

Financial Statements and Independent Auditor's Report

BLUE LAGOON REAL ESTATE PRIVATE LIMITED

31 March 2024

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Walker Chandiook & Co LLP

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Independent Auditor's Report

To the Members of Blue Lagoon Real Estate Private Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Blue Lagoon Real Estate 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 and the Statement of Changes in Equity for the year then ended, and 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, and its loss (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.

Information other than the Financial Statements and Auditor's Report thereon

4. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director 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.



Chartered Accountants

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and has its registered office at L-41, Connaught Circus, Outer Circle, New Delhi, 110001, India

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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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

5. 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.
6. 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.
7. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

8. 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.
9. 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 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;



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- 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;
10. 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.

Report on Other Legal and Regulatory Requirements

11. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.
12. 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.
13. 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;
 - 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 unmodified opinion; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and 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 litigation which would impact its financial position as at 31 March 2024;



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- 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;
- iv.
 - a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 25 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 25 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.
- v. The Company has not declared or paid any dividend during the year ended 31 March 2024.
- vi. Based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2023, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software for accounting software SAP S4 HANA. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

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


Hemant Maheshwari
Partner
Membership No.: 096537
UDIN: 24096537BKFSAI3576



Place: Bengaluru
Date: 22 May 2024

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Annexure I referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of Blue Lagoon Real Estate 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 of 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 title deeds of all the immovable properties (included under the head 'investment property') held by the Company disclosed in note 3 to the financial statements are held in the name of the Company. Further, there are no properties where the Company is lessee. For title deeds of immovable properties in the nature of land (included under 'investment property') with gross carrying values of Rs.267,462 as at 31 March 2024 which have been given as custody for debentures issued by the Holding Company, confirmation with respect to title of the Company has been directly obtained by us from the debenture trustee.
- (d) The Company has not revalued its property, plant and equipment 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 any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- (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 products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.



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Annexure I referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of Blue Lagoon Real Estate Private Limited on the financial statements for the year ended 31 March 2024

- (vii)(a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, income-tax, duty of customs, duty of excise, cess and other material statutory dues, as applicable, with the appropriate authorities. 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, there are no loans, borrowings, or interest thereon due for repayment in the current year. Accordingly, the Company has not defaulted in payment of amounts of such nature to any lender in the current year.
- (b) According to the information and explanations given to us including confirmations received from banks or other lenders and 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (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 material 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.



Walker Chandiook & Co LLP

Annexure I referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of Blue Lagoon Real Estate Private Limited on the financial statements for the year ended 31 March 2024

- (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 section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements etc., 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. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 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 Rs.21,016 thousand and Rs.18,354 thousand 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 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.



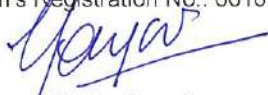
Chartered Accountants

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Annexure I referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of Blue Lagoon Real Estate Private Limited on the financial statements for the year ended 31 March 2024.

(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 Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Hemant Maheshwari
Partner
Membership No.: 096537
UDIN: 24096537BKFSAI3576



Place: Bengaluru
Date: 22 May 2024

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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 Blue Lagoon Real Estate 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 for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on 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.



Walker Chandiook & Co LLP

Annexure II to the Independent Auditor's Report of even date to the members of (Neptune Real Estate Private Limited on the financial statements for the year ended 31 March 2024.

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



Hemant Maheshwari
Partner
Membership No.: 096537
UDIN: 24096537BKFSAI3576



Date: Bengaluru
Place: 22 May 2024

Blue Lagoon Real Estate Private Limited

Balance Sheet as at 31 March 2024

(All amounts in ₹ thousands except otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
Assets			
Non-current assets			
Investment property	3	267,472	267,472
Other non current assets	4	-	-
Total non-current assets		267,472	267,472
Current assets			
Financial assets			
- Cash and cash equivalents	5	28	456
- Other financial assets	6	15	15
Total current assets		43	471
Total assets		267,515	267,943
Equity and liabilities			
Equity			
Equity share capital	7	500	500
Other equity	8	51,711	72,293
Total equity		52,211	72,793
Non current liabilities			
Borrowings	9	214,713	194,678
Deferred tax liabilities	16	-	-
Total non-current liabilities		214,713	194,678
Current liabilities			
Financial liabilities			
- Trade payables	10		
(a) Total outstanding dues of micro enterprises and small enterprises; and		-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		474	432
- Other financial liabilities	11	65	-
Other current liabilities	12	52	40
Total current liabilities		591	472
Total equity and liabilities		267,515	267,943

