7.00% |
| Expected Rate of Return on Plan Assets | 0.00% | 0.00% |
| Expected Average Remaining working lives ofemployees (Years) | 39.66 | 38.89 |
| Mortality Rate | IALM (2012-14) Ultimate | IALM (2012-14) Ultimate |
| Withdrawal Rate | Ages 20 - 30 : 10%<br>Ages 31 - 40 : 5%<br>Ages 41 & above : 2% | Ages 20 - 30 : 10%<br>Ages 31 - 40 : 5%<br>Ages 41 & above : 2% |

a. The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.

b. Expected Rate of Return of Plan Assets: This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations.

c. Salary Escalation Rate : The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors

d. Withdrawal Rate: It is the expected employee turnover rate and should be based on the company's past attrition experience and future withdrawal expectations.

viii. Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flows:

Expected benefit payments for the year ending:

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| 31 March, 2022 | | |
| 31 March, 2023 | - | - |
| 31 March, 2024 | - | 9.76 |
| 31 March, 2025 | 11.41 | 18.28 |
| 31 March, 2026 | 40.16 | 9.70 |
| 31 March, 2027 | 11.14 | 10.53 |
| 31 March 2027 to 31 March 2031 | 12.92 | 11.73 |
| 31 March 2028 to 31 March 2033 | - | - |
| | 640.57 | 94.83 |

Weighted Average duration of defined benefit obligation: 14.30 Years (Previous Year: 14.68 Years)

ix. Sensitivity analysis: A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

| DBO Rates Types | Discount Rate | | Salary Escalation Rate | | Withdrawal Rate | |
|---|---|---|---|---|---|---|
| Year | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| 31 March, 2023 | (26.64) | 31.35 | 20.81 | (20.49) | 5.45 | (6.38) |
| 31 March, 2022 | (25.53) | 27.80 | 19.41 | (18.45) | 4.68 | (5.49) |

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The sensitivity results above determine their individual impact on Plan's end of year Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

x. Employee benefit plans

**The plans typically expose the company to the actuarial risks such as: investments risk, interest risks, longevity risk and salary risk**

| | |
|---|---|
| Investment risk | The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. |
| 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's debt investments. |
| Longevity risk | The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability. |
| Salary risk | The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. |

## Note 46 : Employee Stock Option Plans

Employee Stock Option Plan 2020

The Shareholder of the Group has approved the 23,00,000 ESOP under ESOP 2020 scheme

The employee stock option cost has been computed with reference to the fair value of options granted and amortized over vesting period. For the Company has accounted for employee stock option cost (equity settled) amounting to ₹ 16.28 Lakhs [PY: ₹ 47.90 Lakhs]. The Expenses related to option granted to group and its ultimate holding company are recovered from

| (i) Details of ESOP's granted | Tranche 1 | Tranche 2 |
|---|---|---|
| Particulars | ESOP 2020 | ESOP 2020 |
| Option Granted | 3,41,000 | 1,18,401 |
| Equivalent number of shares of FV of ₹ 5 per shares | 3,41,000 | 1,18,401 |
| Date of Grant | 11-Feb-2021 | 12-Nov-2021 |
| Vesting period | 1 year (i.e up to 10th February 2022) | 1 year (i.e up to 11th November 2022) |
| vesting Condition | Continued employment | Continued employment |
| Exercised period | 5 years from the date of grant | 5 years from the date of grant |
| Grant / Exercise Price (₹ per share) | 20 | 20 |
| market Value of Equity Shares as on date of Grant of Original Option (₹ per | 77.5 | 91.05 |
| Method of Accounting | Fair Value | Fair Value |

(ii) Details of activity of the ESOP Scheme

| Particulars | | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|
| Outstanding at the beginning of the ye | a | 4,44,182 | 3,41,000 |
| Granted during the year | b | - | 1,18,401 |
| Exercised during the year | c | 3,24,088 | - |
| Lapsed during the year | d | 1,052 | 15,219 |
| Outstanding at the end of the year | e=a+b-c-d | 1,19,042 | 4,44,182 |
| Unvested option at the end of the year | f | 18,40,599 | 18,40,599 |
| No. of shares reserved under option | g=e+f | 19,59,641 | 22,84,781 |
| Exercisable at the end of the year | | 1,19,042 | 3,33,717 |
| Weighted average price per option (₹) | | 20 | 20 |

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(iii) Information in respect of options outstanding:

| ESOP Scheme | As at 31-March -2023 | | As at 31-March -2022 | |
|---|---|---|---|---|
| | No. of option outstanding | Weighted Average outstanding life | No. of option outstanding | Weighted Average outstanding life |
| ESOP 2020 - Tranche 1 | 76,831 | 0-3.87 years | 3,33,717 | 0-4.87 years |
| ESOP 2020 - Tranche 2 | 42,211 | 0-4.62 years | 1,18,401 | 5 years |

**Note 47 - Segment Information**

**Basis of Segmentation and Geographical Information**

The Company is engaged in Real Estate. The operations of the company do not qualify for reporting as separate business segments as per the criteria set out under Indian Accounting Standard 108 (IND AS-108) on "Operating Segments". The Company is operating in India hence there is no reportable geographic segment. Accordingly no disclosure is required under IND AS - 108.

**Information about major Customer**

Revenue from a customer aggregating to ₹.16,453.15 Lakhs for the year ended March 31,2023 [PY: ₹ 9,990.50 Lakhs] constituted more than 10% of the revenue of the Company.

| Particulars | FY 2022-23 | FY 2021-22 |
|---|---|---|
| Customer A | 16453.15 | 8,210.00 |
| Customer B | - | 1,780.50 |
| **Total** | **16,453.15** | **9,990.50** |

**Note 48 - Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year | 1,422.15 | 882.13 |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | 200.66 | 128.47 |
| (iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day | 0.69 | - |
| (iv) The amount of interest due and payable for the year | 199.96 | 128.47 |
| (v) The amount of interest accrued and remaining unpaid at the end of the accounting year | 199.96 | 128.47 |

**Note 48.1:-** Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the group regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the group.

**Note 49 - Details of Corporate Social Responsibility (CSR) expenditure**

As per section 135 of the Companies Act, 2013, amount required to be spent by the Company is computed at 2% of its average

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Amount required to be spent as per Section 135 of the Act | 82.88 | 97.91 |
| **Amount spent during the year on:** | | |
| (i) Construction / acquisition of an asset | - | - |
| (ii) On purpose other than (i) above (for Education purpose) [Refer Note 54] | 82.88 | 97.91 |

**Note 50:- Utilisation of proceeds from private placement of Non Convertible Debentures**

| Particulars of fund utilisation | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Amount received from issue of Listed, secured NCDs under private placement | 2,000 | 43,000 |
| Less:- Utilised towards repayment of existing debt [Including of Co-borrower] | - | 27,500 |
| Less:- Utilised towards Cost of construction-development and other project indirect cost | 2,000 | 15,500 |
| **Balance amount to be utilised** | - | - |

**Financial instrument Disclosure:-**

**Note 51:- Capital Risk Management**

The group's capital management objectives are:

-to ensure the group's ability to continue as a going concern

- to maximize the return to stakeholders through the optimization of the debt and equity balance

The group monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The group sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Currency in INR Lakhs

**a) Gearing Ratio:**

The Gearing ratio at the end of the reporting period are as follows:

| Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Debt* (A) | 86,883.91 | 1,08,698.49 |
| Cash and bank balances (B) | 3,097.58 | 1,689.47 |
| **Net Debt C=(A-B)** | **83,786.33** | **1,07,009.02** |
| Total Equity (D) | 78,320.14 | 64,938.52 |
| Net debt to equity ratio (C/D) | 107% | 165% |

*Debt is defined as long-term and short-term borrowings including interest accrued on borrowings

