

SKG TERRA PROMENADE PRIVATE LIMITED
BALANCE SHEET AS AT MARCH 31, 2023


Amount in ₹

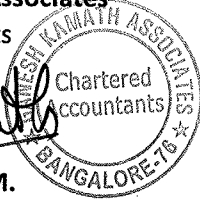
Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
I ASSETS			
Non - current assets			
(a) Other non current assets	3	5,48,56,485	5,48,56,485
Total non current assets		5,48,56,485	5,48,56,485
Current assets			
(a) Financial assets			
(i) Cash and cash equivalents	4	7,71,851	7,76,228
(b) Other current assets	5	17,28,000	17,31,690
Total current assets		24,99,851	25,07,918
TOTAL ASSETS		5,73,56,336	5,73,64,403
II EQUITY AND LIABILITIES			
Equity			
(a) Share capital	6	2,00,000	2,00,000
(b) Other equity	7	(16,31,30,057)	(17,88,91,613)
Total Equity		(16,29,30,057)	(17,86,91,613)
LIABILITIES			
Current liabilities			
(a) Other Current liabilities	8	22,02,86,393	23,60,56,016
(b) Short term provisions			
Total current liabilities		22,02,86,393	23,60,56,016
TOTAL EQUITY AND LIABILITY		5,73,56,336	5,73,64,403
Significant accounting policies and notes attached form an integral part of the financial statements	1, 2, 13 to 17		

In Accordance with our report attached

For and on behalf of Board of Directors of
SKG Terra Promenade Private Limited

For Ganesh Kamath Associates
Chartered Accountants


CA. Ganesh Kamath M.
Proprietor
M. No. 203081
FRN: 006449S




Vikas Kumar Gandhi
Director
DIN:07104367


Prakash Purushotham
Director
DIN:07199035

Place: Bengaluru
Date: May 29, 2023



SKG TERRA PROMENADE PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

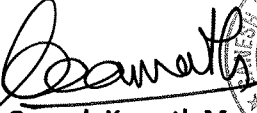
Amount in ₹

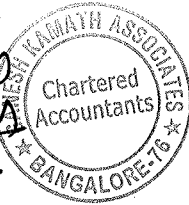
Particulars		Note No.	Current Year	Previous Year
I	Other income	9	1,57,93,922	-
			1,57,93,922	-
II	Expenses			
	Finance costs	10	-	79,31,922
	Other expenses	11	32,366	11,488
	Total expenses		32,366	79,43,410
III	Profit before tax (I - II)		1,57,61,556	(79,43,410)
IV	Tax expense:			
	Current tax		-	-
V	Profit for the year (III - IV)		1,57,61,556	(79,43,410)
VI	Earning per equity share:	12		
	Basic & diluted		1,576.16	(794.34)
Significant accounting policies and notes attached form an integral part of the financial statements		1, 2, 13 to 17		


In Accordance with our report attached

For and on behalf of Board of Directors of SKG Terra Promenade Private Limited

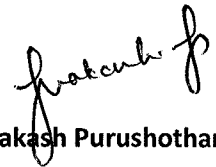
For Ganesh Kamath Associates
Chartered Accountants


CA. Ganesh Kamath M.
 Proprietor
 M. No. 203081
 FRN: 006449S





Vikas Kumar Gandhi
 Director
 DIN:07104367



Prakash Purushotham
 Director
 DIN:07199035

Place: Bengaluru
 Date: May 29, 2023



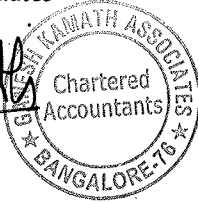
SKG TERRA PROMENADE PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Particulars	March 31, 2023	March 31, 2022
Amount in ₹		
Cash flows from operating activities		
Profit before taxation	1,57,61,556	(79,43,410)
	<u>1,57,61,556</u>	<u>(79,43,410)</u>
Increase/ (decrease) in other current liabilities	(1,57,69,623)	79,42,761
Increase/ (decrease) in other current assets	3,690	-
	<u>(1,57,65,933)</u>	<u>79,42,761</u>
Net cash from operating activities	<u>(4,377)</u>	<u>(649)</u>
Cash flows from investing activities	-	-
Net cash from financing activities	-	-
Net increase/(decrease) in cash and cash equivalents	<u>(4,377)</u>	<u>(649)</u>
Cash and cash equivalents at beginning of the period	7,76,228	7,76,877
Cash and cash equivalents at end of the period	<u>7,71,851</u>	<u>7,76,228</u>

