

# Assetz Industrial Parks Private Limited

Annual Report - 2023-24



CIN : U45205KA2015PTC080444

**Registered Office :** Assetz House, No. 30, 3rd Floor, Crescent Road, Bangalore 560001

**Phone No. :** (080) 2237 4000 | **Email ID :** [compliance@assetzproperty.com](mailto:compliance@assetzproperty.com)



# Annual Report - 2023-24

## Assetz Industrial Parks Private Limited

CIN: U45205KA2015PTC080444

**Registered Office:** Assetz House, 3<sup>rd</sup> Floor,  
30 Crescent Road, Bengaluru 560001

## Details of 9<sup>th</sup> Annual General Meeting

**Date & Time:** Wednesday, 11<sup>th</sup> day of September 2024 at 12:30 p.m.  
at Assetz House, 3<sup>rd</sup> Floor, 30, Crescent Road, Bengaluru 560001

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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Mr. Jagannatha Laxman Shetty - Director  
Mr. Somasundaram Thiruppathi - Director  
Ms. Vijaylaxmi Kedia - Company Secretary (01.03.2023 till 03.05.2024)  
Ms. Varsha Solanki - Company Secretary (w.e.f. 28.05.2024)

### STATUTORY AUDITORS

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Walker Chandio & Co, LLP  
5th Floor, No.65/2, Block "A", Bagmane Tridib, Bagmane Tech Park, C V Raman Nagar,  
Bengaluru 560093 | Tel: +91 80 4243 0700

### REGISTERED OFFICE

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Assetz House, No. 30, Crescent Road Bengaluru 560010  
CIN: U45205KA2015PTC080444  
Tel: (080) 2237 4000 | Email id: [compliance@assetzproperty.com](mailto:compliance@assetzproperty.com) | Web:  
[www.assetzproperty.com](http://www.assetzproperty.com)

### BANKERS

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DBS Bank India Limited  
Salapuria Windsor, No.3 Ulsoor Road, Ward No. 78 Bangalore - 560042

### DEBENTURE HOLDERS

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AGP Logistics FPI Pte. Ltd.

### DEBENTURE TRUSTEE

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Vistra ITCL (India) Limited  
The Qube, Mittal Industrial Estate, Marol, Andheri East, Mumbai - 400059  
Tel: +91 22 26593923 | Email id: [mumbai@vistra.com](mailto:mumbai@vistra.com)/ [itclcomplianceofficer@vistra.com](mailto:itclcomplianceofficer@vistra.com)

### REGISTRAR AND SHARE TRANSFER AGENT ("RTA")

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Integrated Registry Management Services Private Limited  
No.30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleshwaram Bangalore 560003  
Tel: +91 80 23460815 | Email id: [giri@integratedindia.in](mailto:giri@integratedindia.in)

**NOTICE OF 9<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 9<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ASSETZ INDUSTRIAL PARKS PRIVATE LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, 11<sup>TH</sup> DAY OF SEPTEMBER 2024 AT 12:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ASSETZ HOUSE, 30 CRESCENT ROAD, 3<sup>RD</sup> FLOOR, BENGALURU 560001 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

**1. TO RECEIVED, CONSIDER, AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

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

**"RESOLVED THAT** the Audited Financial Statements of the Company, comprising of the Balance Sheet, Statements of Profit & Loss Accounts, Cash Flow Statements and notes to the accounts thereof for the financial year ended 31<sup>st</sup> March 2024 along with necessary notes Annexed to or forming part of such financial statements together with the Report of the Statutory Auditors and the Report of the Board of Directors be and is hereby considered, adopted and approved;

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized to file necessary e-Forms with the Registrar of Companies, Karnataka and to do all such acts, deeds, things which are necessary to give effect to the said Resolution."

**For and on behalf of the Board of Directors of  
Assetz Industrial Parks Private Limited**

**Sd/-  
Varsha Solanki  
Company Secretary  
M. No. A57097**

**Date: 13<sup>th</sup> August 2024  
Place: Bengaluru**

**NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Proxies in the form Annexed hereto must be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting. The blank proxy form is enclosed. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

2. Pursuant to provisions of Section 105 of the Companies Act 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxy should carry ID proof which shall be produced at the entrance of the venue.
3. Members are requested to please bring duly filled attendance slip at the meeting which is enclosed.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Members seeking any information with regard to the Accounts are requested to address communication to the Company at the registered office at least 48 hours prior to the meeting, so as to enable the management to keep the information ready at the meeting.
6. Shareholders are required to intimate changes in their addresses, if any.
7. Shareholders are requested to register their e-Mail ID with the company to enable the company to send all communication including notice of the meeting electronically.

**ROUTE MAP TO THE VENUE OF THE 9<sup>th</sup> ANNUAL GENERAL MEETING**

**Annual General Meeting:**

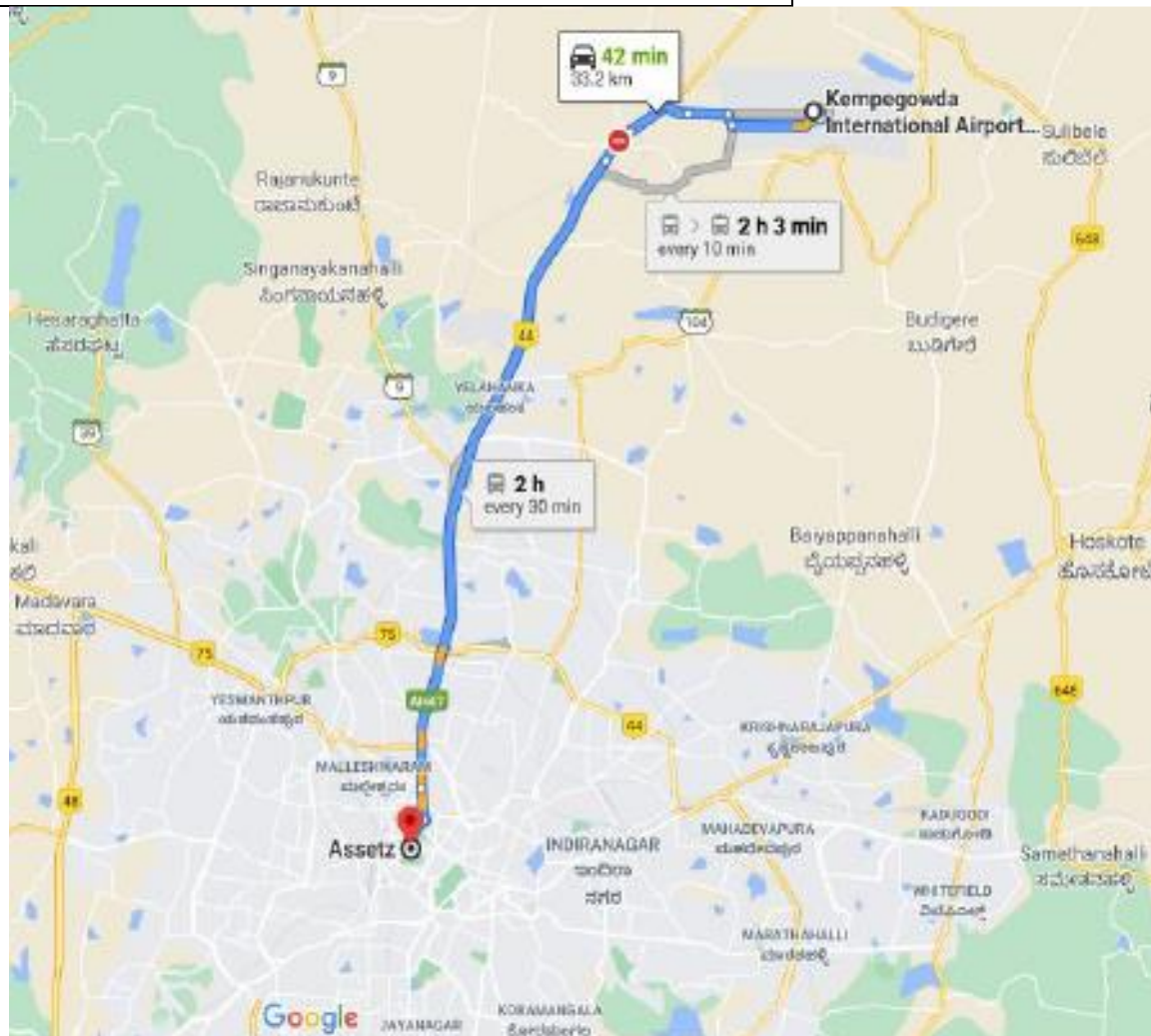
**Date: Wednesday, 11<sup>th</sup> day of September 2024**

**Time: 12:30 p.m.**

**Venue:**

**ASSETZ INDUSTRIAL PARKS PRIVATE LIMITED**

**Assetz House, 3<sup>rd</sup> Floor, 30 Crescent Road, Bengaluru  
560001**



**Form MGT-11**  
**Proxy Form**

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

**CIN:** U45205KA2015PTC080444

**Name of the Company:** Assetz Industrial Parks Private Limited

**Registered office:** Assetz House, 3<sup>rd</sup> Floor, 30, Crescent Road, Bengaluru 560001

Name of the member (s):  
Registered address:  
E-mail Id:  
Folio No./ Client Id:  
DP ID:

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

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

3. Name: .....

Address:

E-mail Id:

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 9<sup>th</sup> Annual general meeting to be held on **Wednesday, 11<sup>th</sup> Day of September 2024 at 12:30 p.m.** at the Registered office of the company situated at Assetz House, 3<sup>rd</sup> Floor, 30 Crescent Road, Bengaluru 560001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.-

Signed this..... day of..... 2024

Signature of shareholder

Signature of Proxy holder(s)

**Affix  
Revenue  
stamp**

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



**Attendance Slip**  
**9<sup>th</sup> Annual General Meeting**

DP.ID		Name & address of the shareholders
Client ID/Regd. Folio. No		
No. of Shares held		

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 8<sup>th</sup> Annual General Meeting of the Company held on ***Wednesday, 11<sup>th</sup> day of September 2024 at 12:30 p.m.*** at the registered office of the company situated at 'Assetz House', 3<sup>rd</sup> Floor, 30, Crescent Road, Bengaluru 560001.