**Note 52:- Financial risk management**

**a) The carrying value of financial instruments by categories as of March 31, 2023 is as follows:**

| Particulars | Fair value through P&L | Fair value through OCI | Amortised cost | Total carrying value |
|---|---|---|---|---|
| **Assets:** | | | | |
| Cash and cash equivalents | - | - | 3,097.58 | 3,097.58 |
| Other balances with banks | - | - | 4,780.81 | 4,780.81 |
| Trade receivables | - | - | 4,333.10 | 4,333.10 |
| Investments (Other than investment in equity instruments | 1,106.65 | - | 0.28 | 1,106.93 |
| Loans | - | - | 1,04,964.37 | 1,04,964.37 |
| Other financial assets | - | - | 7,096.39 | 7,096.39 |
| **Total** | **1,106.65** | - | **1,24,272.53** | **1,25,379.18** |
| **Liabilities:** | | | | |
| Trade and other payables | - | - | 5,909.82 | 5,909.82 |
| Borrowings | - | - | 86,883.91 | 86,883.91 |
| Other financial liabilities | - | - | 5,385.44 | 5,385.44 |
| **Total** | - | - | **98,179.17** | **98,179.17** |

**b) The carrying value of financial instruments by categories as of March 31, 2022 is as follows:**

| Particulars | Fair value through P&L | Fair value through OCI | Amortised cost | Total carrying value |
|---|---|---|---|---|
| **Assets:** | | | | |
| Cash and cash equivalents | - | - | 1,689.47 | 1,689.47 |
| Other balances with banks | - | - | 4,567.85 | 4,567.85 |
| Trade receivables | - | - | 3,790.06 | 3,790.06 |
| Investments (Other than investment in equity | 1,018.59 | - | 0.28 | 1,018.87 |
| Loans | - | - | 81,340.64 | 81,340.64 |
| Other financial assets | - | - | 5,362.38 | 5,362.38 |
| **Total** | **1,018.59** | - | **96,750.68** | **97,769.27** |
| **Liabilities:** | | | | |
| Trade and other payables | - | - | 4,537.98 | 4,537.98 |
| Borrowings | - | - | 1,08,698.49 | 1,08,698.49 |
| Other financial liabilities | - | - | 2,311.10 | 2,311.10 |
| **Total** | - | - | **1,15,547.57** | **1,15,547.57** |

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The Fair value of investment through Profit and loss A/c is comprising of investment in Mutual fund. It is based on the net assets value ('NAV") as stated by issuers of the mutual fund.

**Financial risk management Objectives:-**

In the course of its business, the group is exposed primarily to fluctuations in interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the group.

**I) Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Future specific market movements cannot be normally predicted with reasonable accuracy.

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Currency in INR Lakhs

Currency risk: The group does not have material foreign currency transactions. The group is not exposed to risk of change in foreign currency.

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 group's fixed rate borrowings are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Profit or loss is sensitive to higher/lower interest expense from variable rate borrowings as a result of changes ininterest rates.

| Interest Rate Sensitivity | Increase or decrease in Basis Point | Effect on Profit before tax |
|---|---|---|
| For the year ended March 31,2023 | +1.00<br>-1.00 | (331.73)<br>331.73 |
| For the year ended March 31,2022 | +1.00<br>-1.00 | (532.37)<br>532.37 |

Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period. The interest rate profile of the group's interest-bearing financial instruments as reported is as follows:

| Particular | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| **Fixed-rate instruments** | | |
| Borrowings | 53,710.57 | 55,461.29 |
| **Floating rate instrument** | | |
| Borrowings | 33,173.34 | 53,237.20 |

Other price risk:

The group is not exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The group does not actively trade these investments.

II) Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the group result in material concentration of credit risk.

Credit Risk management :-

(i) Credit risk rating:-

The group assesses and manages credit risk of financial assets based on following categories arrived on the basis of
A: Low credit risk
B: High credit risk

| Asset group | Basis of categorisation | Provision for expenses credit loss |
|---|---|---|
| A: Low credit risk | Investments, Other bank balances, trade receivables, cash and cash equivalents. | 12 month expected credit loss/Life time expected credit loss |
| B: High credit risk | Trade receivables and loans& Advances | 12 month expected credit loss/Life time expected credit loss/fully provided for |

In respect of trade receivables, the company recognises a provision for lifetime expected credit loss.

Based on business environment in which the group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the group. The group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

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**Assets under credit risk -**

| Credit rating | Particulars | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|
| A: Low credit risk | Investments, Other bank balances, trade receivables, cash and cash equivalents, loans and other financial assets | - | - |
| B: High credit risk | Trade receivables and loans | 272.98 | 272.98 |

**ii) Concentration of financial asset**

The group's principal business activities are construction and development of real estate projects, Leasing of commercial space and all other related activities. The Company's outstanding receivables are for real estate project advisory business. Loans and other financial assets majorly represents loans to subsidiaries and deposits given for business purposes.

Credit risk exposure

**Provision for expected credit losses**

**As at 31 March 2023**

| Particulars | Estimated gross carrying amount at default | Expected Credit Loss | Carrying amount net of impairment provision |
|---|---|---|---|
| Investments | - | - | - |
| Trade receivables | 167.46 | (167.46) | - |
| Other bank balances | - | - | - |
| cash and cash equivalents | - | - | - |
| Loans and Advances | - | - | - |
| Other Financial Assets | 105.52 | (105.52) | - |

**As at 31 March 2022**

| Particulars | Estimated gross carrying amount at default | Expected Credit Loss | Carrying amount net of impairment provision |
|---|---|---|---|
| Investments | - | - | - |
| Trade receivables | 167.46 | (167.46) | - |
| Other bank balances | - | - | - |
| cash and cash equivalents | - | - | - |
| Loans and Advances | - | - | - |
| Other Financial Assets | 105.52 | (105.52) | - |

**Expected credit loss for trade receivables under simplified approach**

The group's outstanding trade receivables are less than six months old and the Company expects that money will be received in due course.

**Reconciliation of loss provision**

| Reconciliation of loss allowance | Advances | Trade receivables |
|---|---|---|
| **Loss allowance on 31 March 2021** | **105.52** | **168.51** |
| Impairment loss recognised during the year | - | (1.05) |
| **Loss allowance on 31 March 2022** | **105.52** | **167.46** |
| Impairment loss recognised during the year | - | - |
| **Loss allowance on 31 March 2023** | **105.52** | **167.46** |

**III) Liquidity risk**

Liquidity risk refers to the risk that the group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

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(a) Financing arrangements

**The group had access to the following undrawn borrowing facilities at the end of the reporting period:**

| Particular | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|
| Floating Rate | | |
| Expiring within one year (bank overdraft and other facilities) | - | - |
| Expiring beyond one year (bank loans) | 4,750.00 | 15,856.00 |

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR.

**(b) Exposure to liquidity risk**

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at 31 March 2023

| Financial liabilities | Carrying amount | Payable in One year | Payable after one Year | Total contractual cash flows |
|---|---|---|---|---|
| **(a) Trade payables** | | | | |
| - 31 March 2023 | 5,909.82 | 5,909.82 | - | 5,909.82 |
| - 31 March 2022 | 4,537.98 | 4,537.98 | - | 4,537.98 |
| **(b) Borrowings (incl.current maturity of long term** | | | | |
| - 31 March 2023 | 86,883.91 | 8,967.94 | 77,915.97 | 86,883.91 |
| - 31 March 2022 | 1,08,698.49 | 19,627.41 | 89,071.08 | 1,08,698.49 |
| **(c) Other financial liabilities** | | | | |
| - 31 March 2023 | 5,385.44 | 4,994.09 | 391.35 | 5,385.44 |
| - 31 March 2022 | 2,311.10 | 1,720.71 | 590.39 | 2,311.10 |
| Total | | | | |
| - 31 March 2023 | 98,179.17 | 19,871.85 | 78,307.32 | 98,179.17 |
| - 31 March 2022 | 1,15,547.57 | 25,886.10 | 89,661.47 | 1,15,547.57 |

**Note 53:- Fair value disclosures**

**Fair value hierarchy**

The fair value of the financial assets and liabilities are included at the amount at which the instrument can be exchanged in the current transaction between willing parties, other than in a forced or liquidation sale.

The following tables provides the fair value measurement hierarchy of the Company's assets and liabilities:

Level 1 - Quoted prices (Unadjusted) in active markets for identical assets & liabilities.

Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset & liability, either directly (i.e. prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (Unobservable inputs).