Summary of material accounting policy information and other explanatory information 1 to 27

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number: 096537

Bengaluru
22 May 2024



For and on behalf of the Board of Directors of
Blue Lagoon Real Estate Private Limited

Vijaya Kumar D

Vijaya Kumar D
Director
DIN: 00036772

Bengaluru
22 May 2024

Vasundhara H

Vasundhara H
Director
DIN: 05151884

Bengaluru
22 May 2024



Blue Lagoon Real Estate Private Limited
Statement of Profit and Loss for the year ended 31 March 2024
(All amounts in ₹ thousands except otherwise stated)

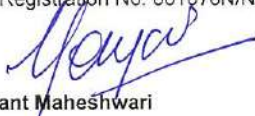
	Notes	Year ended 31 March 2024	Year ended 31 March 2023
Income			
Revenue from operations		-	-
Total income		-	-
Expenses			
Finance costs	13	19,469	17,707
Other expenses	14	1,547	647
Total expenses		21,016	18,354
Loss before tax		(21,016)	(18,354)
Tax expense	16		
Current tax		-	-
Deferred tax		-	-
Loss after tax for the year		(21,016)	(18,354)
Other comprehensive income		-	-
Total comprehensive loss for the year		(21,016)	(18,354)
Loss per share (Equity shares, par value of ₹10 each)			
Basic and diluted(₹)	17	(420.32)	(367.08)

Summary of material accounting policy information and other explanatory information 1 to 27

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

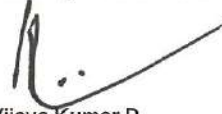


Hemant Maheshwari
Partner
Membership Number: 096537

Bengaluru
22 May 2024



For and on behalf of the Board of Directors of
Blue Lagoon Real Estate Private Limited



Vijaya Kumar D
Director
DIN: 00036772

Bengaluru
22 May 2024



Vasundhara H
Director
DIN: 05151884

Bengaluru
22 May 2024



Blue Lagoon Real Estate Private Limited
Statement of Cash Flows for the year ended 31 March 2024
 (All amounts in ₹ thousands except otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
(A) Cash flow from operating activities:		
Loss before tax	(21,016)	(18,354)
Adjustments:		
- Interest expense	19,469	17,707
Operating cash flow before working capital changes	(1,547)	(647)
Changes in		
- Trade payables and other liabilities and provisions	119	(88)
- Other financial assets and other assets	-	108
Cash used in from operations	(1,428)	(627)
Net cash used in operating activities	(1,428)	(627)
(B) Cash flow from investing activities:	-	-
(C) Cash flow from financing activities:		
Proceeds from borrowing	1,000	1,000
Net cash generated from financing activities	1,000	1,000
Net Increase in cash and cash equivalents (A+B+C)	(428)	373
Cash and cash equivalents at the beginning of the year	456	83
Cash and cash equivalents at the end of the year	28	456
Components of cash and cash equivalents		
Cash and cash equivalents at the end of the year (Refer note 5)	28	456
	28	456

The disclosure on reconciliation of movements of liabilities to cash flows arising from financing activities is disclosed in note 24B.

Summary of material accounting policy information and other explanatory information

1 to 27

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Walker Chandio & Co LLP**
 Chartered Accountants
 Firm Registration No: 001076N/N500013

Hemant Maheshwari
 Partner
 Membership Number: 096537

Bengaluru
 22 May 2024



For and on behalf of the Board of Directors of
Blue Lagoon Real Estate Private Limited

Vijaya Kumar D
 Director
 DIN: 00036772

Bengaluru
 22 May 2024

Vasundhara H

Vasundhara H
 Director
 DIN: 05151884

Bengaluru
 22 May 2024



Blue Lagoon Real Estate Private Limited
Statement of Changes In Equity for the year ended 31 March 2024
 (All amounts in ₹ thousands except otherwise stated)