.....  
Name of the member/proxy  
(In block letters)

.....  
Signature of the member/proxy

Note: Please complete this and hand it over at the entrance of the meeting hall.

## BOARDS' REPORT

To  
The Members of  
M/s Assets Industrial Parks Private Limited

Yours directors take pleasure in presenting **9<sup>th</sup> Annual Report** together with the Audited Financial Statements for the year ended **31<sup>st</sup> March 2024**.

### 1. FINANCIAL SUMMARY AND HIGHLIGHTS

(Amount in INR Lakhs)

Particulars	Financials Statement	
	31.03.2024	31.03.2023
Revenue from operations (Net)	-	-
Other Income	-	-
<b>Profit/(Loss) before Depreciation, Finance cost, exceptional items and Tax Expenses</b>	<b>(1044.37)</b>	<b>(101.91)</b>
Less: Finance Cost	3,163.48	784.35
<b>Profit / (Loss) before exemptional items and Tax expenses</b>	<b>(2,119.11)</b>	<b>(886.26)</b>
Tax Expenses	-	-
<b>Profit / (Loss) after Tax</b>	<b>(2,119.11)</b>	<b>(886.26)</b>
<b>Total Comprehensive Income/loss</b>	<b>(2,119.11)</b>	<b>(886.26)</b>

#### 1.1. FINANCIAL HIGHLIGHTS

During the year under review the Company has incurred a loss of Rs. 2119.11 lakhs as compared to the previous financial year, Rs.886.26 lakhs. As the project of the Company is in the stage of development and the majority of expenses are in the nature of interest expenses borrowed fund and project expenses. The Management are expecting that once the project will be completed, the Company will start generating revenue from operation.

#### 1.2. SUMMARY ON BUSINESS OPERATION AND INDUSTRIAL INFORMATION

During the year under review the Company has passed Special Resolution dated 21st February 2024 for issuance of 15,00,000 Compulsorily Convertible Debentures ("CCDS") on Private Placement Basis at Face Value of Rs.100/- (Rupees One Hundred only) each for an amount aggregating to Rs.15,00,00,000/- (Rupees Fifteen Crore only) into different series to use the funds requirement towards the main object of the Company and General Corporate purpose. Out of which, allotted as follows:

- i. Allotted 766615 Compulsory Convertible Debentures on 24th February 2024
- ii. Allotted 208424 Compulsory Convertible Debentures on 3rd April 2024
- iii. Allotted 521724 Compulsory Convertible Debentures on 19th April 2024

During the year under review the Company has allotted 7440, Series C, Listed, Secured, Rated, Redeemable, Non-Convertible Debentures having face value of INR 1,00,000 each and in aggregate value of Rs.74.40 Crore on 24th May 2023 and the same has been listed with Bombay Stock Exchange on 25th May 2023.

As of 31st March 2024, the Company has listed a total NCDs value of Rs.209.8 Crore out of the aforesaid total issuance size of Rs.286 Crore in the following manner:

- i. Series A NCDs – Rs.103 Crore
- ii. Series B NCDs – Rs.32.4 Crore
- iii. Series C NCDs – Rs.74.4 Crore

Your Company has completed the lease deed registration with KIADB on 1st July 2024 and has paid the stamp duty. Your Company will start the project in September 2024.

### 1.3. TRANSFER TO RESERVE ACCOUNT

During the year under review your Company has not transferred any amount to Reserve.

## 2. DECLARATION OF DIVIDEND

With a view to conserve the resources of the Company; the Directors express their inability to recommend dividend for the year ended 31<sup>st</sup> March 2024.

## 3. SHARE CAPITAL AND OTHER SECURITIES STRUCTURE

The authorized share capital as on 31st March 2024 is **INR 3,00,00,000/-**.

The paid-up share capital as on 31<sup>st</sup> March 2024 is **INR 62,64,000/-**.

During the year under review, the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity. There was no change in the authorized, issued, subscribed and paid-up share capital of the Company

As on 31st March 2024, Mr. Jagannatha Laxman Shetty, holds 1 (One) equity share as Nominee of Holding Company, apart from this there is no shareholding of Director.

### Issue of Debentures, Bond, or any Non-Convertible Securities (NCDs)

#### Non-Convertible Securities

Your Company had issued offer letter for issuance of Listed, Secured, Redeemable, Non-Convertible Debentures ("NCDs") for total value of INR 286 Crore, to be issued in Series A to E, and had obtained the necessary approval of the Shareholders in their Extra Ordinary General Meeting held on 30<sup>th</sup> November 2022. Out of the above issue, your Company has allotted Series C as per the details below and listed it with Bombay Stock Exchange Limited ("BSE") as on 25th May 2023.

#### Detail of NCDs issued during the year:

Line items for disclosures	Series C
Date of Issue and allotment of the Securities.	24-05-2023
Number of Securities	7440
Whether the issue of the Securities was by way of preferential allotment/Private allotment/or public issue.	Preferential Allotment

Brief details of the debt restructuring pursuant to which the securities are issued	NA
Issue Price per Debenture	INR 1,00,000
Coupon rate	0%
Maturity date	27-12-2027
Amount raised	74,40,00,000
Date of Listing on BSE	25-05-2023

### Convertible Securities

As on 31st March 2024 total outstanding amount of 11% Compulsory Convertible Debentures is INR 68,82,68,000/- which represent in numbers of Compulsory Convertible Debentures, having face value of Rs.100 each as follows:

- i. 54,924 - Class A
- ii. 53,30,993 - Class B
- iii. 76,6,615 - Class C
- iv. 2,08,424 - Class D
- v. 5,21,724 - Class E

## **4. DEPOSITS**

The Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

## **5. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

## **6. HOLDING /SUBSIDIARY COMPANIES /ASSOCIATES /JOINT VENTURES**

During the year under review your Company has become a Wholly Owned Subsidiary of M/s Assetz Industrial Parks Pte Ltd., and apart from this the Company is not an Associate, Joint venture of any other Company. Further during the year under review, it does not have any Subsidiary, Associate and Joint Venture Company pursuant to the provision of the Companies Act, 2013.

## **7. STATUTORY AUDITORS**

M/s Walker Chandio & Co LLP, Chartered Accountants, (Firm Registration No.001076N/N500013) who were appointed as Statutory Auditor for the period of 5 (Five) years in the 7<sup>th</sup> Annual General Meeting held during the year 2022, to hold office of the Statutory Auditor till the conclusion of the Annual General Meeting to be held during the financial year 2027 and to Audit the books of Accounts of the Company up to the financial year ended 31<sup>st</sup> March 2027. However, pursuant to the amendment made by the Companies (Amendment) Act, 2017 the first proviso to Section 139 of the Companies Act, 2013 were omitted w.e.f. 7<sup>th</sup> May 2018 hence the requirement for ratification for the appointment of Statutory Auditors at every intervening Annual General Meeting was omitted and the same is not applicable.

Further the Statutory Auditors has confirmed that they are qualified to act as Statutory Auditors of the Company for the financial year 31<sup>st</sup> March 2025.



## 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, no Directors shall be required to retire by rotation. The Board composition as on March 31, 2024 was as under:

Name of the Director	Category
Jagannatha Laxman Shetty	Non-Executive Director
Somasundaram Thiruppathi	Non-Executive Director

As on 31st March 2024, a brief on the composition of the Board of Directors of the Company was as under:

Category	No. of Directors
Non-Executive Independent Directors	-
Other Non-Executive Directors	2
Executive Directors	-
<b>Total</b>	<b>2</b>

As on March 31, 2024, your Company had following KMP:

Name of the KMP	Designation
Vijaylaxmi Kedia	Company Secretary

### Change in Directors and KMP during the year under review and until the date of this Report

Ms. Vijaylaxmi Kedia, Company Secretary and Compliance officer resigned from the position with effect from 3rd May 2024 and to fill the vacancy so caused Ms. Varsha Solanki was appointed as Company Secretary and Compliance Officer with effect from 28th May 2024.

## 9. MEETINGS

During the year “09 (Nine)” Board Meetings were convened and held as described below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Sl. No.	Dates on which Board Meetings were held	Total Strength of the Board	No. of Directors Present
1	24-05-2023	2	2
2	25-05-2023	2	2
3	14-08-2023	2	2
4	13-11-2023	2	2
5	14-11-2023	2	2
6	04-12-2023	2	2
7	14-02-2024	2	2
8	21-02-2024	2	2
9	24-02-2024	2	2

## 10. CORPORATE SOCIAL RESPONSIBILITY

During the year under review, provisions of Section 135 of the Companies Act, 2013 and rules made thereunder, relating to the Corporate Social Responsibility ("CSR") are not applicable to the Company.