In Accordance with our report attached

For Ganesh Kamath Associates
Chartered Accountants

CA. Ganesh Kamath M.
Proprietor
M. No. 203081
FRN: 006449S



for and on behalf of Board of Directors of SKG Terra Promenade Private Limited

V.K.G.

Vikas Kumar Gandhi
Director
DIN:07104367

Prakash

Prakash Purushotham
Director
DIN:07199035



Place: Bengaluru
Date: May 29, 2023

SKG TERRA PROMENADE PRIVATE LIMITED
CHANGES IN EQUITY AS AT MARCH 31, 2023

(a) Equity Share Capital


Particulars	Amount in ₹	
	As at March 31, 2023	As at March 31, 2022
Balance at the Beginning of the year	1,00,000	1,00,000
Changes in equity share capital during the year	-	-
Balance at the end of the year	1,00,000	1,00,000

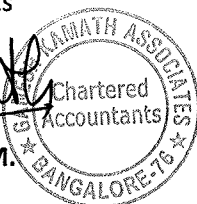
(b) Other Equity

Particulars	Retained earnings	Total Other equity
Total comprehensive income as at March 31, 2021	(17,09,48,203)	(17,09,48,203)
Add: Loss for the year	(79,43,410)	(79,43,410)
Total comprehensive income as at March 31, 2022	(17,88,91,613)	(17,88,91,613)
Add: Profit for the year	1,57,61,556	1,57,61,556
Total comprehensive income as at March 31, 2023	(16,31,30,057)	(16,31,30,057)

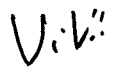
In Accordance with our report attached

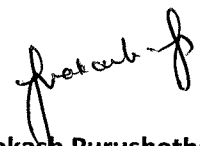
For Ganesh Kamath Associates
Chartered Accountants


CA. Ganesh Kamath M.
Proprietor
M. No. 203081
FRN: 006449S



for and on behalf of Board of Directors of SKG
Terra Promenade Private Limited


Vikas Kumar Gandhi
Director
DIN: 07104367


Prakash Purushotham
Director
DIN: 07199035

Place: Bengaluru
Date: May 29, 2023



SKG TERRA PROMENADE PRIVATE LIMITED
NOTES TO FINANCIAL STATEMENTS

1 BACKGROUND:

SKG Terra Promenade Private Limited ("the Company") was incorporated on December 3, 2014 and is a subsidiary of Kirloskar Electric Company Limited. The Company has been formed as Special Purpose Vehicle ("SPV") as per the restructuring terms.

2 SIGNIFICANT ACCOUNTING POLICIES:

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The financial accounts are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India, including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. All income and expenditure, having a material bearing on financial statements, are recognized on accrual basis.

2.2 USE OF ESTIMATES:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

2.3 ASSETS HELD FOR SALE:

Assets held for sale are stated at the cost or estimated net realizable value whichever is lower.

2.4 TAXES ON INCOME:

Provision for current tax for the year is after taking cognizance of excess / short provision in prior years. Deferred tax assets/liability is recognized, subject to consideration of prudence, on timing differences.

2.5 IMPAIRMENT OF ASSETS:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss, if any, is charged to profit and loss account, in the year in which an asset is identified as impaired.

2.6 PROVISIONS AND CONTINGENT LIABILITIES:

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Financial effect of contingent liabilities is disclosed based on information available upto the date on which financial statements are approved. However, where a reasonable estimate of financial effect cannot be made, suitable disclosures are made with regard to this fact and the existence and nature of the contingent liability.