(A) Equity share capital

	Equity shares	
	Number	Amount
Balance as at 01 April 2022	50,000	500
Changes in equity share capital during the year	-	-
Balance as at 31 March 2023	50,000	500
Changes in equity share capital during the year	-	-
Balance as at the 31 March 2024	50,000	500

(B) Other equity

	Accumulated deficit	Contribution from Holding Company (refer note 9(a))	Total other equity
Balance as at 01 April 2022	(11,390)	101,579	90,189
Loss for the year	(18,354)	-	(18,354)
Interest free loan received from Holding Company (Refer note 9)	-	458	458
Balance as at 31 March 2023	(29,744)	102,037	72,293
Loss for the year	(21,016)	-	(21,016)
Interest free loan received from Holding Company (Refer note 9)	-	434	434
Balance as at the 31 March 2024	(50,760)	102,471	51,711


Summary of material accounting policy information and other explanatory information

1 to 27

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Walker Chandiook & Co LLP**
 Chartered Accountants
 Firm Registration No: 001076N/N500013


Hemant Maheshwari
 Partner
 Membership Number: 096537


Bengaluru
 22 May 2024



For and on behalf of the Board of Directors of
Blue Lagoon Real Estate Private Limited


Vijaya Kumar D
 Director
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Bengaluru
 22 May 2024


Vasundhara H
 Director
 DIN: 05151884

Bengaluru
 22 May 2024



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ thousands except otherwise stated)

1 Organisation and Business

Blue Lagoon Real Estate Private Limited ('the Company') was incorporated on 15 December 2006 having CIN U70102KA2007PTC041412. The Company has been formed primarily for carrying on business of real estate development (lease and sell of commercial /residential property). The registered office address of the Company is 1st Floor, Embassy Point 150, Infantry Road, The financial statements for the year ended 31 March 2024 were authorised and approved for issue by the Board of Directors on 22 May 2024

The Company has unutilised drawdown facility of Inter-corporate deposit from Holding Company (refer note 21) and the Ultimate Holding Company has stated its unconditional intention to continue to infuse funds by way of loan or any other feasible mode into the Company towards expansion of business / working capital / repayment of loans to Holding Company as and when they fall due. Accordingly, based on above the Company will be able to realize its assets and discharge its liabilities as recorded in these financial statements in the normal course of business. Consequently, the financial statements, have been prepared on a going concern basis.

2 Material accounting policy information

2.01 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standard (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern under the historical cost basis. The financial statements are presented in ₹ and all values are rounded to the nearest thousand, except when otherwise stated.

2.02 Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcome requiring a material adjustment to the carrying amounts of assets or liabilities, as the case may be, in future periods.

Judgements

Classification of property

The Company determines whether a property is classified as investment property or property, plant and equipment: Investment property comprises land that are not occupied substantially for use by, or in the operations of, the Company, nor for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

2.03 Current versus Non-Current classification

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

An asset is treated as current when it is:

Expected to be realized within twelve months after the reporting period, or

Cash or Cash equivalents 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:

Due to be settled within twelve months after the reporting period, or

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities .



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024 (cont'd)

(All amounts in ₹ thousands except otherwise stated)

2.04 Investment Properties

Recognition and Initial Measurement

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Upon initial recognition, The Company measures an investment property at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Any gain or loss on disposal of an investment property is recognized in profit or loss.

The Company discloses fair values of investment property in the notes. Fair value is determined by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Investment Properties are de-recognized either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in Statement of Profit or Loss in the period of de-recognition.

2.05 Impairment of Assets

Non-Financial Assets

The Company's non-financial assets other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents smallest group of assets that generates cash inflows that are largely independent of the cash inflows or other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss. In respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists.

2.06 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.07 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders share split and reverse share split.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all potentially dilutive securities.



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024 (cont'd)

(All amounts in ₹ thousands except otherwise stated)

2.08 Provisions

The Company recognises provisions when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

2.09 Cash and cash equivalents

Cash and cash equivalents includes cash on hand and deposits held at call with financial institutions. Bank balances other than cash and cash equivalents includes unpaid dividend accounts and fixed deposits with maturity of more than three months but less than or equal to twelve months.