#### **11. RISK MANAGEMENT POLICY**

The Company has a robust Risk Management Policy to identify and evaluate business risks and opportunities. This framework looks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at the Company level.

#### **12. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operation, which ensures that transactions are recorded, authorized and reported correctly.

The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, for safeguarding its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparations of reliable financial disclosures.

#### **13. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS**

During the year under review the Company has provided loans as inter companies loan, the loan amount outstanding at the end of the year is reflected in Note No.6 in the Audited Financial Statements.

#### **14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The transactions with respect to related party are only in respect of unsecured loan, remuneration to Company Secretary, which are disclosed in notes to the financial statements. There are no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel, or other designated persons which may have a potential conflict with the interest of the Company at large. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 do not form part of the said report.

#### **15. PARTICULARS OF EMPLOYEES**

During the year under review the Company is not required to make disclosures of information pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 16. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

## 17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

### 17.1 Conservation of Energy

(i) The steps taken or impact on conservation of energy-**None** (ii) the steps taken by the company for utilizing alternate sources of energy-**None** (iii) the capital investment on energy conservation equipment-**None** (iv) Steps taken for Conservation of Energy-**None**

### 17.2 Technology Absorption

(i) The efforts made towards technology absorption-**None** (ii) the benefits derived like product improvement, cost reduction, product development or import substitution-**None** (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported -**None** (b) the year of import; c) whether the technology been fully absorbed-**None** (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof -**None** and (iv) the expenditure incurred on Research and Development-**None**.

1. The Company continues to use the latest technologies to improve the productivity and quality of its services and products. The Company's operations do not require significant import of technology.

2. The benefits derived like product improvement, cost reduction, product development or import substitution - **None**.

3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - **None**

5. The Company has not incurred any expenditure on Research and Development and testing during the year.

### 17.3 Foreign Exchange Earnings and Outgo

The Company has not earned or incurred any amount towards Foreign Exchange.

i. Foreign Exchange earnings in terms of actual inflow **Rs.0.00/-**

ii. Foreign Exchange outgo earnings in terms of actual outflow **Rs.0.00/-**

## 18. CREDIT RATING OF SECURITIES

Your Company has obtained credit rating in respect of its new issue and Listed Non-Convertible Debentures, from **CARE Ratings Limited** on **04-10-2022** and the rating provided is **CARE BB+, Stable**.

## 19. EXTRACT OF ANNUAL RETURN

As required under the provisions of sections 92(3) and 134(3)(a) of the Act read with the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for FY 2023-24 will be filed with the Ministry of Corporate Affairs within the prescribed timelines and a copy of the same shall be uploaded on the website of the Company at <https://www.assetzproperty.com/compliance.html>

## 20. EXPLANATION IN RESPONSE TO AUDITOR'S QUALIFICATIONS

The Report of the Statutory Auditors for the financial year ended 31<sup>st</sup> March 2024 is self-explanatory and does not contain any adverse and qualification remarks.

## 21. FRAUD REPORTED BY THE AUDITOR

During the year under review, no fraud was reported by the Statutory Auditor under Section 143(12) of the Companies Act, 2013.

## 22. COMPLIANCE WITH SECRETARIAL STANDARD

During the year under review the Company has complied with the Secretarial Standard Issued by the Institute of Companies Secretaries of India ("ICSI") with respect to the holding of Board, Shareholders Meeting, issuance of notice, preparation and maintenance of minutes and preparation of Board of Directors' Report.

## 23. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the Annual financial statements for the financial year ended 31<sup>st</sup> March 2023; the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b. that such Accounting Policies as mentioned in Note no.2B of the notes to the Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at, 31<sup>st</sup> March 2024 and of the loss of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. that the Annual financial statements for the financial year ended 31<sup>st</sup> March 2024 have been prepared on a going concern basis; and
- e. The Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.



f. that the proper systems ensured compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **24. MATERIAL CHANGES AND COMMITMENTS**

During the year under review no material changes have occurred which affect the financial position of the Company.

## **25. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 ("IBC")**

During the year under review, there no application made or proceeding pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016. ("IBC").

## **26. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANK AND FINANCIAL INSTITUTIONS**

During the year under review, there has been no one time settlement of Loans, taken from Banks and Financial Institutions.

## **27. DISCLOSURE PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company is committed to provides safe and conducive work environment to its employee. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **28. ADDITIONAL DISCLOSURES UNDER LISTING REGULATIONS**

### **28.1 Statement of Deviation or Variation**

During the year under review, there is no deviation and variation in the use of proceeds of issue of Listed Non-Convertible Debentures ("NCDs") from the objects stated in the offer documents.

## **29. ACKNOWLEDGEMENTS**

Your directors, thanks to the various Central and State Government Departments, Stock Exchange, Organizations and Agencies for the continued help and Co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, Banks, and other business partners for the support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**For and on behalf of the Board of Directors of  
Assetz Industrial Parks Private Limited**

**Date: 13<sup>th</sup> August 2024  
Place: Bengaluru**

**Sd/-  
Somasundaram Thiruppathi  
Director  
DIN: 07016259**

**Sd/-  
Jagannatha Shetty  
Director  
DIN: 02044085**

## Independent Auditor's Report

### To the Members of Assetz Industrial Parks Private Limited Report on the Audit of the Financial Statements

#### Opinion

1. We have audited the accompanying financial statements of Assetz Industrial Parks Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow, the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, its losses (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Accounting for modification in the contractual terms of financial instruments	Our audit procedures for modification in the contractual terms of financial instruments included, but were not limited to the following;

Refer notes of 2B(c) and note 11 for material accounting policy information and related disclosures in the accompanying financial statements.

As at 31 March 2024, the Company has Inter Corporate Deposit (ICD) given to a fellow subsidiary amounting to ₹ 7,746.27 lakhs (financial assets) and liability component of Compulsory Convertible Debentures (CCDs) issued to parent company amounting to ₹ 3,089.65 lakhs (financial liability) (collectively referred as 'Financial Instruments')

During the year, the terms of these Financial Instruments were modified pertaining to waiver of interest receivable on ICD given to fellow subsidiary, and interest payable on CCDs issued by parent company, for the current year.

Ind AS 109, Financial Instruments ('Ind AS 109'), requires the Company to evaluate whether on the date of modification, the carrying value of existing financial instrument has been substantially modified on account of change in the terms, which may result in the derecognition / extinguishment of the original financial asset / liability and recognition of the new financial asset / liability based on the revised contractual terms at effective interest rate on the date of modification (hereinafter referred to as 'extinguishment / derecognition accounting').

Where the change in the terms of financial instrument is assessed not to be substantially modified, then the gross carrying amount of the existing financial asset or amortised cost of existing financial liability is adjusted to reflect the present value of revised future contractual cash flows that are discounted at financial instrument's original effective interest rate (hereinafter referred to as 'modification accounting').

The impact of resulted difference, on account of modification accounting in financial liability amounting to ₹ 602.85 lakhs has been considered by the management as a capital contribution from parent and on account of extinguishment / derecognition accounting of financial assets amounting to ₹ 1,325.82 lakhs has been considered by the management as a distribution to parent and recorded directly in other equity.

Considering the materiality of the amount involved, the degree of estimation and judgments involved in the

- Obtained an understanding of the management's process for review of change in terms of a financial instruments and assessed whether the same is applied consistently;
- Evaluated the design and tested the operating effectiveness of key controls around modification and extinguishment / derecognition accounting of financial instruments;
- Assessed the appropriateness of the accounting policy adopted by the Company for modification and extinguishment / derecognition of financial instruments in accordance with Ind AS 109;
- Obtained the computation of revised contractual cash flows and evaluation of substantial modification prepared by the management, tested its mathematical accuracy and assessed the appropriateness of the accounting done in accordance with the requirements of Ind AS 109;
- Tested the inputs used by the management in the assessment for modification and measurement of extinguishment / derecognition accounting by examining the underlying data such as waiver letters and approval from the Board of Directors and shareholders of the Company; and
- Assessed the adequacy and appropriateness of disclosures in the accompanying financial

computation of revised contractual cash flows and evaluation of appropriate accounting treatment under Ind AS 109, this matter has been determined as a key audit matter for the current year audit.	statements in accordance with the applicable accounting standards.
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#### **Information other than the Financial Statements and Auditor's Report thereon**

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Directors report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Director's Report is not made available to us on the date of this auditor's report. We have nothing to report in this regard.

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

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

#### **Auditor's Responsibilities for the Audit of the Financial Statements**



10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under Section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

### Report on Other Legal and Regulatory Requirements

15. Based on our audit, we report that the provisions of Section 197 read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under section 2(71) of the Act. Accordingly, reporting under Section 197(16) is not applicable.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by Section 143(3) of the Act based on our audit, 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 purpose of our audit of the accompanying financial statements.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in paragraph 16(h)(v) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
  - c) The financial statements dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act;
  - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 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 with reference to financial statements of the Company as on 31 March 2024 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
  - g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(h)(v) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)

- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position as at 31 March 2024;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024;
  - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024;
    - a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 28(iv) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
    - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 28(v) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
  - iv. As stated in Note 29 to the financial statements, the Company, in respect of financial year commencing on 1 April 2023, has used accounting software for maintaining its books of account which does not have feature of recording audit trail (edit log) facility.