**The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.**

| Particulars | Carrying value as at | | Fair value as at | | Fair value hierarchy |
|---|---|---|---|---|---|
| | 31 March 2022 | 31 March 2022 | 31 March 2023 | 31 March 2022 | |
| Fair value through Profit and Loss | | | | | |
| Investment in Mutual Fund - Quoted | 413.55 | 399.76 | 413.55 | 399.76 | Level 1 |
| Lease Liabilities | - | - | - | - | Level 3 |
| Security deposits - Lease rent deposits | 303.90 | 562.46 | 305.90 | 562.46 | Level 3 |

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Lease liabilities are valued using Level 3 techniques. A change in one or more of the inputs to reasonably possible alternative assumptions would not change the value significantly.

Security Deposits are valued using Level 3 techniques. A change in one or more of the inputs to reasonably possible alternative assumptions would not change the value significantly.

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**Note 54 - Related Party Transactions**

**A. List of related Parties**

Related Parties (as Defined by the Management) are classified as:-

(a) **Holding Company**

1 Marathon Realty Private Limited

(b) **Joint Venture**

1 Swayam Realtors & Traders LLP
2 Columbia Chrome Private Limited

(c) **Entities over which Subsidiaries or Key Management Personnel or their relatives, exercise significant influence**

1 IXOXI Equip-Hire LLP
2 Marathon Infotech Private Limited
3 Matrix Enclaves Projects Developments Private Limited
4 Matrix Waste Management Private Limited
5 Nexzone Fiscal Services Private Limited
6 Nexzone Utilities Private Limited
7 Marathon Realty Private Limited -Future X Society
8 Nexzone Buildcon LLP
9 United Builders
10 United Enterprises
11 Ramniklal Z. Shah Trust
12 Vinotak Investment Private Limited
13 IXOXI Construction LLP
14 Suyog Developers

(d) **Key Management Personnel**

1 Mr. Chetan R. Shah - Chairman and Managing Director
2 Mr. S. Ramamurthi - Whole Time Director & CFO
3 Mr. Mayur R. Shah - Director
4 Ms. Shailaja C. Shah - Director
5 Mr. Deepak Shah - Independent Director
6 Mr. Atul Mehta - Independent Director
7 Ms. Parul Abhoy Shah - Independent Director
8 Mr. Ashwin Mohanlal Thakkar
9 Mr. Krishanamurthy Raghvan - Company Secretary

(e) **Relatives of KMP (with whom company had transaction)**

1 Ms. Ansuya R. Shah (Mother of Managing Director)
2 Mr. Ramniklal Z. Shah (Father of Managing Director)
3 Ms. Sonal M. Shah (Wife of Mr. Mayur R Shah-Director)
4 Mr. Parmeet M shah (Son of Director)
5 Mr. Kaivalya C Shah (Son of Managing Director)
6 Ms. Rita Dhanraj Shah (Sister of Mayur Shah)
7 Mr. Samyag M. Shah (Son of Mayur Shah)
8 Ms. Gargi Chetan Shah (Daughter of Chetan Shah)
9 Ms. Shailaja Chetan Shah (wife of Chetan Shah)

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B. The following transactions were carried out with the related parties in the ordinary course of business

| Type of Transaction | Particular | For the Year ended 31 March ,2023 | For the Year ended 31 March ,2022 |
|---|---|---|---|
| Interest Income on Inter Corporate Deposits | Marathon Realty Private Limited | 10,762.02 | 1,780.30 |
| | Columbia Chrome India Private Limited | 21.74 | 324.96 |
| | Vinotak Investment Private Limited | 448.65 | 373.35 |
| | IXOXI Construction LLP | - | 27.45 |
| | IXOXI Equip-Hire LLP | - | 3.25 |
| | United Enterprises | 1.46 | 1.41 |
| Interest Expenses | Marathon Realty Private Limited | 277.95 | 140.72 |
| | Chetan R Shah | 0.81 | 0.69 |
| Interest Income from Partnership Firm / LLp's | Swayam Realtors & Traders LLP | 10.23 | 1,106.22 |
| Share of Profit from LLP's | Swayam Realtors & Traders LLP | 1,536.63 | 1,531.20 |
| 0% Redeemable Non-Cumulative Preference shares | Matrix Enclaves Projects Development Private Limited | 693.10 | 618.83 |
| **Remuneration to KMP** | Chetan R Shah | 178.61 | 75.26 |
| | Krishanamurthy Raghvan | 37.62 | 32.13 |
| **Rent Expenses** | | | |
| Office Space | Marathon Realty Private Limited | 433.89 | 433.89 |
| | Sonal Mayur Shah | 17.23 | 17.23 |
| Sale of Material / Scrap | Nexzone Energy Utilities LLP | - | 9.43 |
| | Marathon Realty Private Limited | 0.29 | 1.44 |
| | Sayog Developers | - | 59.46 |
| | Nexzone Buildcon LLP | - | 0.03 |
| | Marathon Ener-Gen LLP | 1.94 | 0.32 |
| | Nexzone Fiscal Services Private Limited | 2.17 | - |
| | United Builders | 13.91 | 20.70 |
| Purchase of Material / Services | Marathon Realty Private Limited | 4.43 | 3.20 |
| | Nexzone Fiscal Services Private Limited | 12.32 | - |
| | Marathon Ener-gen LLP | - | 1.18 |
| | IXOXI Equip - Hire LLP | 60.39 | - |
| | Sayog Developers | 6.54 | - |
| | Nexzone Buildcon LLP | - | 12.26 |
| Provision of Services | Marathon Realty Private Limited | 10.97 | 3.45 |
| | IXOXI Construction LLP | 903.52 | 644.47 |
| Purchase of Properties, Plants and Equipments | IXOXI Equip - Hire LLP | 11.24 | - |
| Leasing of Equipment | IXOXI Equip - Hire LLP | - | 132.48<br>- |
| Maintenance Changes of Immovable Property | Marathon Realty Private Limited - Future X Society | 348.51 | 327.15<br>- |
| Expenditure on Corporate Social Responsibility | Ramniklal Z Shah Trust | 82.88 | 97.91 |
| Director Sitting Fees | Mayur R Shah | 0.60 | 1.40 |
| | Shailaja C Shah | 1.10 | 1.10 |
| | Deepak Shah | 2.00 | 2.30 |
| | Atul Mehta | 1.90 | 1.90 |
| | Parul Abhoy Shah | 0.90 | 1.50 |
| | Ashwin Mohanlal Thakkar | 0.70 | 0.70 |
| Loans given | Marathon Realty Private Limited | 41,160.25 | 77,520.27 |
| | Columbia Chrome India Private Limited | 3.93 | 7,500.00 |
| | Ixoxi Construction LLP | 1.70 | 1.19 |
| | Matrix Enclaves Projects Development Private Limite | - | 137.20 |
| | Vinotak Investment Private Limited | 483.73 | 968.00 |
| | IXOXI Equip-Hire LLP | 14.50 | 22.20 |
| | United Enterprises | - | 7.50 |
| Loans repaid | Marathon Realty Private Limited | 826.43 | 403.76 |
| Loan Given Partnership Firm / LLP's | Swayam Realtors & Traders LLP | 408.87 | 22,046.38 |
| Loans received back | Marathon Realty Private Limited | 28,365.86 | 30,524.82 |
| | Columbia Chrome India Private Limited | - | 21,020.00 |
| | Ixoxi Construction LLP | 230.15 | 35.20 |
| | Matrix Enclaves Projects Development Private Limite | - | 1,191.78 |
| | Vinotak Investment Private Limited | 47.25 | 339.50 |
| | IXOXI Equip-Hire LLP | 26.72 | 41.75 |
| | United Enterprises | - | 2.62 |
| Loans taken | Marathon Realty Private Limited | 1,354.60 | 2,322.16 |
| | Chetan R Shah | 0.50 | 1.00 |
| Loans received back Partnership Firm / LLP's | Swayam Realtors & Traders LLP | 95.85 | 105.55 |