2.10 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.11 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial Recognition and Measurement

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

The Company initially measures a financial asset or financial liability at fair value plus, for an item not at fair value through profit and loss (FVTPL) and transaction costs that are directly attributable to its acquisition or issue.

Subsequent measurement

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order 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.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through Other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognised in Other Comprehensive Income.

(iii) Financial assets at fair value through statement of profit and loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through Statement of Profit and Loss.



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024 (cont'd)

(All amounts in ₹ thousands except otherwise stated)

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method, except for contingent consideration recognised in a business combination which is subsequently measured at fair value through Statement of Profit and Loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the Effective Interest Rate amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective Interest Rate. The Effective Interest Rate amortisation is included as finance costs in the Statement of Profit and Loss.

Offsetting of Financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derecognition of Financial instrument

A financial asset is primarily derecognised when:

- (a) The rights to receive the 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 right to receive the 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.

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 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.



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024 (cont'd)
(All amounts in ₹ thousands except otherwise stated)

2.15 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 had no impact on the Company's standalone financial statements.

Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34.

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Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ thousands except otherwise stated)

3 Investment property

	Investment Property(Land)	Total
Cost or deemed cost		
Balance as at 01 April 2022	267,472	267,472
Additions	-	-
Disposals	-	-
Balance as at 31 March 2023	267,472	267,472
Additions	-	-
Disposals	-	-
Balance as at 31 March 2024	267,472	267,472
Accumulated Depreciation		
Balance as at 01 April 2022	-	-
Charge for the year	-	-
Disposals	-	-
Balance as at 31 March 2023	-	-
Charge for the year	-	-
Disposals	-	-
Balance as at 31 March 2024	-	-
Carrying Amount:		
As at 31 March 2023	267,472	267,472
As at 31 March 2024	267,472	267,472
Fair Value (Refer Note (d) below)		
As at 31 March 2023		1,996,120
As at 31 March 2024		2,027,700

Notes:

(a) Investment property (Land) comprises of property of 13.88 acre of land.

(b) Amounts recognised in statement of profit and loss for investment property

	Year ended 31 March 2024	Year ended 31 March 2023
Rental income derived from investment properties	-	-
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Profit arising from investment properties before depreciation and indirect expenses	-	-
Less: Depreciation	-	-
Profit arising from investment properties	-	-

(c) **Restriction on realisability**

The Company has no restrictions on the realisability of its investment property.

(d) **Fair Value**

The fair value of investment property has been determined by external independent property valuer. The said valuer is not registered under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The independent valuers provide the fair value of the investment property annually.

The fair value measurement for all of the investment property has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

The Company has adopted the Comparable Approach.

The direct comparison or comparable sale instances approach involves a comparison of the subject property to similar properties that have actually been sold in the vicinity or are offered for sale. This approach demonstrates what buyers have historically been willing to pay (and sellers willing to accept) for similar properties in an open and competitive market and are particularly useful in estimating the value of the land and properties that are typically traded on a unit basis. A comparative matrix will be developed for similar instances with respect to comparable parameters. The instance most comparable in maximum number of parameters will be chosen for further processing. Subsequently, premium and/or discounting factors will be applied to opine on the Market Value (OMV). This approach is a fair estimate of the prevailing prices.

(e) The title deeds of the land are kept in the custody of debenture trustee for the Non-convertible debentures issued by the Holding Company.



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ thousands except otherwise stated)

	As at 31 March 2024	As at 31 March 2023
4 Other non current assets		
<i>Unsecured, considered doubtful</i>		
Advance against purchase of property	1,196	1,196
Less :- Provision for doubtful advances	(1,196)	(1,196)
	<u>-</u>	<u>-</u>
5 Cash and cash equivalents		
Balances with banks		
- In Current accounts	28	456
	<u>28</u>	<u>456</u>
6 Other financial assets		
<i>Unsecured, considered good</i>		
Security deposit	15	15
	<u>15</u>	<u>15</u>



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Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ thousands except otherwise stated)