**For Walker Chandiok & Co LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

**Sd/-**  
**Vijay Vikram Singh**  
**Partner**  
**Membership No.: 059139**  
**UDIN: 24059139BKEYIR9042**  
**Bengaluru**  
**28 May 2024**

**Annexure I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Assetz Industrial Parks Private Limited on the financial statements for the year ended 31 March 2024**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of investment property. Further, the Company does not have any property, plant and equipment or right of use assets.
- (B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) The investment property have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company does not own any immovable property including investment properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its investment property during the year. Further, the Company does not hold any intangible assets.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) The Company has not made investments in, provided any guarantee or security, advances in the nature of loans to companies, firms, limited liability partnerships during the year. Further, the Company has granted unsecured loans to companies, during the year, in respect of which:
- (a) The Company has provided loans to Others during the year as per details given below:

Particulars	Loans (₹ lakhs)
-------------	-----------------



Aggregate amount granted during the year: - Others	450.00
Balance outstanding as at balance sheet date in respect of above cases : - Others	450.00

- (b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided, security given and terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided, as applicable are, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and principal amount is not due for repayment currently, however, the interest receivable has been waived by the Company during the year.
- (d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.
- (e) The Company has not granted any loans or advances in the nature of loans which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan that existed as at the beginning of the year.
- (f) The Company has not granted any loan, which is repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii)(a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, income-tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix)
- (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has made preferential allotment of fully convertible debentures. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the rules framed thereunder with respect to the same. Further, the amounts so raised have been utilised by the Company for the purposes for which these funds were raised.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under

rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) According to the information and explanations given to us, the Company is not required to and consequently, does not have an internal audit system as per the provisions of section 138 of the Act. Accordingly, reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company..
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC .
- (xvii) The Company has incurred cash losses in the current financial year and in the immediately preceding financial years amounting to ₹ 3,054.82 and 480.63 respectively.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We

further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) According to the information and explanations given to us, the Company does not meet the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Walker Chandiok & Co LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

**Sd/-**  
**Vijay Vikram Singh**  
**Partner**  
**Membership No.: 059139**  
**UDIN: 24059139BKEYIR9042**  
**Bengaluru**  
**28 May 2024**

## Annexure II

### **Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the financial statements of Assetz Industrial Parks Private Limited ('the Company') as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

### **Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements**

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



### Meaning of Internal Financial Controls with Reference to Financial Statements

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

### Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

### Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Walker Chandiok & Co LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

**Sd/-**  
**Vijay Vikram Singh**  
**Partner**  
**Membership No.: 059139**  
**UDIN: 24059139BKEYIR9042**  
**Bengaluru**  
**28 May 2024**

**Assetz Industrial Parks Private Limited****Balance Sheet as at 31 March 2024**

(All amounts are in ₹ lakhs except per share data, unless otherwise stated)

	<b>Note</b>	<b>As at 31 March 2024</b>	<b>As at 31 March 2023</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Investment property	3	15,887.70	-
(b) Investment property under development	4	1,582.40	-
(c) Capital work-in-progress	5	-	220.48
(d) Financial assets			
(i) Loans	6	7,746.27	7,750.00
(e) Other non-current assets	7	1,876.25	10,877.60
		<b>27,092.62</b>	<b>18,848.08</b>
<b>Current assets</b>			
(a) Financial assets			
(i) Cash and cash equivalents	8	80.99	4.76
(ii) Loans	6	450.00	-
(b) Current tax asset (net)	9	0.02	0.02
(c) Other current assets	7	16.63	-
		<b>547.64</b>	<b>4.78</b>
<b>Total assets</b>		<b>27,640.26</b>	<b>18,852.86</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share capital	10	62.64	62.64
(b) Other equity	11	(530.63)	2,000.66
<b>Total Equity</b>		<b>(467.99)</b>	<b>2,063.30</b>
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	12	27,225.45	16,769.00
		<b>27,225.45</b>	<b>16,769.00</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	13		
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises		844.08	15.48
(b) Other current liabilities	14	38.72	5.08
		<b>882.80</b>	<b>20.56</b>
<b>Total Equity and liabilities</b>		<b>27,640.26</b>	<b>18,852.86</b>
Summary of material accounting policies and other explanatory information	2-31		

The accompanying notes are an integral part of these financial statements

As per our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sd/-

**Vijay Vikram Singh**

Partner

Membership No : 059139

**Bengaluru**

28 May 2024

For and on behalf of the Board of Directors

**Assetz Industrial Parks Private Limited**

Sd/-

**Jagannath Shetty**

Director

DIN: 02044085

**Mumbai**

28 May 2024

Sd/-

**S. Thiruppathi**

Director

DIN: 07016259

**Bengaluru**

28 May 2024

Sd/-

**Varsha Solanki**

Company Secretary

Membership No : A57097

**Bengaluru**

28 May 2024

**Assetz Industrial Parks Private Limited****Statement of Profit and Loss for the year ended 31 March 2024**

(All amounts are in ₹ lakhs except per share data, unless otherwise stated)

	Notes	Year ended 31 March 2024	Year ended 31 March 2023
<b>Revenue from Operations</b>			
Other income	15	1,322.09	-
<b>Total Revenue</b>		<b>1,322.09</b>	<b>-</b>
<b>Expenses</b>			
Finance cost	16	3,163.48	784.35
Employee benefit expense	17	10.78	1.07
Other expenses	18	266.94	100.84
<b>Total Expenses</b>		<b>3,441.20</b>	<b>886.26</b>
<b>Loss before tax</b>		<b>(2,119.11)</b>	<b>(886.26)</b>
<b>Tax expense:</b>	19		
- Current tax		-	-
- Deferred tax		-	-
		<b>-</b>	<b>-</b>
<b>Loss for the year</b>		<b>(2,119.11)</b>	<b>(886.26)</b>
<b>Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss		-	-
(ii) Items that will be reclassified to profit or loss		-	-
<b>Total other comprehensive income / (loss) for the year</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>(2,119.11)</b>	<b>(886.26)</b>
<b>Loss per equity share</b>	20		
Loss per equity share (Nominal value per share ₹10/-)			
Basic and diluted		<b>(338.30)</b>	<b>(141.48)</b>

Summary of material accounting policies and other explanatory information

2-31

The accompanying notes are an integral part of these financial statements

As per our report of even date.

**For Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sd/-

**Vijay Vikram Singh**

Partner

Membership No : 059139

**Bengaluru**

28 May 2024

**For and on behalf of the Board of Directors****Assetz Industrial Parks Private Limited**

Sd/-

**Jagannath Shetty**

Director

DIN: 02044085

**Mumbai**

28 May 2024

Sd/-

**S. Thiruppathi**

Director

DIN: 07016259

**Bengaluru**

28 May 2024

Sd/-

**Varsha Solanki**

Company Secretary

Membership No : A57097

**Bengaluru**

28 May 2024

**Assetz Industrial Parks Private Limited****Statement of Cash Flows for the year ended 31 March 2024**

(All amounts are in ₹ lakhs except per share data, unless otherwise stated)

	Notes	Year ended 31 March 2024	Year ended 31 March 2023
<b>A. Cash flow from operating activities</b>			
Loss before taxation		(2,119.11)	(886.26)
<b>Adjustments for:</b>			
Interest Income	15	(1,322.09)	-
Finance cost	16	3,163.48	784.35
Loss on modification of financial liability		-	21.58
<b>Operating profit before working capital changes</b>		<b>(277.72)</b>	<b>(80.33)</b>
<b>Changes in working capital :</b>			
Change in trade payables		828.60	8.19
Change in other liabilities		33.64	4.86
Change in other assets		(290.33)	(27.62)
<b>Cash used in operating activities</b>		<b>294.19</b>	<b>(94.90)</b>
Taxes paid (net of refunds)	9	-	0.02
<b>Net cash used in operating activities (A)</b>		<b>294.19</b>	<b>(94.88)</b>
<b>B. Cash flow from investing activities</b>			
Increase in capital work in progress/ investment under development	4,5	(1,361.92)	(105.21)
Increase in advances towards land premium		(6,612.65)	(5,586.82)
Inter-corporate deposits issued	6	(450.00)	(7,750.00)
<b>Net cash used in investing activities (B)</b>		<b>(8,424.57)</b>	<b>(13,442.03)</b>
<b>C. Cash flow from financing activities</b>			
Proceeds from issue of Compulsorily Convertible Debentures		766.61	-
Proceeds from issue of Non Convertible Debentures	12,16	7,440.00	13,540.00
<b>Net cash generated from financing activities (C )</b>		<b>8,206.61</b>	<b>13,540.00</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>		<b>76.23</b>	<b>3.09</b>
Add: Cash and cash equivalents at the beginning of the year		4.76	1.67
<b>Cash and cash equivalents at the end of the year</b>		<b>80.99</b>	<b>4.76</b>
<b>Cash and Cash equivalent comprises of</b>			
Balances with banks			
-In current accounts	8	80.99	4.76
<b>Total cash and cash equivalents</b>		<b>80.99</b>	<b>4.76</b>

Also refer note 12 for reconciliations of liabilities arising from financing activities