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| Type of Transaction | Particular | For the Year ended 31 March ,2023 | For the Year ended 31 March ,2022 |
|---|---|---|---|
| Revenue Sharing | Matrix Waste Management Private Limited [Refer Note 34.1] | 220.00 | - |
| | Marathon Realty Private Limited [Refer Note 34.1] | 8,896.73 | - |
| Money received against share warrant | Chetan R Shah | 168.75 | - |
| | Gargi Chetan shah | 84.38 | - |
| | Kaivalya Chetan Shah | 84.38 | - |
| | Mayur R Shah | 168.75 | - |
| | Parmeet Mayur Shah | 84.38 | - |
| | Rita Dhanraj Shah | 67.50 | - |
| | Samyag Mayur Shah | 84.38 | - |
| | Shailaja Chetan Shah | 168.75 | - |
| | Sonal Mayur Shah | 168.75 | - |
| **Closing Balance** | | | |
| Loan Given | Marathon Realty Private Limited | 77,539.16 | 55,059.46 |
| | Columbia Chrome India Private Limited | 208.28 | 184.78 |
| | Ixoxi Construction LLP | - | 228.45 |
| | Matrix Enclaves Projects Development Private Limite | 19,324.27 | 19,324.27 |
| | Vinotak Investment Private Limited | 5,354.28 | 4,514.02 |
| | Ixoxi Equip Hire LLP | - | 12.22 |
| | United Enterprises | 13.40 | 12.09 |
| Loan Given Partnership Firm / LLP's | Swayam Realtors & Traders LLP | 343.06 | 20.83 |
| Loan Taken | Marathon Realty Private Limited | 2,692.17 | 1,913.85 |
| | Chetan R Shah | 7.88 | 6.65 |
| Trade Receivable / Other Receivable | Swayam Realtors & Traders LLP | 46.71 | 16.08 |
| | Marathon Realty Private Limited | 1.03 | - |
| | Marathon Ener-gen LLP | 2.73 | - |
| | United Enterprises | 0.28 | - |
| | Matrix Enclaves Project Development Private Limite | 9.82 | - |
| | Nexzone Fiscal Services Private Limited | 2.79 | - |
| | Suyog Developers | 96.96 | - |
| | Nexzone Energy Utilities LLP | 69.97 | - |
| | United Builders | 22.58 | - |
| Trade Payable | Marathon Realty Private Limited | 371.64 | 1,010.71 |
| | Marathon Realty Private Limited (Futurex Society) | - | 58.47 |
| | IXOXI Equip - Hire LLP | 88.93 | 19.07 |
| | Marathon Ener-gen LLP | 5.31 | 5.31 |
| | IXOXI Construction LLP | 162.22 | 17.94 |
| | Matrix Enclaves Project Development Private Limite | 0.92 | 0.38 |
| | Nexzone Buildcon LLP | 14.66 | 3.41 |
| | Nexzone Fiscal Services Private Limited | 15.96 | 0.23 |
| | [illegible] | [illegible] | [illegible] |
| | Nexzone Energy Utilities LLP | 0.22 | 1.13 |

Note 34.1:-

i. The Group has entered into an agreement with Matrix Waste Management Private Limited for area or revenue sharing of 12.5% of revenue generated from the developed area for which development rights have been acquired by the Group.

ii. The Group has entered into an agreement with Ithaca Informatics Private Limited (merged with Marathon Realty Private Limited w.e.f 01.04.2016) for revenue or area sharing based on 12.5% of revenue generated from the developed area for which development rights have been acquired by the

iv. Group had entered in to related party transaction with United Builder to sale the FSI generated from Neo square project & consideration is on kind

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Note 55:- Particulars of Consolidation

i. Entity considered for Consolidation

| Sr. No. | Name of the Entity | % of ownership as on | | Nature of Interest | Principal Activities |
|---|---|---|---|---|---|
| | | 31 March 2023 | 31 March 2022 | | |
| 1 | Marathon Nextgen Township Private Limited (MNTPL) | 100% | 100% | Wholly owned Subsidiary | Real Estate |
| 2 | Sanvo Resorts Private Limited | 91% | 91% | Subsidiary | Real Estate |
| 3 | Terrapolis Assets Private Limited | 100% | 100% | Subsidiary | Real Estate |
| 4 | Swayam Realtors & Traders LLP | 40% | 40% | Joint Venture | Real Estate |
| 5 | Columbia Chrome (I) Private Limited | 40% | 40% | Joint Venture | Real Estate |

Note 56:- Disclosure as required under Ind AS 112

(a) Details of Non-Wholly Owned Subsidiaries that have Material Non-Controlling Interest

| Sr.No. | Name of the Subsidiary | Proportion of Ownership and voting rights held by Non-Controlling Interests | | Profit/(Loss) after Tax allocated to Non-Controlling Interests | | Accumulated Non-controlling Interest | |
|---|---|---|---|---|---|---|---|
| | | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 |
| 1 | Sanvo Resorts Private Limited | 9% | 9% | 269.58 | 36.96 | 810.74 | 541.16 |

Summarized financial information in respect of each of the Group's subsidiaries that has material non controlling interests is set out below. The summarized financial information below represents amounts before intergroup eliminations.

(i) Sanvo Resorts Private Limited

| Particular | 31 March 2023 | 31 March 2022 |
|---|---|---|
| Current Assets | 54,344.59 | 49,375.85 |
| Non-Current Assets | 21,667.77 | 22,206.50 |
| **Total Assets (A)** | **76,012.36** | **71,582.35** |
| Current Liabilities | 43,907.33 | 44,665.80 |
| Non-Current Liabilities | 23,099.67 | 20,906.54 |
| **Total Liabilities (B)** | **67,007.00** | **65,572.34** |
| **Net Assets C= (A-B)** | **9,005.36** | **6,010.01** |
| Equity Interest Attributable to the owners | 8,194.62 | 5,468.85 |
| **Non-Controlling Interest** | **810.74** | **541.16** |

Note 57:- Interest in Joint Venture

The Group has interest in following joint ventures as given below. The group's interest in these joint ventures are accounted for using equity method in the consolidated financial statements

(i) Joint venture in which group is a co-venturer

| Sr. No. | Name of Entity | % of holding | | Principle Activities |
|---|---|---|---|---|
| | | 31 March 2023 | 31 March 2022 | |
| 1 | Columbia Chrome (I) Private Limited | 40% | 40% | Real Estate |
| 2 | Swayam Realtors & Traders LLP | 40% | 40% | Real Estate |

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(ii) Summarized financial information of the joint venture, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements is as follows:

| Summarized Balance sheet | Columbia Chrome (I) Private Limited | | Swayam Realtors & Traders LLP | |
|---|---|---|---|---|
| | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 |
| Proportion of ownership interest held by the Group at the year end | 40% | 40% | 40% | 40% |
| Non-current assets | 338.16 | 338.16 | 82,744.52 | 83,592.51 |
| Current assets | 200.37 | 200.30 | 93,514.86 | 79,403.19 |
| **Total Assets (A)** | **538.53** | **538.46** | **1,76,259.38** | **1,62,995.70** |
| Non-current liabilities | - | - | 50,652.51 | 31,543.98 |
| Current liabilities | 720.68 | 645.33 | 57,586.56 | 66,150.42 |
| **Total Liabilities (B)** | **720.68** | **645.33** | **1,08,239.07** | **97,694.40** |
| **Net Assets (A-B)** | **(182.15)** | **(106.87)** | **68,020.31** | **65,301.30** |
| Group's share of net assets (Carrying amount of interest in Joint Venture) [Refer Note 6.1] | - | - | 27,208.12 | 26,120.52 |
| Withdrawal of share by Group | - | - | (23,428.84) | - |
| **Net Share of Group** | - | - | **3,779.29** | **26,120.52** |
| **Group share in Contingent Liabilities** | - | - | 140.27 | 140.27 |
| **Commitments** | - | - | - | - |

| Summarized Profit and Loss A/c | Columbia Chrome (I) Private Limited | | Swayam Realtors & Traders LLP | |
|---|---|---|---|---|
| | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 |
| Total Revenues (A) | - | - | 20,070.29 | 17,960.29 |
| Total Expenses [including tax expense] (B) | 75.28 | 109.13 | 17,243.04 | 14,133.06 |
| **Profit/ (Loss) (A-B)** | **(75.28)** | **(109.13)** | **2,827.25** | **3,827.23** |
| Deferred Tax | - | - | 97.73 | - |
| Other Comprehensive Income (OCI) | - | - | (10.51) | (1.48) |
| Total Comprehensive Income for the year | (75.28) | (109.13) | 2,719.02 | 3,825.75 |
| **Group's share of profit for the year** | - | (0.90) | 1,087.61 | 1,530.30 |