7 Share capital

	As at 31 March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
Equity share capital				
Authorised share capital				
Equity shares of ₹10/- each	100,000	1,000	100,000	1,000
	100,000	1,000	100,000	1,000
Issued, subscribed and fully paid-up capital				
Equity shares of ₹10/- each	50,000	500	50,000	500
	50,000	500	50,000	500

(a) Share held by holding Company and shareholders holding more than 5% equity shares of the Company:

	As at 31 March 2024		As at 31 March 2023	
	Number	Percentage	Number	Percentage
Mac Charles (India) Limited	49,999	99.99%	49,999	99.99%
	49,999	99.99%	49,999	99.99%

(b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year is as given below:

	As at 31 March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
Equity share				
At the beginning of the year	50,000	500	50,000	500
Issued during the year	-	-	-	-
Outstanding at the end of the year	50,000	500	50,000	500

(c) Details of shareholding of Promoters:

	As at 31 March 2024		
	Number of shares	% of total % shares	% change during the year
Aditya Virwani	1	0.00%	-
	1	0.00%	-
	As at 31 March 2023		
	Number of shares	% of total % shares	% change during the year
Aditya Virwani	1	0.00%	-
	1	0.00%	-

(d) Rights, entitlements and obligations attached to equity shares:

The Company has only one class of equity shares having par value of ₹10 each. Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder's meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder's meeting.

The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(e) Buy back of equity shares and equity shares allotted by way of bonus shares or for consideration other than cash:

There have been no buy back of shares, issue of shares by way of bonus share or issue of share pursuant to contract without payment being received in cash for the period of five years immediately preceding the balance sheet date.

(f) Particulars of each class of shares held by holding Company:

	As at 31 March 2024	As at 31 March 2023
Mac Charles (India) Limited (Holding Company)	49,999	49,999



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ thousands except otherwise stated)

8 Other equity

	As at 31 March 2024	As at 31 March 2023
Accumulated deficit	(50,760)	(29,744)
Contribution from Holding Company	102,471	102,037
	51,711	72,293

Nature and purpose of other reserves:

Accumulated deficit:

The cumulative loss arising from the operations which is retained by the Company is recognised and accumulated under the heading of accumulated deficit. At the end of the period, the loss is transferred from the statement of profit and loss to the accumulated deficit.

Contribution from Holding Company:

Represents the equity component of the loan in accordance with Ind As 109, received in the nature of inter corporate deposits by the Company from the Holding Company

9 Non-current borrowings

	As at 31 March 2024	As at 31 March 2023
<i>Unsecured:</i>		
-Loan from holding Company (Refer note 9(a))	214,713	194,678
	214,713	194,678

Note 9(a):

The Company had availed an Interest free loan facility of ₹600,000 from Mac Charles (India) Limited ("the Holding Company"). Out of the total facility, ₹268,849 was withdrawn till previous year and an additional loan of ₹1,000 was availed during the year. Also refer note 20.

Note 9(b):

Reconciliation of movements of liabilities to cash flow arising from financing activities (Refer note 24b)

10 Trade payables

	As at 31 March 2024	As at 31 March 2023
Total outstanding dues of micro enterprises and small enterprises (MSME). Refer note (b).	-	-
Total outstanding dues of creditors other than MSME	474	432
	474	432

a) Outstanding for following periods from due date of payment

	Unbilled dues	Less than 1 year	1-2 years	2-3 years	Total
As at 31st March 2023					
Dues to MSME	-	-	-	-	-
Dues to creditors other than MSME	432	-	-	-	432
As at 31st March 2024					
Dues to MSME	-	-	-	-	-
Dues to creditors other than MSME	432	42	-	-	474

b) Dues to Micro, small and medium enterprises

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under Micro, small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2024 has been made in the financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the said Act. Further in view of the Management, the impact of interest if any that may be payable in accordance with the provisions of the Act is not expected to be material.