As per our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors

**Assetz Industrial Parks Private Limited**

Sd/-

**Vijay Vikram Singh**

Partner

Membership No : 059139

**Bengaluru**

28 May 2024

Sd/-

**Jagannath Shetty**

Director

DIN: 02044085

**Mumbai**

28 May 2024

Sd/-

**S. Thiruppathi**

Director

DIN: 07016259

**Bengaluru**

28 May 2024

Sd/-

**Varsha Solanki**

Company Secretary

Membership No : A57097

**Bengaluru**

28 May 2024

**Assetz Industrial Parks Private Limited****Statement of Changes in Equity for the year ended 31 March 2024**

(All amounts are in ₹ lakhs except per share data, unless otherwise stated)

**A Equity Share Capital****Balance as at 1 April 2022**

Changes in equity share capital during the year

**Balance as at 31 March 2023**

Changes in equity share capital during the year

**Balance as at 31 March 2024**

Number	Amount
6,26,400	62.64
-	-
6,26,400	62.64
-	-
6,26,400	62.64

**B Other Equity****Balance as at 1 April 2022**

Loss for the year

Additions during the year

Gain on modification of financial liability (refer note 10)

**Balance as at 31 March 2023**

Loss for the year

Additions during the year

Gain on modification of financial liability (refer note 10)

Deemed payout to parent

**Balance as at 31 March 2024**

Equity contribution from parent	Equity portion of compound financial instrument	Retained earnings	Total
581.20	2,209.17	(495.98)	2,294.39
-	-	(886.26)	(886.26)
-	0.08	-	0.08
592.45	-	-	592.45
1,173.65	2,209.25	(1,382.24)	2,000.66
-	-	(2,119.11)	(2,119.11)
-	310.79	-	310.79
602.85	-	-	602.85
(1,325.82)	-	-	(1,325.82)
450.68	2,520.04	(3,501.35)	(530.63)

The accompanying notes are an integral part of these financial statements

As per our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sd/-

**Vijay Vikram Singh**

Partner

Membership No : 059139

**Bengaluru**

28 May 2024

For and on behalf of the Board of Directors of

**Assetz Industrial Parks Private Limited**

Sd/-

**Jagannath Shetty**

Director

DIN: 02044085

**Mumbai**

28 May 2024

Sd/-

**Varsha Solanki**

Company Secretary

Membership No : A57097

**Bengaluru**

28 May 2024

Sd/-

**S. Thiruppathi**

Director

DIN: 07016259

**Bengaluru**

28 May 2024



**1 Corporate information**

Assetz Industrial Parks Private Limited, was incorporated on 20 May 2015 under the Companies Act with registration no. U45205KA2015PTC080444. The Company has its registered office in Bangalore. The company is a closely held company registered as Private Limited Company. The Company is engaged in the business of real-estate development and related ancillary services including development/operation of warehouse/industrial/logistics parks in India. The Company is also engaged in the business of providing real-estate related professional and advisory services.

**2A Basis of preparation and presentation**

**a. Basis of preparation**

- (i) In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its financial statements as per the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) ('Ind AS') and guidelines issued by the Securities and Exchange Board of India (SEBI). Accordingly, the Company has prepared these financial statements which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31 March 2024, and a summary of significant accounting policies and other explanatory information (together hereinafter referred to as 'financial statements').

The financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These accounting policies have been used throughout all periods presented in these financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

The financial statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period, as explained in the accounting policies below.

- (ii) The Company has incurred losses before tax amounting to ₹ 2,119.11 and has negative cash flow from operating activities amounting to ₹ 294.19 for the year ended 31 March 2024. The Company also has an accumulated deficit of ₹ 3,501.35 as at 31 March 2024 and the net working capital stands at a deficit of ₹ 335.16. These financial results indicate significant doubt over the ability of the Company to continue as a going concern.

Subsequent to the Balance Sheet date on 3 April 2024, the company has raised additional funding (refer note 30) which as per the forecast of the management would be adequate for the working capital and overall business objectives of the Company for the next financial year.

The management believes that going concern basis of accounting for the company is appropriate considering the additional funding received.

**b. Statement of compliance with Ind AS**

The financial statements have been prepared in accordance with the accounting principles generally accepted in India including Ind AS prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

**c. Functional and presentation currency**

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

**d. Current / non-current classification**

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

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has evaluated and considered its operating cycle as 12 months.

**e. Critical estimates and judgements**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Company bases its estimates and assumptions on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

**e. Critical estimates and judgements (cont'd)**

*Recognition of deferred tax assets*

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

*Evaluation of indicators for impairment of assets*

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. In assessing impairment, management estimates the recoverable amount of each asset or cash generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

*Recoverability of advances / receivables*

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

*Provision for litigations and contingencies*

The provision for litigations and contingencies are determined based on evaluation made by the management of the present obligation arising from past events the settlement of which is expected to result in outflow of resources embodying economic benefits, which involves judgements around estimating the ultimate outcome of such past events and measurement of the obligation amount.

**2B Summary of material accounting policies**

**a. Other income**

Interest income is reported on an accrual basis using the effective interest method and is included under the head "Other Income" in the Statement of Profit and Loss.

**b. Borrowing costs**

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset.

**c. Financial instruments**

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

**Financial assets**

*Classification*

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through Other Comprehensive Income, or through Standalone Statement of Profit and Loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

*Initial recognition and measurement*

The Company recognises financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition of financial assets that are not at fair value through profit or loss, are added to the fair value on initial recognition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss. Regular way purchase and sale of financial assets are accounted for at trade date. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to Cash flows that are solely payments of principal and interest on the principal amount outstanding.

**c. Financial instruments (cont'd)**

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; a
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, on sale/disposal the Company may transfer the cumulative gain or loss within equity.

All other financial assets are classified as measured at FVTPL.

*De-recognition of financial assets*

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the company's balance sheet) when:

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

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

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

**Financial liabilities**

*Classification*

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

*Initial recognition and measurement*

The Company recognises financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the issue of financial liabilities, that are not at fair value through profit or loss, are reduced from the fair value on initial recognition. Transaction costs that are directly attributable to the issue of financial liabilities at fair value through profit or loss are expensed in the Statement of Profit and Loss.

*Subsequent measurement*

*Financial liabilities at fair value through profit or loss*

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or it is designated as at FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss.

*Amortised cost*

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

*Derecognition of financial liabilities*

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.

**c. Financial instruments (cont'd)***Offsetting financial instrument*

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle financial asset and liability on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**d. Cash and cash equivalents**

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

**e. Earnings per share**

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

**f. Capital work in progress and investment property under development**

Capital work in progress and investment property under development represents projects under which the property, plant and equipment and investment property are not yet ready for their intended use and are recognized and carried at cost. Once an identified asset is ready for use the carried amount shall be capitalised and depreciated accordingly.

Depreciation/amortisation is not provided on capital work-in-progress and investment property under development until construction/installation are complete and the asset is ready for its intended use.

**g. Investment property***Recognition and initial measurement*

Investment property is property held either to earn rental income or for capital appreciation or for both. Upon initial recognition, an investment property is measured at cost, including related transaction costs. The cost comprises purchase price, cost of replacing parts, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

The cost of a self-constructed item of Investment property comprises the cost of materials, direct labour, borrowing costs (if capitalization criteria are met) and any other costs directly attributable to bringing the asset to working condition for its intended use.

*Subsequent measurement*

Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

*Subsequent expenditure*

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

*Derecognition*

Investment property is derecognised either when control of the same is transferred to the buyer or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

*Reclassification from / to investment property*

Transfers to (or from) investment property are made only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

*Fair value disclosure*

Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

(All amounts are in ₹ lakhs unless otherwise stated)

**h. Provisions, Contingent liabilities and Contingent assets**

*Provisions*

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

*Contingent liabilities*

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

*Contingent assets*

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

**i. Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company is engaged in the business of real-estate development and related ancillary services including development/operation of warehouse/industrial/logistics parks in India, which constitutes its single reportable segment.

**j. Income taxes**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

**(i) Current tax:**

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

**(ii) Deferred tax :**

Deferred income tax is recognised using the balance sheet approach. Deferred income 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 in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets 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.

Deferred tax liabilities are generally recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ("MAT") credit forming part of Deferred tax assets is recognized as an asset only when and to the extent there is reasonable certainty that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Company will pay normal income tax during the specified period.



**2B Recent accounting pronouncements**

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023. The Company applied for the first-time these amendments.

**(i) Definition of Accounting Estimates - Amendments to Ind AS 8**

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Company's standalone financial statements

**(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1**

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

**(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12**

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The amendments are not applicable to the Company.