**Reconciliation of carrying amount**

| Particulars | Columbia Chrome (I) Private Limited | | Swayam Realtors & Traders LLP | |
|---|---|---|---|---|
| | 31 March 2023 | 31 March 2022 | 31 March 2023 | 31 March 2022 |
| Cost of investment in the beginning of the year | - | 0.90 | 26,120.52 | 950.10 |
| Addition / Withdrawal of share by Group [Refer Note 6.1] | - | - | (23,428.84) | 23,640.12 |
| Share of group in the Net Assets of the Joint Venture | - | (0.90) | 1,087.61 | 1,530.30 |
| **Carrying Value of Investment** | - | - | **3,779.29** | **26,120.52** |

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Note 58:- Additional Information, as required under Schedule III to the Companies Act, 2013, of Consolidated Entities

a. Statement of Net Assets and Profit/Loss and Other Comprehensive Income considered in Consolidated Financial Statements

| Name of the entity in the Group | Net Asset i.e.total assets minus | | Share in profit or loss | | Share in other comprehensive | | Share in total comprehensive | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated Net assets | As at 31st March 2023 | As % of consolidated profit or loss | Year ended 31st March 2023 | As % of consolidated OCI | Year ended 31st March 2023 | As % of total comprehensive income | Year ended 31st March 2023 |
| **Parent** | | | | | | | | |
| Marathon Nextgen Realty Limited | 83.47% | 65,537.96 | 66.74% | 8,074.28 | 55.84% | (10.38) | 66.75% | 8063.90 |
| **Indian Subsidiaries** | | | | | | | | |
| Marathon Nextgen Township Private Limited | (0.01%) | (7.70) | (0.01%) | (1.57) | 0.00% | - | (0.01%) | (1.57) |
| Sanvo Resort Private Limited | 11.47% | 9,005.35 | 22.58% | 2,731.96 | 33.35% | (6.20) | 22.56% | 2725.76 |
| Terrapolis Assets Private Limited | 0.26% | 205.24 | 1.71% | 206.46 | 10.81% | (2.01) | 1.69% | 204.45 |
| **Indian Joint Ventures** | | | | | | | | |
| (Investment as per the equity method) | | | | | | | | |
| 1. Columbia Chrome (I) Private Limited | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | 0.00 |
| 2. Swayam Realtors & Traders LLP | 4.81% | 3,779.29 | 8.99% | 1,087.61 | 0.00% | - | 9.00% | 1087.61 |
| Adjustment on account of consolidation | | | | | | | | |
| **Total** | **100.00%** | **78,520.14** | **100.00%** | **12,098.74** | **100.00%** | **(18.59)** | **100.00%** | **12,080.15** |

b.

| Name of the entity in the Group | Net Asset i.e.total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated Net assets | As at 31st March 2022 | As % of consolidated profit or loss | Year ended 31st March 2022 | As % of consolidated OCI | Year ended 31st March 2022 | As % of total comprehensive income | Year ended 31st March 2022 |
| **Parent** | | | | | | | | |
| Marathon Nextgen Realty Limited | 50.53% | 32,813.33 | 49.37% | 1,901.62 | 50.49% | (9.88) | 49.36% | 1,891.74 |
| **Indian Subsidiaries** | | | | | | | | |
| Marathon Nextgen Township Private Limited | (0.01%) | (6.13) | (0.01%) | (0.30) | 0.00% | - | (0.01%) | (0.30) |
| Sanvo Resort Private Limited | 9.25% | 6,010.00 | 9.77% | 376.30 | 13.29% | (2.60) | 9.75% | 373.70 |
| Terrapolis Assets Private Limited | 0.00% | 0.79 | 1.17% | 44.99 | 36.23% | (7.09) | 0.99% | 37.90 |
| **Indian Joint Ventures** | | | | | | | | |
| (Investment as per the equity method) | | | | | | | | |
| 1. Columbia Chrome (I) Private Limited | 0.00% | - | (0.02%) | (0.90) | 0.00% | - | (0.02%) | (0.90) |
| 2. Swayam Realtors & Traders LLP | 40.22% | 26,120.52 | 39.73% | 1,530.30 | 0.00% | - | 39.93% | 1530.30 |
| **Total** | **100.00%** | **64,938.51** | **100.00%** | **3,852.01** | **100.00%** | **(19.57)** | **100.00%** | **3,832.44** |

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

**Note 59:- Additional regulatory information**

i There are no proceedings initiated or are pending against the Group for holding any benami property under the Prohibition of Benami Transactions Act, 1988 and rules made thereunder.

ii The Group does not have any transactions with companies struck off.

iii The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

iv The group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

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

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

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

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

vii The Group do not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

viii **Ratio (Continuing operations) :**

| | Particulars | Numerator | Denominator | Mar 31,2023 | Mar 31,2022 | Variation | Reason for variance |
|---|---|---|---|---|---|---|---|
| (a) | Current Ratio | Current Assets | Current Liabilities | 2.05 | 1.77 | 15.49% | |
| (b) | Debt-Equity Ratio | Total Debt | Shareholders Equity | 1.11 | 1.67 | (33.89%) | Decrease in debt |
| (c) | Debt Service Coverage Ratio | Earnings for debt service = Earnings before interest and tax | Debt service = Interest + Principal Repayments | 0.65 | 0.61 | 6.72% | Increase in EBIT |
| (d) | Return on Equity Ratio | Net Profits after taxes – Preference Dividend (if any) | Average Shareholder's Equity | 0.15 | 0.06 | 159.76% | Increase in share of profit from Joint Venture |
| (e) | Inventory turnover ratio | Cost of goods sold | Average Inventory | 0.80 | 0.36 | 100.00% | Increase in sale as compare to previous year |
| (f) | Trade Receivables turnover ratio | Net credit sales = Gross credit sales - sales return | Avg. Accounts Receivable | 14.01 | 6.83 | 105.20% | Increase in credit sales |
| | Trade payables turnover ratio | Net credit purchases = Gross credit purchases - purchase return | Average Trade Payables | 12.33 | 6.40 | 92.64% | Increase in trade payable ratio on account of increased in credit purchase |
| (h) | Net capital turnover ratio | Net sales = Total sales - sales return | Working capital = Current assets – Current liabilities | 1.15 | 0.60 | 92.63% | Increase in sales |
| (i) | Net profit ratio | Net Profit | Total Income | 0.16 | 0.11 | 42.46% | |
| (j) | Return on Capital employed | Earning before interest and taxes | Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability | 0.29 | 0.11 | 174.58% | |
| (k) | Return on Investment | Share of Profit | Investment in Firm | 0.29 | 0.06 | 390.92% | Increase in share of profit from Joint venture |

RAJENDRA & CO. MUMBAI CHARTERED ACCOUNTANTS

Marathon Nextgen Realty Ltd. MUMBAI

| No. | Particulars | Numerator | Denominator | Mar 31,2023 | Mar 31,2022 | Variation | Reason for variance |
|---|---|---|---|---|---|---|---|
| (l) | Operating profit Margin (%) | Earning before interest and taxes | Revenue from operations | 0.39 | 0.36 | 8.65% | Increase in share of profit from Joint Venture |
| (m) | Return on Net Worth (%) | Total comprehensive income for the year, net of tax | Net worth | 0.15 | 0.06 | 160.69% | Increase in share of profit from Joint venture |

**Note 60:- Dividend on Equity Shares**

The Board of Directors of the Company has proposed dividend of ₹. 1/- (PY. ₹. 50 paisa) per equity share for the financial year 2022-23. The payment of dividend is subject to approval of the shareholders in the ensuing Annual General Meeting of the Company.

**Note 61:- Warrant**

During the year, the Company has allotted 48,00,000 warrants on preferential basis to promoters and non promoters on the following terms and conditions:

1. Each warrant would have a face value of ₹. 135/-
2. Each warrant would be converted into one equity share of ₹.5/- each at a premium of ₹. 130/- per share.
3. Warrant subscription amount of 25% of the face value aggregating to 1,62,000 i.e ₹. 33.75 per warrant will be paid up front.

The warrant holders can exercise their option for conversion into equity shares after the expiry of twelve months post the issue of warrants but before the expiry of eighteen months at which time they will have to pay the balance amount of ₹. 101.25 per warrant.

**Note 62:- Other Significant Notes:-**

i. Previous Year's figure have been regrouped/rearranged, wherever necessary.