SKG TERRA PROMENADE PRIVATE LIMITED
NOTES TO FINANCIAL STATEMENTS

Amount in ₹

Particulars	As at March 31, 2023	As at March 31, 2022
3 Other non current assets		
Assets held for Sale	5,48,56,485	5,48,56,485
Total	5,48,56,485	5,48,56,485
4 Cash and cash equivalents:		
Balances with banks	7,71,851	7,76,228
- in other accounts	-	-
Total	7,71,851	7,76,228
5 Other Current Assets		
GST	-	3,690
TDS Receivable	17,28,000	17,28,000
Total	17,28,000	17,31,690

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	₹	Number	₹
Authorized:				
Preference shares of ₹ 10/- each	10,000	1,00,000	10,000	1,00,000
Equity shares of ₹ 10/- each	90,000	9,00,000	90,000	9,00,000
		10,00,000		10,00,000
Issued, subscribed and fully paid up:				
Preference shares of ₹ 10 /- each				
At the beginning of the reporting period	10,000	1,00,000	10,000	1,00,000
Issued during the reporting period	-	-	-	-
Redeemed during the reporting period	-	-	-	-
At the close of the reporting period	10,000	1,00,000	10,000	1,00,000
Equity shares of ₹ 10/- each				
At the beginning of the reporting period	10,000	1,00,000	10,000	1,00,000
Issued during the reporting period	-	-	-	-
Bought back during the reporting period	-	-	-	-
At the close of the reporting period	10,000	1,00,000	10,000	1,00,000
Total		2,00,000		2,00,000

Other Information:

1 Preference Shares:


- a. The Company has issued non cumulative preference shares of ₹ 10/- each. The preference shareholders do not have voting rights.
- b. Preference shares carry a dividend of 0.1%.
- c. Preference shares shall be redeemed after 10 years from the date of allotment.

Particulars of preference share holders holding more than 5% of the total number of preference share capital:	As at March 31, 2023		As at March 31, 2022	
	Number	Percentage	Number	Percentage
Best Trading Private Limited	10,000	100%	10,000	100%

2 Equity shares:

- a. The Company has only one class of equity shares having a par value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the equity shares held by the shareholder.

Particulars of equity share holders holding more than 5% of the total number of equity share capital:	As at March 31, 2023		As at March 31, 2022	
	Number	Percentage	Number	Percentage
Kirloskar Electric Company Limited (holding Company)	9,999	100%	9,999	100%


Chartered Accountants
BANGALORE-16



SKG TERRA PROMENADE PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS

7 Other Equity

Amount in ₹

Particulars	Retained earnings	Total Other equity
Total comprehensive income as at March 31, 2021	(17,09,48,203)	(17,09,48,203)
Add: Loss for the year	(79,43,410)	(79,43,410)
Total comprehensive income as at March 31, 2022	(17,88,91,613)	(17,88,91,613)
Add: Profit for the year	1,57,61,556	1,57,61,556
Total comprehensive income as at March 31, 2023	(16,31,30,057)	(16,31,30,057)

8 Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
a) Amount due to holding company	22,02,66,534	22,02,30,435
b) Other liabilities	19,859	31,659
c) Interest accrued and due	-	1,57,93,922
	22,02,86,393	23,60,56,016






SKG TERRA PROMENADE PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS

Amount in ₹

Particulars	Current Year	Previous year
9 Other Income		
Provision no longer required wrtitten back *	1,57,93,922	-
	<u>1,57,93,922</u>	<u>-</u>
* Excess interest provision withdrawan		
10 Finance costs		
i) Interest expenses	-	79,31,922
	<u>-</u>	<u>79,31,922</u>
11 Other expenses:		
i) Rates and taxes	4,729	-
ii) Payment to auditors - as auditor	15,000	7,500
iii) Insurance charges	-	839
iv) Professional fees	8,260	2,500
v) Bank charges	4,377	649
	<u>32,366</u>	<u>11,488</u>

12 Earnings per share:

(Basic and diluted)

Profit / (loss) for the year after tax expense	1,57,61,556	(79,43,410)
Weighted average number of equity shares	10,000	10,000
Profit per share	1,576.16	(794.34)

Particulars	As at March 31, 2023	As at March 31, 2022
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13 Contingent liabilities and commitments:

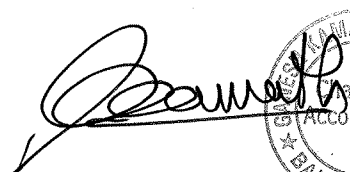
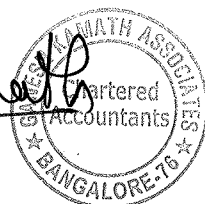
(to the extent not provided for)

Contingent liabilities:

The Company has given Corporate Guarantee to the Corporation Bank on behalf of the Kirloskar Electric Company Limited for working capital mortgage loan taken by them.