**3 Investment property****Gross block****Balance as at 1 April 2022**

Additions during the year

Deletions during the year

**Balance as at 31 March 2023**

Additions during the year

Deletions during the year

**Balance as at 31 March 2024****Accumulated depreciation****Balance as at 1 April 2022**

Charge for the year

Deletions during the year

**Balance as at 31 March 2023**

Charge for the year

Deletions during the year

**Balance as at 31 March 2024****Net block****Balance as at 31 March 2023****Balance as at 31 March 2024**

Leasehold Land	Total
-	-
-	-
-	-
-	-
15,887.70	15,887.70
-	-
15,887.70	15,887.70
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-
15,887.70	15,887.70

- a The investment property is constructed/ developed on a leasehold land where the company is the lessee and the lease agreement is duly executed in favour of the lessee. As the leasehold land meets the definition of investment property, it is presented within investment property.
- b **Fair value of investment property**  
The fair value of Investment property is ₹ 31,000 (31 March 2023: nil). The valuations is based on valuation performed by an accredited independent valuer and is a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The fair value of the Company's investment properties have been arrived at using discounted cash flow method, direct comparison approach, and depreciated replacement cost method. Under discounted cash flow method, cash flow projections based on reliable estimates of cash flow are discounted. The main inputs used are rental growth rate, expected vacancy rates, discount rates, and transacted values of similar properties which are based on comparable transactions and industry data. The fair value measurement of the investment property has been categorised as a Level 3 fair value (discounted cash flow method), refer note 21(iii).
- c **Investment property pledged as security**  
Refer note.12 for details of investment property pledged as security for borrowings.
- d No amount have been recognised in profit or loss

4 Investment property under development	Amount
Balance as at 1 April 2022	-
Additions during the year	-
Deletions during the year	-
Capitalised during the year	-
Balance as at 31 March 2023	-
Additions during the year	-
Transferred from capital work-in-progress	1,582.40
Deletions during the year	-
Capitalised during the year	-
Balance as at 31 March 2024	1,582.40

Ageing analysis of Investment property under development

	As at 31 March 2024				
	Amount for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,582.40	-	-	-	1,582.40
Total	1,582.40	-	-	-	1,582.40

The Management is of the view that the fair value of investment properties under development cannot be reliably measured and hence fair value disclosures pertaining to investment properties under development have not been provided.

5 Capital work-in-progress	As at 31 March 2024	As at 31 March 2023
Project in development	-	220.48
	-	220.48

Movement of capital work-in-progress

Opening balance	220.48	115.27
Add: Consultancy charges towards development of project	1,361.92	105.21
Less: transferred to Investment property under development	(1,582.40)	-
Closing balance	-	220.48

Note - There are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

Ageing analysis of Capital work-in-progress

	As at 31 March 2023				
	Amount for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	105.21	-	115.27	220.48
Total	-	105.21	-	115.27	220.48

6 Loans	As at 31 March 2024		As at 31 March 2023	
(Unsecured)	Non-current	Current	Non-current	Current
Considered good				
Inter-corporate deposits (refer note 26)	7,746.27	450.00	7,750.00	-
	7,746.27	450.00	7,750.00	-

Details of inter-corporate deposits issued during the year:

Name of the borrower	Nature	As at 31 March		As at 1 April 2023	Placed during the year	GAAP adjustments	As at 31 March 2024
		Rate of Interest	Term				
Brit Logistics Private Limited*	Fellow subsidiary	13.70%	1 to 2 years	7,750.00	-	3.73	7,746.27
Assetz Property Management Services Private Limited	Fellow subsidiary	10.00%	11 Months	-	450.00	-	450.00

\*During the current year, the interest receivable on this deposit has been waived off by the Company by passing special resolution in the Extra-ordinary general meeting dated 13 November 2023. Pursuant to such, the waiver has been accounted in equity contribution from parent as a payout. Refer note 11.

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7 Other non-current asset	As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current
Advance for leasehold land (refer note below)	1,549.80	-	10,824.85	-
Balance with government authorities	326.45	-	52.75	-
Advance to vendors (refer note 26)	-	16.63	-	-
	<b>1,876.25</b>	<b>16.63</b>	<b>10,877.60</b>	-

Note:

The Company, during the current year, has obtained confirmatory letter of allotment for the 125 acres of land which was previously allotted by Karnataka Industrial Areas Development Board ('KIADB'). Further, a lease-cum-sale deed for 114.05 acres of land amounting to ₹ 15,887.70 has been entered for a period of 10 years between the Company and KIADB along with receipt of possession certificate for such land. Management is in the process of completing the registration of the lease-cum-sale deed. The Company intends to hold the land for a foreseeable future after completion of the lease period. This land has been treated as a leasehold land during the current year.

For the balance area of 10.95 acres amounting to ₹ 1,549.80, the management believes that the possession certificate and lease-cum-sale deed will be entered into shortly and there are certain administrative delays with KIADB which are expected to regularize in the coming period. Till such regularization, this amount has been disclosed as an advance for leasehold land.

8 Cash and cash equivalents	As at 31 March 2024	As at 31 March 2023
Bank balances	80.99	4.76
-In current accounts	<b>80.99</b>	<b>4.76</b>

9 Income tax asset		
Advance tax, net of provisions	0.02	0.02
	<b>0.02</b>	<b>0.02</b>

**10 Share Capital**
**Authorised Share capital**

Equity shares of ₹ 10 each

**Issued, subscribed and fully paid-up**

Equity shares of ₹ 10 each

As at 31 March 2024		As at 31 March 2023	
Number	Amount	Number	Amount
30,00,000	30,000	30,00,000	30,000
6,26,400	62.64	6,26,400	62.64

**A. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:**

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
At the beginning of the year	6,26,400	62.64	6,26,400	62.64
Issued during the year	-	-	-	-
<b>At the end of the year</b>	<b>6,26,400</b>	<b>62.64</b>	<b>6,26,400</b>	<b>62.64</b>

**B. Shares held by the holding company:**

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
Assetz Industrial Parks Pte Ltd	6,26,400	62.64	6,26,400	62.64
<b>At the end of the year</b>	<b>6,26,400</b>	<b>62.64</b>	<b>6,26,400</b>	<b>62.64</b>

**C. Details of Shareholders holding more than 5% shares of the company**

	As at 31 March 2024		As at 31 March 2023	
	Number	% of shares	Number	% of shares
Assetz Industrial Parks Pte Ltd	6,26,400	100%	6,26,400	100%

**D. Details of promoter shareholding**

	As at 31 March 2024		
	Number	% of shares	% change
Assetz Industrial Parks Pte Ltd	6,26,400	100%	-

	As at 31 March 2023		
	Number	% of shares	% change
Assetz Industrial Parks Pte Ltd	6,26,400	100%	0%

**E. Rights, preferences and restrictions attached to shares**

Equity Shares: The company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

F. The company does not have any outstanding shares issued under options.

G. The Company has not issued any bonus shares nor has there been any buy back of shares during five years immediately preceding 31 March 2024. Further, the Company has not issued any shares without payment being received in cash.

**11 Other Equity**

Equity component of compound financial instrument

Equity contribution from parent

Retained earnings

As at 31 March 2024	As at 31 March 2023
2,520.04	2,209.25
450.68	1,173.65
(3,501.35)	(1,382.24)
<b>(530.63)</b>	<b>2,000.66</b>

**Equity contribution from parent**

The interest on the compulsorily convertible debentures has been waived off by the holding company vide waiver letters dated 27 September 2023 and 07 November 2023 for the year ended 31 March 2024 and dated 12 December 2022 for the year ended 31 March 2023. Further, as mentioned in Note 6, the interest receivable on inter-corporate deposit from fellow subsidiary has also been waived during the year.

Accordingly, such gain/(loss) arising on modification of terms of these financial instruments has been treated as a capital contribution (net) directly in equity as it is arising out of a transaction with the shareholder.

**Retained earnings**

All profits and losses made by the company are transferred to the retained earnings account.

**Equity component of compound financial instrument**

Comprises of the residual equity portion of Class A, Class B and Class C Compulsorily convertible debentures in accordance with Ind AS 32.



	As at 31 March 2024	As at 31 March 2023
<b>12 Borrowings</b>		
<b>(Unsecured)</b>		
54,924 11% Class A Compulsorily Convertible Debentures of ₹ 100 each [(i)]	16.92	20.36
53,30,993 11% Class B Compulsorily Convertible Debentures of ₹ 100 each [(ii)]	2,619.07	2,829.92
766,615 11% Class C Compulsorily Convertible Debentures of ₹ 100 each [(iii)]	453.64	-
<b>(Secured)</b>		
1,030 13.7% Series A Redeemable Non-Convertible Debentures of ₹ 10 lakhs each [(iv)]	12,108.52	10,643.68
3,240 13.7% Series B Redeemable Non-Convertible Debentures of ₹ 1 lakhs each [(v)]	3,722.26	3,275.04
7,440 13.7% Series C Redeemable Non-Convertible Debentures of ₹ 1 lakhs each [(vi)]	8,305.04	-
	<b>27,225.45</b>	<b>16,769.00</b>

**Details of security**

The loan is secured by exclusive charge by way of hypothecation of all movable assets, current assets, loans and advances, long term and short term investments of the Company, both present and future.

**Notes**

- (i) The Company had initially issued 54,924 11% Class A Compulsorily convertible debentures of face value ₹ 100 each on 15 September 2017 to its holding company Assetz Industrial Parks Pte Ltd. These debentures were fully convertible on the expiry of 5 years from the date of issue of the instruments. Subsequently on 1 August 2022, the tenure of these debentures were modified to an additional 10 years by obtaining approval from the Board of Directors. These debentures are convertible in the ratio of 1:10.
- (ii) The Company has issued 53,30,993 11% Class B Compulsorily Convertible Debentures of face value ₹ 100 each on 7 April 2021 to its holding company Assetz Industrial Parks Pte Ltd. These debentures are fully convertible on the expiry of 10 years from the date of issue of the instrument. These debentures are convertible on the ratio of 1:1.
- (iii) The Company has issued 766,615 11% Class C Compulsorily Convertible Debentures of face value ₹ 100 each on 22 February 2024 to its holding company Assetz Industrial Parks Pte Ltd. These debentures are fully convertible on the expiry of 10 years from the date of issue of the instrument. These debentures are convertible on the ratio of 1:3.
- (iv) The Company has issued 1,030 secured, Series A redeemable non-convertible debentures of face value of ₹ 10 lakhs each on a private placement basis and has got it listed on the Bombay Stock Exchange ("BSE") on 30 December 2022. These debentures are redeemable within 60 months from the date of allotment but not later than 27 December 2027. The debentures are redeemable at premium at maturity at a redemption premium of 13.7%.
- (v) The Company has issued 3,240 secured, Series B redeemable non-convertible debentures of face value of ₹ 1 lakh each on a private placement basis and has got it listed on the Bombay Stock Exchange ("BSE") on 03 March 2023. These debentures are redeemable within 60 months from the date of allotment but not later than 27 December 2027. The debentures are redeemable at premium at maturity at a redemption premium of 13.7%.
- (vi) The Company has issued 7,440 secured, Series C redeemable non-convertible debentures of face value of ₹ 1 lakh each on a private placement basis and has got it listed on the Bombay Stock Exchange ("BSE") on 23 May 2023. These debentures are redeemable within 60 months from the date of allotment but not later than 27 December 2027. The debentures are redeemable at premium at maturity at a redemption premium of 13.7%.