**For Rajendra & Co.**
Chartered Accountants
ICAI Firm Registration No. 108355W

A. R. Shah
Partner
Membership No. 047166

Place: Mumbai
Date: May 24, 2023

RAJENDRA & CO.
MUMBAI
CHARTERED ACCOUNTANTS

**For and on behalf of the Board of Directors**

| Chetan R. Shah | S. Ramamurthi | K. S. Raghavan |
|---|---|---|
| Chairman & MD | CFO & WTD | Company Secretary |
| DIN: 00135296 | DIN: 00135602 | |

Place :Mumbai
Date: May 24, 2023

Marathon Nextgen Realty Ltd.
MUMBAI

## GENERAL INFORMATION

1. Marathon Nextgen Realty Limited ("**Company**") was originally incorporated as 'Mahadevi Investment Company Limited' as a limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated January 13, 1978, issued by the Registrar of Companies, Maharashtra at Bombay and received the certificate for commencement of business on February 9, 1978. Erstwhile Piramal Spinning and Weaving Mills Limited was amalgamated with Mahadevi Investment Company Limited, pursuant to an order of High Court of Bombay dated June 21, 1979 approving the scheme of amalgamation which was approved by the board of directors and shareholders through their resolutions dated December 11, 1978, and February 2, 1979, respectively, and a fresh certificate of incorporation dated November 9, 1979 was issued by the Registrar of Companies, Maharashtra at Bombay for change in name of our company from 'Mahadevi Investment Company Limited' to 'Piramal Spinning and Weaving Mills Limited'. Further, pursuant to an order dated March 17, 1992, passed by the Appellate Authority for Industrial and Financial Reconstruction, New Delhi, Niranjan Mills Limited was merged with Piramal Spinning and Weaving Mills Limited. Subsequently, pursuant to the approval by our board of directors and shareholders through their resolutions dated March 31, 2003 and July 8, 2003, respectively, the name of 'Piramal Spinning and Weaving Mills Limited' was changed to 'Marathon Nextgen Realty and Textiles Limited' and a fresh certificate of incorporation dated July 31, 2003 was issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). Further, pursuant to a board and shareholders' resolution dated June 29, 2007 and August 27, 2007 and a certificate of incorporation dated September 7, 2007, issued by the RoC, the name of our Company was changed from 'Marathon Nextgen Realty and Textiles Limited' to 'Marathon Nextgen Realty Limited'. Thereafter, pursuant to an order of the High Court of Bombay dated October 6, 2016, through a scheme of amalgamation approved by our board of directors and shareholders pursuant to their resolutions dated November 3, 2015, and April 7, 2016, respectively, our erstwhile wholly owned subsidiary, Parmeka Private Limited, was amalgamated with our Company. Additionally, pursuant to an order of the National Company Law Tribunal, Mumbai, dated July 14, 2023, and National Company Law Appellate Tribunal, New Delhi dated May 29, 2024, through a scheme of arrangement approved by our board of directors and shareholders pursuant to their resolutions dated November 14, 2019, and March 23, 2020, respectively, our erstwhile wholly owned subsidiary, Marathon Nextgen Township Private Limited, was merged with our Company.

2. Our Corporate Office is located at 702, Marathon Max, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400 080, Maharashtra, India and our Registered Office is located at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India.

3. The CIN of our Company is: L65990MH1978PLC020080.

4. Our Company Secretary and Compliance Officer is Yogesh Ashok Patole. His contact details are as follows:

   **Yogesh Ashok Patole**
   702, Marathon Max,
   Mulund-Goregaon Link Road,
   Mulund (W), Mumbai 400 080,
   Maharashtra, India
   **Tel**: +91-22-6772 8484
   **E-mail**: cs@marathonrealty.com

5. The Equity Shares are listed on BSE and NSE since September 30, 1978 and September 28, 2016, respectively.

6. The authorized share capital of our Company as of the date of this Preliminary Placement Document is ₹ 75,00,00,000 divided into 14,75,00,000 Equity Shares of ₹ 5 each aggregating to ₹ 7,375.00 lakhs and 1,25,000 preference shares of ₹ 100 each aggregating to ₹ 125.00 lakhs. Our issued, subscribed and paid-up equity share capital as of the date of this Preliminary Placement Document is ₹ 25,60,40,700 divided into 5,12,08,140 Equity Shares of ₹ 5 each. Additionally, the current authorized share capital of our Company is not correctly reflected on the website of the MCA. For details, see "***Risk Factor – As a listed company in India, our Company is subject to certain obligations and reporting requirements under the Companies Act, the SEBI Listing Regulations, and we must comply with other SEBI regulations as may be applicable to us. If there are any non-compliances or delay in complying with such***

***obligations and reporting requirements may render us liable to prosecution and/or penalties***", on page 52.

7. This Issue was authorized and approved by our Board of Directors on November 11, 2024, and approved by our Shareholders through a special resolution passed through a postal ballot dated December 14, 2024.

8. Our Company has received in-principle approvals under Regulation 28(1)(a) of the SEBI Listing Regulations to list the Equity Shares, issued pursuant to the Issue, on NSE and BSE each dated June 23, 2025. Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares after Allotment of the Equity Shares in the Issue.

9. Copies of the Memorandum of Association and Articles of Association will be available for inspection during usual business hours on all working days between 10.00 A.M. to 5.00 P.M. at our Registered Office.

10. Except as disclosed in this Preliminary Placement Document, our Company has obtained necessary consents, approvals and authorizations required in connection with the Issue.

11. No change in the control of our Company will occur consequent to the Issue.

12. Except as disclosed in this Preliminary Placement Document, there has been no material change in our consolidated financial condition or trading position of our Company since March 31, 2025, the date of the latest financial statements prepared and included herein.

13. Except as disclosed in this Preliminary Placement Document, there are no material litigation or arbitration proceedings against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which are or might be material in the context of this Issue. For further details, see "***Legal Proceedings***" on page 297.

14. As on the date of this Preliminary Placement Document, Rajendra & Co., Chartered Accountants, having Firm Registration No. 108355W is the Statutory Auditor of our Company.

15. Our Company is in compliance with the minimum public shareholding requirements as required under the SEBI Listing Regulations and Rule 19A of the SCRR.

16. The Floor Price for the Issue is ₹ 584.34 per Equity Share, calculated in accordance with Regulation 176 of the SEBI ICDR Regulations, as certified by Rajendra & Co., Chartered Accountants. Our Company may offer a discount of not more than 5% on the Floor Price in terms of Regulation 176(1) of the SEBI ICDR Regulations in accordance with the approval of the Shareholders accorded through a special resolution passed through a postal ballot dated December 14, 2024.

17. Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Preliminary Placement Document and anyone placing reliance on any other source of information, including our website, would be doing so at his or her own risk.

## DETAILS OF PROPOSED ALLOTTEES IN THE ISSUE

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment of Equity Shares pursuant to this Issue shall be made by our Company, in consultation with the Lead Manager, to Eligible QIBs only, on a discretionary basis.

The names of the Allottees and the percentage of post-Issue capital (assuming that the Equity Shares are Allotted to them pursuant to this Issue) that may be held by them, is set forth below:

| S. No. | Name of the proposed Allottee# | Percentage of the post-Issue share capital (%)* |
|---|---|---|
| 1. | [●] | [●] |
| 2. | [●] | [●] |
| 3. | [●] | [●] |
| 4. | [●] | [●] |
| 5. | [●] | [●] |

* *Based on the beneficiary position as on [●] (adjusted for Equity Shares Allocated in the Issue).*

* *The post-Issue shareholding (in percentage terms) of the proposed Allottees will be disclosed on the basis of their respective PAN, except in case of Mutual Funds, insurance companies, and Eligible FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID will be considered.*

\# *The details of the proposed Allottees have been intentionally left blank and will be filled in before filing the Placement Document with the Stock Exchanges and issuing the Placement Document to such proposed Allottees.*

These details of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, will be included in the Placement Document to be sent to such proposed Allottees.

## DECLARATION

Our Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Preliminary Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on our Company's business have been obtained, are currently valid and have been complied with. Our Company further certifies that all the statements in this Preliminary Placement Document are true and correct.