-

7,26,91,652



SKG TERRA PROMENADE PRIVATE LIMITED
NOTES TO FINANCIAL STATEMENTS

14 SEGMENT REPORTING:

The Company is a SPV engaged in the realisation of fixed and current assets transferred from its holding company. Since the Company's business activity primarily falls within single business segment, no further disclosures required other than those given in the financial statements.

15 RELATED PARTY TRANSACTIONS:

(a) List of related parties:

Sl. No.	Name of the Related Party	Relationship
1	Kirloskar Electric Company Limited	Holding Company
2	Prakash Purushotham	Key Management Personnel ("KMP")
3	Vikas Kumar Gandhi	
4	Ashok Mishra	

(b) Transactions with related parties

Amount in ₹

Particulars	Relationship	Current Year	Previous Year
Reimbursement of expenses:			
Kirloskar Electric Company Limited	Holding Company	36,099	18,199

(c) Outstanding balances at the end of the year:

Amount in ₹

Particulars	Relationship	As at March 31, 2023	As at March 31, 2022
Amount due from Company:			
Kirloskar Electric Company Limited	Holding Company	22,02,66,534	22,02,30,435


16 a. The Company is taking active steps to dispose off the remaining immovable properties so taken over and pay the unpaid consideration to its holding company and repay the holding company's borrowings from bank.

17 Previous years figures have been regrouped wherever required in conformity with current year presentation.

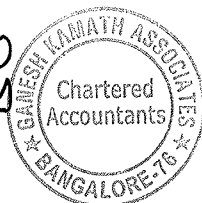
In Accordance with our report attached

For and on behalf of Board of Directors of SKG Terra Promenade Private Limited

For Ganesh Kamath Associates
Chartered Accountants

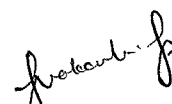


CA. Ganesh Kamath M.
Proprietor
M. No. 203081
FRN: 006449S





Vikas Kumar Gandhi
Director
DIN:07104367



Prakash Purushotham
Director
DIN:07199035

Bangalore
Date: May 29, 2023





INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF M/s. SKG Terra Promenade Private Limited

Report on the IND AS Financial Statements:

Opinion:

We have audited the accompanying standalone IND AS financial statements of M/s. SKG Terra Promenade Private Limited ("the Company"), which comprises of the Balance Sheet as at 31 March, 2023 and the Statement of Profit and loss, the Cash Flow Statement, the statement for Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information annexed thereto.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the company as at 31st March 2023, and its loss and its cash flows for the year ended on that date.

Basis for Opinion:

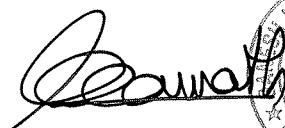
We conducted our audit of the IND AS financial statements in accordance with the Standards on Auditing specified u/s 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's responsibilities for the Audit or the Financial Statements section of our report. We are Independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics.

We believe that the audit evidence we have obtained have sufficient and appropriate to provide basis for our audit opinion on Standalone IND AS financial statements.

Key Audit Matters:

Key audit matters are those matters that in our professional judgment, were of most significance in our audit of standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Standalone Financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined that there are no Key Audit Matters to communicate in our report.


Chartered Accountants
GANESH KAMATH ASSOCIATES
BANGALORE-76



Information other than the standalone financial statements and the auditors report thereon:

The company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the management discussion and analysis, Board's Report, Business responsibility report, Corporate Governance and Shareholders Information, but does not include the standalone IND AS financial statements and our Auditors report thereon.

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



If, based on the work we have performed, we conclude that there is no material mis-statement of this other information, we required to report the fact. We have nothing to report in this regard.