**Reconciliations of liabilities arising from financing activities**

	Non convertible debentures	Convertible debentures
<b>Balance as at March 31 2022</b>	-	<b>3,015.60</b>
Cash flows	13,918.72	-
Finance costs accruals	-	(165.32)
Non cash movement (addition/disposal)	-	-
Dividend distributions	-	-
<b>Balance as at March 31 2023</b>	<b>13,918.72</b>	<b>2,850.28</b>
Cash flows	10,217.10	766.61
Finance costs accruals	-	(527.26)
Non cash movement (addition/disposal)	-	-
Dividend distributions	-	-
<b>Balance as at March 31 2024</b>	<b>24,135.82</b>	<b>3,089.63</b>

**Assetz Industrial Parks Private Limited****Summary of material accounting policies and other explanatory information (cont'd)**

(All amounts are in ₹ lakhs unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
<b>13 Trade Payables</b>		
Trade payables		
- total outstanding dues of micro enterprises and small enterprises; and (*)	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises (refer note 26)	844.08	15.48
	<b>844.08</b>	<b>15.48</b>

(\*) There are no dues to micro and small enterprises that are reportable under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. The list of undertakings covered under MSMED Act, 2006 were determined by the Company on the basis of information available with the Company and the same has been relied upon by the auditors.

**Ageing analysis of trade payables**

	31 March 2024				
	Outstanding for the following periods from the date of transaction				
Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
- total outstanding dues of micro enterprises and small	-	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	827.73	-	-	-	827.73
- Unbilled Dues	-	-	-	-	16.35
<b>Total</b>	<b>827.73</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>844.08</b>

	31 March 2023				
	Outstanding for the following periods from the date of transaction				
Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
- total outstanding dues of micro enterprises and small	-	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	0.48	-	-	-	0.48
- Unbilled Dues	-	-	-	-	15.00
<b>Total</b>	<b>0.48</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15.48</b>

Note - Since there are no undisputed dues of trade payables and unbilled dues, ageing of disputed payables is not applicable hence not disclosed.

	As at 31 March 2024	As at 31 March 2023
<b>14 Other current liabilities</b>		
Statutory dues	36.80	5.08
Retention money	1.92	-
	<b>38.72</b>	<b>5.08</b>

**Summary of material accounting policies and other explanatory information (cont'd)**

(All amounts in ₹ lakhs, unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
<b>15 Other income</b>		
Interest income	1,322.09	-
	<b>1,322.09</b>	<b>-</b>
<b>16 Finance Cost</b>		
Interest expense on compulsorily convertible debentures	386.38	405.63
Interest expense on non-convertible debentures	2,777.10	378.72
	<b>3,163.48</b>	<b>784.35</b>
<b>17 Employee benefits expense</b>		
Salaries wages and bonus	10.78	1.07
	<b>10.78</b>	<b>1.07</b>
<b>18 Other expenses</b>		
Legal and professional *	259.60	62.65
Rates and taxes	7.08	16.43
Loss on modification of financial liability	-	21.58
Miscellaneous	0.26	0.18
	<b>266.94</b>	<b>100.84</b>
* Payment to auditors (excluding applicable taxes)		
Audit fees	22.50	15.00
Certification expenses	3.55	-
Out of pocket expenses	-	0.39
	<b>26.05</b>	<b>15.39</b>
<b>19 Tax expense</b>		
Current tax	-	-
Deferred tax	-	-
	<b>-</b>	<b>-</b>

The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows

<b>Accounting (Loss)/ Profit before tax</b>	(2,119.11)	(886.26)
Statutory income tax rate	25.17%	25.17%
<b>Expected income tax expense</b>	<b>-</b>	<b>-</b>

The Company has not recognized deferred tax assets in respect of temporary differences in accordance with Ind AS-12 "Income Taxes" in absence of convincing evidence pertaining to recoverability of the tax assets.

Nature of loss/allowance	Pertaining to AY	Amount (₹ in lakhs)	Expiry Date
Business Loss	2021-22	17.26	2029-2030
Business Loss	2022-23	4.98	2030-2031

**20 Loss per share**
**(a) Basic**

Loss after tax attributable to equity shareholders (A)	(2,119.11)	(886.26)
Weighted average number of shares outstanding during the year (B)	6,26,400	6,26,400
<b>Loss per share (A/B)</b>	<b>(338.30)</b>	<b>(141.48)</b>

**(a) Diluted**

Loss after tax attributable to equity shareholders (A)	(2,119.11)	(886.26)
Add: Net interest expense on convertible debentures	386.38	420.03
Adjusted net loss for the year (A)	(1,732.73)	(466.23)
Weighted average number of shares outstanding (number) (B)	6,26,400	6,26,400
Add: Weighted average number of potential equity shares on account of convertible debentures (B)*	-	-
Diluted loss per share (A/B)/(₹) (*)	<b>(338.30)</b>	<b>(141.48)</b>

(\*)Addition of these potential equity shares are anti-dilutive in nature, hence the same is not considered.

**21 Fair value measurements****(i) Financial instruments by category**

The carrying value and fair value of financial instruments by categories as at 31 March 2024 were as follows:

	Amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Carrying value/ Fair Value
<b>Assets</b>				
<b>Non-current financial assets</b>				
Loans	7,746.27	-	-	7,746.27
<b>Current financial assets</b>				
Cash and cash equivalents	80.99	-	-	80.99
Loans	450.00	-	-	450.00
<b>Total</b>	<b>8,277.26</b>	<b>-</b>	<b>-</b>	<b>8,277.26</b>
<b>Liabilities</b>				
<b>Non-current financial liability</b>				
Borrowings	27,225.45	-	-	27,225.45
<b>Current financial liabilities</b>				
Trade payables	844.08	-	-	844.08
	<b>28,069.53</b>	<b>-</b>	<b>-</b>	<b>28,069.53</b>

The carrying value and fair value of financial instruments by categories as at 31 March 2023 were as follows:

	Amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Carrying value/ Fair value
<b>Assets</b>				
<b>Non-current financial assets</b>				
Loans	7,750.00	-	-	7,750.00
<b>Current financial assets</b>				
Cash and cash equivalents	4.76	-	-	4.76
<b>Total</b>	<b>7,754.76</b>	<b>-</b>	<b>-</b>	<b>7,754.76</b>
<b>Liabilities</b>				
<b>Non-current financial liability</b>				
Borrowings	16,769.00	-	-	16,769.00
<b>Current financial liabilities</b>				
Trade payables	15.48	-	-	15.48
	<b>16,784.48</b>	<b>-</b>	<b>-</b>	<b>16,784.48</b>

The management assessed that the fair value of cash and cash equivalents, other financial assets, borrowings and trade payables approximate the carrying amount largely due to short-term maturity of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**(ii) Fair value of financial assets and liabilities measured at amortised cost**

The management assessed that for amortised cost instruments, fair value approximates largely to the carrying amount.

**(iii) Fair value hierarchy**

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities

Particulars	31 March 2024			
	Carrying amount	Fair value		
		Level 1	Level 2	Level 3
Investment properties (disclosure)	15,887.70	-	-	31,000.00
	<b>15,887.70</b>	<b>-</b>	<b>-</b>	<b>31,000.00</b>

**Notes:**

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.

Level 3 inputs are unobservable inputs for the asset or liability.

There have been no transfers between the levels during the year.

The Company has no financial instruments that are carried at fair value as at 31 March 2023

## 21 Fair value measurements (cont'd)

### (iii) Fair value hierarchy (cont'd)

Financial instruments carried at amortised cost such as trade receivables, cash and other financial assets, borrowings, trade payables and other financial liabilities are considered to be same as their fair values, due to their short term nature. For financial assets and liabilities that are measured at amortised cost, the carrying amounts are equal to the fair values.

Valuation method used for level 3 valuations -

Particulars	Valuation technique	Unobservable input	Relationship of unobservable input with fair value
Fair value of investment property (disclosure only)	Income approach (discounted cash flow method)	Discount rate	Increase/decrease in discount rate would result in decrease/increase in fair value
		Expected vacancy rates	Increase/decrease in vacancy rate would result in decrease/increase in fair value
		Rental growth rate	Increase/decrease in rental growth rate would result in increase/decrease in fair value

## 22 Financial risk management

The company's activities expose it to a variety of financial risks: credit risk, market risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The company's risk management activity focuses on actively securing the company's short to medium-term cash flows by minimising the exposure to volatile financial markets.