**SIGNED ON BEHALF OF THE BOARD OF DIRECTORS:**

________________________________

**Chetan Ramniklal Shah**
(Chairman and Managing Director)
Date: June 23, 2025
Place: Mumbai

## DECLARATION

We, the Board of Directors of our Company certify that:

(i) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;

(ii) the compliance with the Companies Act, 2013 and the rules thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

(iii) the monies received under this Issue shall be used only for the purposes and objects indicated in this Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4).

**Signed by:**

**Chetan Ramniklal Shah**
(Chairman and Managing Director)
Date: June 23, 2025
Place: Mumbai

I am authorized by the Board of our Company, vide resolution dated June 23, 2025, 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. 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 promoter(s) subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

**Chetan Ramniklal Shah**
(Chairman and Managing Director)
Date: June 23, 2025
Place: Mumbai

**MARATHON NEXTGEN REALTY LIMITED**

**Registered Office**
Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India

**Corporate Office**
702, Marathon Max, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400 080, Maharashtra, India

**Website:**
www.marathon.in/nextgen/

**Contact Person:** Yogesh Ashok Patole, Company Secretary and Compliance Officer
702, Marathon Max, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400 080, Maharashtra, India
**Email:** cs@marathonrealty.com | **Tel:** +91-22-6772 8484

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**LEAD MANAGER**

**JM Financial Limited**
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

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**DOMESTIC LEGAL COUNSEL TO THE COMPANY**

**Trilegal**
DLF Cyber Park, Tower C, 1st Floor
Phase II, Udyog Vihar, Sector 20
Gurugram 122 008
Haryana, India

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**DOMESTIC LEGAL COUNSEL TO THE LEAD MANAGER**

**Saraf and Partners**
2402, Tower 2, One International Center
Senapati Bapat Marg, Prabhadevi West
Mumbai 400 013
Maharashtra, India

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**STATUTORY AUDITORS**

**Rajendra & Co., Chartered Accountants**
1311, Dalamal Tower, Free Press Journal Marg, 211
Nariman Point, Mumbai 400 021
Maharashtra, India

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**INTERNATIONAL LEGAL COUNSEL TO THE LEAD MANAGER WITH RESPECT TO SELLING AND TRANSFER RESTRICTIONS AND PURCHASER REPRESENTATIONS**

**Hogan Lovells Lee & Lee**
50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049 321

## SAMPLE APPLICATION FORM

"*An indicative form of the Application Form is set forth below:*"

*(Note: The format of the Application Form included herein below is indicative and for the illustrative purposes only and no Bids in this Issue can be made through the sample Application Form. Our Company, in consultation with the Lead Manager, shall identify Eligible QIBs and circulate serially numbered copies of this Preliminary Placement Document and the Application Form, specifically addressed to such Eligible QIBs. Any application to be made in the Issue should be made only upon receipt of serially numbered copies of this Preliminary Placement Document and the Application Form and not on the basis of the indicative format below.)*

**MARATHON NEXTGEN REALTY LIMITED**

*(Incorporated in the Republic of India under the provisions of the Companies Act, 1956)*

Name of Bidder: ___________________

**CIN**: L65990MH1978PLC020080;

**Registered Office**: Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India;

Form No: ________________________

**Corporate Office:** 702, Marathon Max, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400 080, Maharashtra, India;

**Telephone**: +91 22 6772 8484;

**Email**: cs@marathonrealty.com;

Date: ____________________________

**Website**: www.marathon.in/nextgen;

**Legal Entity Identifier Code:** 335800DJHAQ5UC3MGM65; **ISIN:** INE182D01020.

**QUALIFIED INSTITUTIONS PLACEMENT OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH BY MARATHON NEXTGEN REALTY LIMITED (THE "COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE, INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING UP TO ₹ [●] LAKHS UNDER SECTION 42 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT") READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") (HEREINAFTER REFERRED TO AS THE "ISSUE").**

**THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ 584.34 PER EQUITY SHARE AND OUR COMPANY MAY OFFER A DISCOUNT OF NOT MORE THAN 5% OR SUCH PERCENTAGE AS PERMITTED UNDER REGULATION 176(1) OF THE SEBI ICDR REGULATIONS ON THE FLOOR PRICE AND IN ACCORDANCE WITH THE APPROVAL OF ITS SHAREHOLDERS.**

**Only Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which (i) are not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; (b) restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws including the foreign exchange related laws; (c) hold a valid and existing registration under the applicable laws in India (as applicable); and (d) are eligible to invest in the Issue and submit this Application Form, and (ii) are residents in India participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Rules"), defined hereinafter or a multilateral or bilateral development financial institution eligible to invest in India under applicable law including the FEMA Rules; can submit this Application Form. However, foreign venture capital investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 are not permitted to participate in the Issue. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any other applicable state securities laws of the United States and, unless so registered, may not be offered, sold or delivered within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act ("Regulation S") and the applicable laws of the jurisdictions where those offers and sales are made and you represent that you were outside the United States when the offer to purchase the Equity Shares was made to you and you are currently outside the United States and that you are not acquiring or subscribing for the Equity Shares as a result of any "directed selling**

**efforts" (as defined in Regulation S). You should note and observe the selling and transfer restrictions contained in the sections entitled "*Selling Restrictions*" and "*Transfer Restrictions and Purchaser Representations*" in the accompanying preliminary placement document dated June 23, 2025 (the "PPD").**

**ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE THROUGH THE PORTFOLIO INVESTMENT SCHEME UNDER SCHEDULE II OF THE FOREIGN EXCHANGE MANAGEMENT (NON-DEBT INSTRUMENTS) RULES, 2019 ("FEMA RULES") IN THIS ISSUE, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE. ALLOTMENTS MADE TO AIFS AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBs SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA RULES. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.**

**To,**
**The Board of Directors**
**Marathon Nextgen Realty Limited**
Marathon Futurex, N. M. Joshi Marg
Lower Parel, Mumbai 400 013
Maharashtra, India

**Dear All,**

On the basis of the serially numbered Preliminary Placement Document of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, on the terms and price indicated below. We confirm that we are an Eligible QIB as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the applicable laws, including SEBI ICDR Regulations. We are not a promoter of the Company (as defined in the SEBI ICDR Regulations), or any person related to the promoters of the Company, directly or indirectly. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with promoters or persons related to promoter of the Company, veto rights or right to appoint any nominee director on the board of directors of the Company. We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Rules. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules nor a FVCI or a multilateral or bilateral development financial institution not eligible to invest in India under applicable law. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

| **STATUS (Please ✓)** | | | |
|---|---|---|---|
| **FI** | Scheduled Commercial Banks and Financial Institutions | **AIF** | Alternative Investment Funds** |
| **MF** | Mutual Funds | **IF** | Insurance Funds |
| **FPI** | Eligible Foreign Portfolio Investors* | **NIF** | National Investment Fund |
| **VCF** | Venture Capital Funds** | **SI-NBFC** | Systemically Important NBFC |
| **IC** | Insurance Companies | **OTH** | Others ______________ (Please specify) |

**Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue.*

***Sponsor and Manager should be Indian owned and controlled.*

We confirm that the Bid size / aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**").We confirm, that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the Preliminary Placement Document and this Application Form. We confirm that, in relation to our application, each Eligible FPIs, have submitted separate Application Forms, and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of Equity Shares to be Allotted under each such scheme. We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant authorisations. We note that the Board of Directors of the Company, or any duly authorised committee thereof, is entitled, in consultation with JM Financial Limited (the "**Lead Manager**"), in their sole discretion, to accept or reject this Application Form without assigning any reason thereof.

We hereby agree to accept the Equity Shares that may be Allocated to us pursuant to the Confirmation of Allocation Note ("**CAN**"), and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below, subject to receipt of this Application Form and the Bid Amount towards the Equity Shares that may be allocated to us. The Bid Amount payable by us for the Equity Shares applied for in the Issue has been/will be remitted to the designated bank account set out in this Application Form only through electronic mode, along with this duly completed Application Form prior to or on the Bid/Issue Closing Date and such Bid Amount has been/will be transferred from a bank account maintained in our name. We acknowledge and agree that we shall not make any payment in cash, demand draft or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the Lead Manager; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Bid

Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if we withdraw the Bid before Issue Closing Date, or if there is a cancellation of the Issue, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount was paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability requirements. In this regard, we authorize the Company to issue instructions to the depositories for such lock- in and transferability requirements, as may be applicable to us.