Blue Lagoon Real Estate Private Limited**Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024**

(All amounts in ₹ thousands except otherwise stated)

Blue Lagoon Real Estate Private Limited**Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024**

(All amounts in ₹ thousands except otherwise stated)

	As at 31 March 2024	As at 31 March 2023
11 Other financial liabilities		
Other payables (Refer note 20)	65	-
	<u>65</u>	<u>-</u>
12 Other current liabilities		
Statutory dues payable	52	40
	<u>52</u>	<u>40</u>
13 Finance Costs		
Interest expense on loan (Refer note 9)	19,469	17,707
	<u>19,469</u>	<u>17,707</u>
14 Other expenses		
Professional fees	1,061	172
Payment to auditor (Refer note (i) below.)	472	472
Rates and taxes	14	3
	<u>1,547</u>	<u>647</u>
Note:		
(i) Auditor's remuneration (inclusive of GST)		
- for statutory Audit	472	472
	<u>472</u>	<u>472</u>

15 Contingent liabilities and commitments (to the extent not provided for)

There are no contingent liabilities and there are no contracts remaining to be executed on capital account and not provided for as at 31 March 2024 ₹ Nil (31 March 2023: ₹ Nil). Further, there are no commitments as on 31 March 2024 ₹ Nil.(31 March 2023: ₹ Nil)

16 Income taxes

a) The Company has not recognised income tax expense in the Statement of Profit and Loss and other comprehensive income during the year.

b) Reconciliation of effective tax rate

The major components of income-tax expense and the reconciliation of tax expense based on the effective tax rate of the Company at 26% and the reported tax expense in profit or loss are as follows :-

	Year ended 31 March 2024	Year ended 31 March 2023
Loss before Income tax	(21,016)	(18,354)
Income tax expense calculated at domestic tax rates applicable to profits (26%)	(5,464)	(4,772)
Effect of:		
Permanent difference on Ind AS adjustment	5,062	4,604
Disallowed expense / (income)	402	168
Income tax expense reported in the Statement of Profit and Loss	<u>-</u>	<u>-</u>

c) Unrecognised deferred tax assets

The Company has no unrecognised deferred tax assets.

d) Movement of deferred tax assets and liabilities

	Year ended 31 March 2024	Year ended 31 March 2023
Opening balance	-	-
Write back for the year	-	-
Closing balance	<u>-</u>	<u>-</u>



Blue Lagoon Real Estate Private Limited**Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024**

(All amounts in ₹ thousands except otherwise stated)

17 Earnings per share (EPS)

The following reflects the profit and weighted average number of shares data used in the basic and diluted Earnings Per Share computation:

	<u>Year ended</u> <u>31 March 2024</u>	<u>Year ended</u> <u>31 March 2023</u>
Loss for the year for calculating basic and diluted earnings per share	(21,016)	(18,354)
Weighted average number of equity shares for calculating basic and diluted loss per share	50,000	50,000
Basic and diluted(₹)	(420.32)	(367.08)

18 Segment Information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses and for which discrete financial information is available. The operating segments' operating results are reviewed by the Chief Operating Decision Maker (Board of Directors) to make decisions about resources to be allocated to the segments and assess their performance. The Company is primarily engaged in the business of real estate development (lease and sell of commercial /residential property). Further, the Company operates only in India. Accordingly, separate disclosures per the requirements of Ind AS 108, Operating Segments, are not considered necessary.

19 Related party transaction :**(a) Related parties with whom transactions have taken place during the year**

<u>Name of Related Party</u>	<u>Nature of Relationship</u>
Mac Charles (India) Limited	Holding Company
Neptune Real Estate Private Limited	Fellow Subsidiary
Mac Charles Hub Projects Private Limited	Fellow Subsidiary (From 06 January 2022)

(b) The following is a summary of related party transactions :

<u>Nature of transactions</u>	<u>Year ended</u> <u>31 March 2024</u>	<u>Year ended</u> <u>31 March 2023</u>
Loan taken from related parties*:		
- Mac Charles (India) Limited	1,000	1,000
Interest expenses:		
- Mac Charles (India) Limited	19,469	17,707

(c) The following is a summary of balances receivable/payable from related parties :

	<u>As at</u> <u>31 March 2024</u>	<u>As at</u> <u>31 March 2023</u>
Loan from related parties*:		
- Mac Charles (India) Limited	269,849	268,849
Other financial liabilities:		
- Mac Charles Hub Projects Private Limited	65	-

* The transaction has been shown at gross basis and further, the accounting for loan from related party has been done as per Ind AS 109.