Management's Responsibility for the Ind AS Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgements, 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 Ind AS financial statements that give a true and fair view and are free from material mis-statement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

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

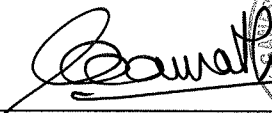
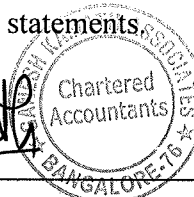


Auditor's Responsibility:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone IND AS financial statements.

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

1. Identify and assess the risks of material misstatement of the standalone IND AS 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 omission, misrepresentation, or the override of internal control
2. Obtain an understanding of internal financial controls 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 system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether 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 material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone IND AS 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.
5. Evaluate the overall presentation, structure and content of the standalone IND AS financial statements, including the disclosures, and whether the standalone IND AS financial statements represent the underlying transactions and event in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its operations to express an opinion on the standalone financial statements



We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the standalone financial statements of which we are the independent auditors. For the other entities included in the standalone financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements


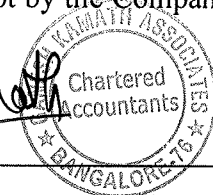
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

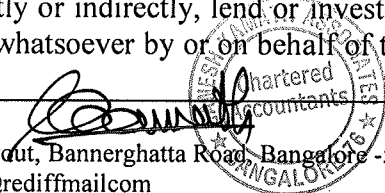
Report on other legal and regulatory requirements:

1. As required by the Companies (Auditor's Report) Order, 2020, ("The Order") issued by the Government of India, in terms of sub section (11) of section 143 of the Act. And on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure 1", a statement on the matters specified in the paragraphs 3 & 4 of the said order
2. As required under Section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;



- c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts.
- d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of written representations received from the directors, taken on record by the Board of Directors, none of the directors is disqualified from being appointed as a Director in terms of Section 164(2) of the Act as on 31st March 2023; and
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2"; and
- g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, we do not offer any comment on the remuneration paid by the company to its Directors as during the aforementioned period, no remuneration has been paid by the company to its Directors
- h) with respect to the other matters to be included in the auditor's report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanation given to us:
- i. The Company does not have pending litigations, which would impact its Ind AS financial statements.
 - ii. The company did not have any long term contracts and has not entered into any derivative contracts. Accordingly no provision is required to be recognized in the respect of material foreseeable losses under applicable laws or accounting standards.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;


- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

iv. The company had not proposed any dividend during the previous year, no interim dividend was proposed or declared during the year and the Board of Directors have not proposed any dividend for the year which is required to be approved in the Annual General Meeting. In the light of these circumstances, we have not offered any comment upon the compliance under section 123 of the Act.

Date May 29, 2023
Place: Bangalore

For Ganesh Kamath Associates
Chartered Accountants


(CA Ganesh Kamath M.)
Proprietor
M. No: 203081
Firm Reg No: 006449S
UDIN: 23203081BGZIFT7348

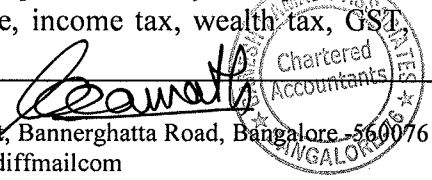




Annexure -1 to the Auditors' Report

Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our Report to the members of **SKG Terra Promenade Private Limited, Bangalore**

- 1) The company does not have any fixed assets during the period covered under audit, hence the clause 3(i) of the Order is not applicable
- 2)
 - a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
 - d) In accordance to the explanation and information given to us, during the period covered under audit, as there are no outstanding to bank / financial institutions, there is no requirement to file any quarterly statements or returns to any lenders. Hence no comments are being offered on the same.
- 3) The company has not granted any loans during the year to the Companies, firms or other parties listed in the registered maintained under section 189 of the Act, the clause 3(iii) of the Order is not applicable
- 4) In accordance to the information provided and explanations given to us, the company has not granted loan, made investment, provided any guarantee or security hence comments required under clause 3(iv) has not been made here.
- 5) The company has not accepted any deposits as applicable under the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other provisions of the Act, and the rules framed thereunder. Accordingly, the provisions of Clause 3(v) of the said order are not applicable.
- 6) To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub section (1) of section 148 of the Act for the products of the company. Accordingly, provisions of clause 3(vi) of the said order are not applicable.
- 7)
 - a) According to the records of the Company, the Company is generally regular in depositing the undisputed statutory dues applicable to it to with the appropriate authorities. In terms of its books of accounts, no undisputed statutory dues payable in respect of provident fund, employees state insurance, income tax, wealth tax, GST





service tax, customs duty, excise duty, value added tax, cess, and any other undisputed statutory dues were outstanding, as at March 31, 2023 for a period of more than six months from the date they became payable.