The company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the company is exposed are described below.

### A Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the company, resulting in a financial loss. The company is exposed to this risk for various financial instruments. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised, as summarised below:

#### Financial assets carried at amortised cost

The Company's cash and cash equivalents are held in reputed financial institutions/ banks, which management believes are of high credit quality. In addition, other receivable balances are monitored on an ongoing basis and the Company's exposure to bad debts is not significant.

#### Credit risk measurement - Expected credit loss measurement

Ind AS 109 outlines a "three stage" model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit impaired on initial recognition and whose credit risk has not increased significantly since initial recognition is classified as "Stage 1".
- If a significant increase in credit risk since initial recognition is identified, the financial instrument is moved to "Stage 2" but is not yet deemed to be credit impaired.
- If a financial instrument is credit impaired, it is moved to "Stage 3".

ECL depends on the stage of financial instrument:

- Financial instrument in Stage 1 have their ECL measured at an amount equal to expected credit loss resulting from default events possible within the next 12 months.
- Instruments in Stage 2 or Stage 3 criteria have their ECL measured based on the default events possible in the entire lifetime.

#### Exposure

The table below shows the credit quality and the maximum exposure to credit risk based on the Company's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at respective reporting date. The amounts presented are gross carrying amounts of the financial assets.

	Stage	ECL Type	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents	Stage 1	12 month ECL	80.99	4.76
Loans	Stage 1	12 month ECL	8,196.27	7,750.00
			<b>8,277.26</b>	<b>7,754.76</b>

The Company's cash and cash equivalents are held in reputed financial institutions/banks, which management believes are of high credit quality and hence no impairment allowance has been recognized. Loans comprise of related party balances which are also monitored on an ongoing basis and the Company's exposure to bad debts is not significant. Hence no impairment allowance is recognised on financial assets carried at amortised cost.

### B Market risk: Concentration risk

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

Currently, the management does not foresee any market concentration risk since the Company is due to commence its business

## 23 Financial risk management (cont'd)

### C Liquidity risk

Liquidity risk is that the Company might be unable to meet its obligations. The Company manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, usually on a month on month basis. Long-term liquidity needs for a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Company's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

#### Maturities of financial liabilities

As at 31 March 2024	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	-	24,135.82	3,089.64	27,225.46
Trade payables	844.08	-	-	844.08
	<b>844.08</b>	<b>24,135.82</b>	<b>3,089.64</b>	<b>28,069.54</b>

As at 31 March 2023	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	-	13,918.72	2,850.28	16,769.00
Trade payables	15.48	-	-	15.48
	<b>15.48</b>	<b>13,918.72</b>	<b>2,850.28</b>	<b>16,784.48</b>

## 24 Capital risk management

The primary objectives of the Company's capital management are

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

Therefore, the Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, lease liabilities, trade payables and other financial liabilities less cash and cash equivalents.

	As at 31-Mar-24	As at 31 March 2023
Borrowings	27,225.45	16,769.00
<b>Net debt (i)</b>	<b>27,225.45</b>	<b>16,769.00</b>
<b>Total equity (ii)</b>	<b>-467.99</b>	<b>2,063.30</b>
<b>Gearing ratio</b>	<b>102%</b>	<b>89%</b>

Further, no changes were made in the objectives, policies or process for managing capital during the years ended 31 March 2024 and 31 March 2023.

## 25 Segment reporting

The Company is engaged in the business of real-estate development and related ancillary services including development/operation of warehouse/industrial/logistics parks in India which represents one business segment. Further, the Company has not commenced its operation. Consequently, the disclosure of business and geographic segment-wise information is not applicable to the Company for the year ended 31 March 2024.



**26 Related party transaction**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2023: Nil).

**Details of related parties:**

<b>Nature of relationship</b>	<b>Names of related parties</b>
Ultimate holding company	Assetz Group Holdings Pte Limited AGPRE Global Holdings Pte. Ltd
Intermediate holding company	AGP Logistics FPI Pte Ltd
Holding Company	Assetz Industrial Parks Pte Limited
Fellow Subsidiaries	AGP Asset Managment Services Private Limited Brit Logistics Private Limited Assetz Property Management Services Private Limited
<b>Key Management Personnel (KMP)</b>	
Director	Mr. S. Thiruppathi
Director	Mr. Jagannath Laxman Shetty
Company Secretary	Ms. Vijaylaxmi Kedia (resigned w.e.f. 3 May 2024)
Company Secretary	Ms. Varsha Solanki (appointed w.e.f 28 May 2024)

**(ii) Related party transactions**

The following table provides the total amount of transactions that have been entered into with related parties for the relevant

**a. Transactions during the year**

	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
<b>Compulsorily Convertible Debentures issued</b>		
Assetz Industrial Parks Pte Limited (refer note 12)	766.61	-
<b>Issue of Non-Convertible Debentures</b>		
AGP Logistics FPI Pte Ltd (refer note 12)	15,075.04	6,770.00
<b>Inter-Corporate Deposits</b>		
Brit Logistics Private Limited (refer note 6)	-	7,750.00
Assetz Property Management Services Private Limited (refer note 6)	450.00	-
<b>Remuneration (refer note below)</b>		
Ms. Vijaylaxmi Kedia (resigned w.e.f. 3 May 2024)	10.78	1.07
<b>Reimbursement of expenses</b>		
AGP Asset Managment Services Private Limited	-	10.86
Brit Logistics Private Limited	-	20.20

**b. Balances as at the year end**

	<b>As at 31 March 2024</b>	<b>As at 31 March 2023</b>
<b>Compulsorily convertible debentures</b>		
Assetz Industrial Parks Pte Limited (refer note 12)	6,152.53	5,385.92
<b>Non-Compulsorily convertible debentures</b>		
AGP Logistics FPI Pte Ltd (refer note 12)	24,135.82	6,770.00
<b>Inter-Corporate Deposits</b>		
Brit Logistics Private Limited	7,750.00	7,750.00
Assetz Property Management Services Private Limited	450.00	-
<b>Trade payables</b>		
Assetz Property Management Services Private Limited	8.00	-
<b>Advance to vendors</b>		
AGP Asset Managment Services Private Limited	2.43	-

**Note:**

Remuneration and outstanding balances of KMP does not include benefits by way of gratuity, compensated absences, provident fund, which are currently not applicable to the company.

**27 Financial Ratios**

Ratio	Numerator	Denominator	31 March 2024	31 March 2023	%
Current ratio (in times) *	Total current assets	Total current liabilities	0.62	0.23	167%
Debt-Equity ratio (in times) **	Total borrowings	Total equity	-58.18	8.13	-816%
Debt service coverage ratio (in times) ^	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	0.00	0.00	0%
Return on equity ratio (in %) ***	Profit for the year	Average total equity	(2.66)	(0.40)	563%
Return on capital employed (in %)***	Profit before tax and finance cost	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	(2.23)	(0.05)	4418%

**Notes:**

\* Due to increase in ICD and cash balance during the current year

\*\* Due to increase in borrowings and increase in losses during the current year

\*\*\* Due to increase in losses during the current year

^ Since there are no earnings, debt service coverage ratio is not computed for the company.

**28 Other Statutory Information**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any charge creation or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to any person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company ("Ultimate Beneficiaries").
- (v) The Company has not received any fund from any party(ies) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
- (vi) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- (vii) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (viii) The Company does not have any transaction which is 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 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (ix) The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
- (x) The Company has not advanced any loans to directors during the financial year.
- (xi) No working capital limits has been sanctioned by a bank or financial institutions and accordingly no filings have been made by the Company to any bank or financial institution.

**29 Audit trial**

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company uses accounting software for maintaining its books of account which does not have a feature of recording audit trail (edit log) facility. Based on management assessment, the non-availability of audit trail functions will not have any impact on the performance of the accounting software, as management has all other necessary controls in place which are operating effectively.

**30 Subsequent events**

Subsequent to the year ended 31 March 2024 on 3 April 2024, the Company has issued 208,424 11% Series D Compulsorily Convertible Debentures of face value ₹ 100 each to its holding company Assetz Industrial Parks Pte Ltd. These debentures are fully convertible on the expiry of 10 years from the date of issue of the instrument. These debentures are convertible on the ratio of 1:3.

Also, on 19 April 2024, the Company has allotted 521,724 11% Series E Compulsorily Convertible Debentures of face value ₹ 100 each to its holding company Assetz Industrial Parks Pte Ltd. These debentures are fully convertible on the expiry of 10 years from the date of issue of the instrument. These debentures are convertible on the ratio of 1:3.

- 31** Prior year numbers, have been regrouped/reclassified wherever necessary to confirm with current years presentation. However, impact of such regrouping/reclassification is not material to the financial statements as a whole.

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As per our report of even date

For **Walker Chandiok & Co LLP**

Chartered Accountants

Sd/-

**Vijay Vikram Singh**

Partner

Membership No : 059139

Bengaluru

28 May 2024

For and on behalf of the Board of Directors of

**Assetz Industrial Parks Private Limited**

Sd/-

**Jagannath Shetty**

Director

DIN: 02044085

Mumbai

28 May 2024

Sd/-

**S. Thiruppathi**

Director

DIN: 07016259

Bengaluru

28 May 2024

Sd/-

**Varsha Solanki**

Company Secretary

Membership No : A57097

Bengaluru

28 May 2024