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ thousands except otherwise stated)

20 Financial instruments

A. Accounting classification and fair value

The carrying value and fair value of financial instruments by categories are as below:

	As at 31 March 2024	As at 31 March 2023
Financial assets measured at amortised cost:		
<i>Current financial assets</i>		
- Cash and cash equivalents	28	456
- Other financial assets	15	15
	<u>43</u>	<u>471</u>
Financial liabilities measured at amortised cost:		
<i>Non-current financial liabilities</i>		
- Borrowings	214,713	194,678
<i>Current financial liabilities</i>		
- Trade payables	474	432
- Other financial liabilities	65	-
	<u>215,252</u>	<u>195,110</u>

B. Fair value hierarchy

	As at 31 March 2024	Fair value			Total
		Level 1	Level 2	Level 3	
<i>Current financial assets</i>					
- Cash and cash equivalents	28	-	-	-	-
- Other financial assets	15	-	-	-	-
Total	43	-	-	-	-
Financial liabilities measured at amortised cost:					
<i>Non-current financial liabilities</i>					
- Borrowings	214,713	-	-	-	-
<i>Current financial liabilities</i>					
- Other financial liabilities	65	-	-	-	-
- Trade payables	474	-	-	-	-
Total	215,252	-	-	-	-

The Company has not disclosed the fair values for financial instruments such as cash and cash equivalents, other current financial assets, borrowings, trade payables and other current liabilities because their carrying amounts are a reasonable approximation of fair value.

	As at 31 March 2023	Fair value			Total
		Level 1	Level 2	Level 3	
<i>Current financial assets</i>					
- Cash and cash equivalents	456	-	-	-	-
- Other financial assets	15	-	-	-	-
Total	471	-	-	-	-
Financial liabilities measured at amortised cost:					
<i>Non-current financial liabilities</i>					
- Borrowings	194,677	-	-	-	-
<i>Current financial liabilities</i>					
- Trade payables	432	-	-	-	-
- Other financial liabilities	-	-	-	-	-
Total	195,109	-	-	-	-



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024 (co
(All amounts in ₹ thousands except otherwise stated)

21 Financial Instruments - Risk Management

The Company's financial assets majorly comprise of cash equivalents and other financial assets. The Company's financial liabilities majorly comprises of borrowings and trade payables.

The Company is exposed to credit risk, liquidity risk and interest rate risk arising out of operations and the use of financial instruments. The Board of Directors have overall responsibility for establishment and review of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions affecting business operations and the Company's activities.

(a) Credit Risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or loans given leading to financial loss. Cash and Bank Deposits are placed with banks and financial institutions which are regulated. Management does not expect any of its counterparties to fail to meet its obligations.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company's objective is to maintain a balance between continuity of funding and flexibility.

The Company has a dedicated treasury management team on a group level which monitors on a daily basis the fund positions/requirements of the Company. The treasury management team plans the cash flows of the Company by planning and identifying future mismatches in funds availability and reports the planned and current liquidity position to the top management and Board of Directors of the Company.

Financing arrangements

The Company has undrawn borrowing facility at the end of the reporting period amounting to ₹330,151 as on 31 March 2024. (₹331,151 as on 31 March 2023)

Exposure to Liquidity Risk

The table below summarises the maturity profile of the Company's financial liabilities at the end of the reporting period based on contractual undiscounted cash flows:

31 March 2024	Carrying amount	Total	Less than 1 year	1 to 5 years	More than 5 years
Financial liabilities					
- Borrowings	214,713	269,849	-	269,849	-
- Other financial liabilities	65	65	65	-	-
- Trade payables	474	474	474	-	-
	215,252	270,388	539	269,849	-
31 March 2023	Carrying amount	Total	Less than 1 year	1 to 5 years	More than 5 years
Financial liabilities					
- Borrowings	194,677	268,849	-	268,849	-
- Trade payables	432	432	432	-	-
	195,109	269,281	432	268,849	-



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024 (co

(All amounts in ₹ thousands except otherwise stated)

22 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Adjusted equity comprises all components of equity. The Company's adjusted net debt to equity ratio at 31 March 2024 and 31 March 2023 was as follows;

Particulars	Year Ended	Year Ended
	31 March 2024	31 March 2023
Total liabilities	215,304	195,150
Less: Cash and cash equivalents	28	456
Net debt	215,276	194,694
Total equity	52,211	72,793
Gearing ratio	24.25%	37.39%

(This space has been intentionally left blank.)