- b) According to the records of the company and according to the information and explanations given to us, there were no dues outstanding on account of income tax, wealth tax, GST, service tax, sales tax, customs duty, excise duty and cess on account of dispute.
- 8) According to the records of the company and according to the information and explanations provided to us, there are no transactions that are not recorded in the books of accounts to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 9)
- (i) According to the records of the company and according to the information and explanations provided to us, the company has not defaulted in repayment of dues to the bank.
 - (ii) The company has not been declared as a willful defaulter by any bank or financial institution or other lender.
 - (iii) According to the records of the company and according to the information and explanations provided to us, the company has applied the proceeds of the term loans obtained by it for the purpose for which it was obtained.
 - (iv) According to the records of the company and according to the information and explanations provided to us The funds raised on a short term basis have not been utilised for long term purposes
 - (v) According to the records of the company and according to the information and explanations provided to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures
 - (vi) According to the records of the company and according to the information and explanations provided to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies
- 10)
- (i) According to the records of the company and according to the information and explanations provided to us, the company has not made any Initial Public Offer during the year.
 - (ii) The company has not made any preferential allotment or private placement of shares/debentures during the year




- 11)
- (i) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us, we report that no material frauds on or by the company has been noticed or reported.
 - (ii) According to the records of the company and according to the information and explanations provided to us, report under sub-Section (12) of Section 143 of the Companies Act has not 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.
 - (iii) According to the records of the company and according to the information and explanations provided to us, the company has not any whistle-blower complaints during the year.
- 12) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- 13) The transactions entered into with related parties are in compliance with section 177 & 188 of The Companies Act 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- 14)
- (i) The company has an internal audit system commensurate with the size and nature of its business.
 - (ii) The reports of the Internal Auditors for the period under audit has been considered.
- 15) The company has not entered into any non-cash transactions with directors or persons connected with directors, during the year
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, Accordingly, clause 3(xvi)(a) of the said order is not applicable.
- 17) The company has incurred cash loss of Rs. 11,488/- (Rupees Eleven thousand four hundred eighty eight only) as cash losses during the financial year previous year Rs. 20,618/- (Rupees Twenty thousand six hundred eighteen only) during the immediately preceding Financial Year covered in this audit.
- 18) There has not been any resignation by the statutory auditors of the company during the year.

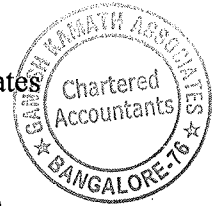




- 19) On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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
- 20) The provisions of the section 135 of the Companies Act, 2013 is not applicable to the company, hence clause 3(xx)(a) and (b) of the said order is not applicable to the company.
- 21) According to the information and explanations give to us and based on our examination of the records of the Company, There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements

Date: May 29, 2023
Place: Bangalore

For Ganesh Kamath Associates
Chartered Accountants




(CA Ganesh Kamath M.)
Proprietor

M. No: 203081;FRN: 006449S
UDIN: 23203081BGZIFT7348



Annexure – 2 to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SKG Terra Promenade Private Limited** ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.






We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

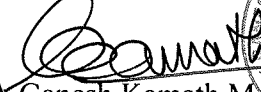
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal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

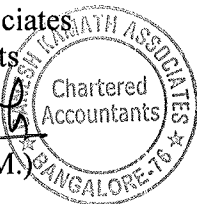
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: May 29, 2023
Place: Bangalore

For Ganesh Kamath Associates
Chartered Accountants


(CA Ganesh Kamath M.)
Proprietor



M. No: 203081;FRN: 006449S
UDIN: 23203081BGZIFT7348