We further understand, agree and consent that (i) our names, address, contact details, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware pursuant to the requirements under Form PAS-4 of the PAS Rules that our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document, and we are further aware that disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the Lead Manager; and; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Maharashtra at Mumbai (the "**RoC**") as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, the Company shall be required to disclose our name, along with the names of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the websites of National Stock Exchange of India Limited and BSE Limited (together, the "**Stock Exchanges**"), and we consent to such disclosures. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the RBI and other applicable laws. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

We confirm, that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the Preliminary Placement Document and this Application Form. We confirm that, in relation to our application, each foreign portfolio investor ("**FPI**") as defined under the SEBI FPI Regulations (other than individuals, corporate bodies and family offices), and including persons who have been registered under these regulations (such FPIs, "**Eligible FPIs**"), have submitted separate Application Forms and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the price and number of Equity Shares Bid for under each such scheme. We undertake that we will sign and/or submit all such documents, provide such documents, and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the necessary approvals for applying in the Issue. We note that the Board of Directors of the Company, or any duly authorized committee thereof, is entitled, in consultation with Lead Manager, in its sole discretion, to accept or reject this Application Form without assigning any reason thereof.

By signing and submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections "***Notice to Investors***", "***Representations by Investors***", "***Issue Procedure***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" sections of the Preliminary Placement Document and the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the Lead Manager, each of whom is entitled to rely on, and is relying on, these representations, undertakings and warranties in consummating the Issue.

By signing and/or submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the Preliminary Placement Document and the Application Form and have read it in its entirety including in particular, the section titled "***Risk Factors***" therein and we have relied only on the information contained in the Preliminary Placement Document and not on any other information obtained by us either from the Company, the Lead Manager or from any other source, including publicly available information; (2) we will abide by the Preliminary Placement Document and the Placement Document (when provided), this Application Form, the CAN, when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares, otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid/Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allocated and Allotted at the sole and absolute discretion of the Company, in consultation with the Lead Manager, and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the Lead Manager; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue and we shall provide all necessary information in this regard to the Company and the Lead Manager. For the purposes of this representation: The expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations, i.e., entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations; (9) We agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the Preliminary Placement Document and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below.

By signing and/or submitting this Application Form, we further represent, warrant and agree that we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares. No action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction. We satisfy any and all relevant suitability standards for investors in Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares. We acknowledge that once a duly filled Application Form, whether signed or not is submitted by an Eligible QIB, and the Bid Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of such Eligible QIB.

We acknowledge that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. **By signing this Application Form and checking the applicable box above, we hereby represent, warrant, acknowledge and agree that we are located outside the United States and purchasing the Equity Shares in an "offshore transaction" as defined in, and in reliance on, Regulation S and the applicable laws of the jurisdictions where such offers and sales are made.** We confirm that we have read the representations, warranties and agreements contained in the sections entitled "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" in the Preliminary Placement Document**.**

| **BIDDER DETAILS (in Block Letters)** | | | |
|---|---|---|---|
| **NAME OF BIDDER*** | | | |
| **NATIONALITY** | | | |
| **REGISTERED ADDRESS** | | | |
| **CITY AND CODE** | | | |
| **COUNTRY** | | | |
| **MOBILE NO.** | | | |
| **TELEPHONE NO.** | | **FAX.** | |
| **EMAIL** | | | |
| **FOR ELIGIBLE FPIs**** | **Registration Number:** | **For AIFs***/ MFs/ VCFs***/ SI-NBFCs/ ICs/Pension Funds** | **Registration Number/Details:** |

* *Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund Bidders are requested to provide details of the Bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Issuer and the Lead Manager.*

** *In case you are an Eligible FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.*

*** *Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, Allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under Form PAS-4 of the PAS Rules. For such information, the Lead Manager will rely on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

| **DEPOSITORY ACCOUNT DETAILS** | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Depository Name (Please ü) | National Security Depository Limited | | | | | | | | | Central Depository Services (India) Limited | | | | | | | | | | | | | | |
| Depository Participant Name | | | | | | | | | | | | | | | | | | | | | | | | |
| DP – ID | I | N | | | | | | | | | | | | | | | | | | | | | | |
| Beneficiary Account Number | | | | | | | | | | (16 digit beneficiary account. No. to be mentioned above) | | | | | | | | | | | | | | |

| |
|---|
| The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. **However, for the purpose of refund, if any, only the bank details as mentioned below, from which remittance towards subscription has been made, will be considered.** |

| **ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER** | |
|---|---|
| **BY [•] P.M. (IST), JUNE [•], 2025** | |
| **Name of the Account** | MARATHON NEXTGEN REALTY LTD – QIP ESCROW A/C |
| **Name of the Bank** | HDFC Bank Limited |
| **Address of the Branch of the Bank** | Nanik Motwane Marg, Ground Floor, Manekji Wadia Building, Mumbai - 400 001 |
| **Legal Entity Identifier Code** | 335800DJHAQ5UC3MGM65 |
| **Account Type** | Escrow Account |
| **Account Number** | 57500001758075 |
| **IFSC** | HDFC0000060 |
| **Telephone No.** | +91 22 30752929 / +91 22 30752928 / +91 22 30752914 |
| **E-mail** | siddharth.jadhav@hdfcbank.com, sachin.gawade@hdfcbank.com |

The Bid Amount should be transferred pursuant to the Application Form. All payments must be made only by way of electronic funds transfer, in favour of "MARATHON NEXTGEN REALTY LTD – QIP ESCROW A/C". Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Bid/Issue Period, i.e., prior to the Bid/Issue Closing Date. **The payment for subscription to the Equity Shares Allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

You are responsible for the accuracy of the bank account details mentioned below. You are aware that the successful processing of refunds, if any, shall be dependent on the accuracy of the bank details provided by you. The Company and the Lead Manager shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

| **RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)** | | | |
|---|---|---|---|
| Bank Account Number | | IFSC Code | |
| Bank Name | | Bank Branch Address | |
| **NO. OF EQUITY SHARES BID** | | **PRICEPER EQUITY SHARE (RUPEES)** | |
| (In figures) | (In words) | (In figures) | (In words) |
| | | | |
| **BID AMOUNT (RUPEES)** | | | |
| (In figures) | (In words) | | |
| | | | |

| **DETAILS OF CONTACT PERSON** | | | |
|---|---|---|---|
| **NAME** | | | |
| **ADDRESS** | | | |
| **TEL. NO.** | | **FAX NO.** | |
| **EMAIL** | | | |

| OTHER DETAILS | ENCLOSURES ATTACHED |
|---|---|
| **PAN*** | Attested/ certified true copy of the following: |
| **Date of Application** | ☐ Copy of PAN Card or PAN allotment letter |
| **LEI** | ☐ Copy of FPI Registration Certificate /MF Registration certificate / SEBI certificate of registration for AIFs/VCF/SI-NBFC/IC/IF |
| Signature of Authorised Signatory (may be signed either physically or digitally) ** | ☐ Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a Scheduled Commercial Bank<br>☐ Copy of notification as a public financial institution<br>☐ FIRC<br>☐ Copy of IRDAI registration certificate<br>☐ Intimation of being part of the same group<br>☐ Certified true copy of Power of Attorney<br>☐ Other, please specify |

* *It is to be specifically noted that the Bidder should not submit the GIR Number or any other identification number instead of the PAN as the applications are liable to be rejected on this ground, unless the Bidder is exempted from the requirement of obtaining a PAN number under the Income-tax Act, 1961.*

** *A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practical.*

*Note:*

*(1) Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the Preliminary Placement Document and the Placement Document.*

*(2) The Application Form is liable to be rejected if any information provided is incomplete or inadequate at the discretion of the Company in consultation with the Lead Manager.*

*(3) The duly filed Application Form along with all enclosures shall be submitted to the Lead Manager either through electronic form at the email mentioned in the Preliminary Placement Document or through physical delivery at the address mentioned in the Preliminary Placement Document.*

*This Application Form, the Preliminary Placement Document sent to you and the Placement Document which will be sent to you, either in physical form or both, are specific to you and you may not distribute or forward the same and are subject to disclaimer and restrictions contained in or accompanying these documents.*