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ thousands except otherwise stated)

23 A) Ratios

Particulars	Numerator	Denominator	31 March 2024	31 March 2023	Variance %
Current ratio (Note 1)	Current Asset	Current Liabilities	0.07	1.00	100%
Debt equity ratio (Note 2)	Debt	Net worth	4.11	2.67	54%
Debt service coverage ratio (Note 3)	Profit before exception items, tax and finance cost	Finance cost + Principal repayment made for Non-current borrowings and Non-current lease liabilities.	(0.08)	(0.04)	100%
Return on equity (Note 4)	Profit after tax	Average Shareholders' funds (Total equity)	-40%	-25%	60%
Inventory turnover ratio	Sale of goods	Average Inventories of Finished stock	-	-	-
Trade receivables turnover ratio	Sale of goods	Average Gross Trade receivables (before provision)	-	-	-
Trade payables turnover ratio	Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, work-in-progress and stock-in-trade + Other expenses	Average Trade payables	-	-	-
Net capital turnover ratio	Sale of goods	Current assets less current liabilities (excluding current maturity of Noncurrent borrowing and non-current lease liabilities)	-	-	-
Net profit ratio	Net Profit for the period	Total Income	-	-	-
Return on capital employed (Note 5)	Profit before exceptional items, tax and finance cost	Networth + Debt + Deferred tax liability	-0.58%	-0.24%	100%
Return on investment	Interest income from financial assets carried at amortised cost + Net gain on financial asset measured at fair value through profit and loss	Average (Non-current Investments + Current investments + Non-current loans receivable + Current loans receivable - Investments in equity instruments of subsidiaries - Investments in preference shares of subsidiaries - Investments in debentures of subsidiaries)	-	-	-

Note 1 : Basis change in current assets and current liabilities.

Note 2 : Basis change in debt position and network.

Note 3 : Basis change in Profit numbers and finance cost.

Note 4 : Basis change in Profit numbers and other equity.

Note 5 : Basis change in Profit numbers, network and debt.

B) Reconciliation of movements of liabilities to cash flow arising from financing activities

Particulars	Borrowings
Balance as at 01 April 2022	176,429
Proceeds from borrowings	1,000
Total changes from financing activities	1,000
Other changes:-	
IND AS 109 adjustment	(458)
Expense as per IND AS 109	17,707
Balance as on 31 March 2023	194,678
Proceeds from borrowings	1,000
Total changes from financing activities	1,000
Other changes:-	
IND AS 109 adjustment	(434)
Expense as per IND AS 109	19,469
Balance as at 31 March 2024	214,713



Blue Lagoon Real Estate Private Limited

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ thousands except otherwise stated)

- 24** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person 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). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 25 Other Statutory Information**
- a) The Company does not have any benami property, Where any proceeding has been initiated or pending against the Company for holding any benami property.
- b) The Company does not have any transactions with companies struck off.
- c) The Company does not have any charges or satisfaction which is yet to be registered With ROC beyond the Statutory period.
- d) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- e) The Company has not defaulted in repayment of loans, or other borrowings or payment of interest thereon to any lender.
- f) The Company has not been declared willful defaulter by any bank, financial institution, government or government authority.
- g) The Company has not revalued its property, plant and equipment (Including right -of - use assets) or intangible assets during the year ended 31 March 2024.
- 26** Additional information as required under paragraph 5 of Part II of the Schedule III to the Act, to the extent either "nil" or "not applicable" has not been furnished.
- 27** Previous year's comparatives have been regrouped / reclassified wherever necessary to conform to the current year's presentation.

The notes referred to above form an integral part of the Financial Statements

As per our report of even date

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013



Hemant Maheshwari
Partner
Membership Number: 096537

Bengaluru
22 May 2024



For and on behalf of the Board of Directors of
Blue Lagoon Real Estate Private Limited



Vijaya Kumar D
Director
DIN: 00036772

Vasundhara H
Director
DIN: 05151884

Bengaluru
22 May 2024

Bengaluru
22 May 2024

