



Independent Auditor's Report on the Financial Results of the Parsvnath Rail Land Project Private Limited pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for the quarter and year ended March 31, 2024

**TO THE BOARD OF DIRECTORS OF
Parsvnath Rail Land Project Private Limited**

Opinion

1. We have audited the accompanying financial results of **Parsvnath Rail Land Project Private Limited ('the Company')** for the quarter and year ended March 31, 2024 (the "financial results"), being submitted by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial results:
 - i. Are presented in accordance with the requirements of regulation 52 of the Listing Regulations; and
 - ii. Give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian accounting standards ("Ind AS"), read with relevant rules issued thereunder and other accounting principles generally accepted in India, of the net loss and other comprehensive income and other financial information for the Quarter and year ended March 31, 2024.

3. Basis of Opinion

We conducted our audit in accordance with the Standard on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of financial Results section of our report. We are independent of the Company in accordance with the code of the ethics issued by the institute of the Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results, and we have fulfilled our 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.

4. Emphasis of Matters Paragraph

- a) We draw attention to note 3 to the Financial results wherein it is stated that these financial results have been prepared on the basis that the Company does not continue to be going concern, for the reason stated in the said





notes. Accordingly, all assets and liabilities have been measured and stated at the values they expect to be realized or settled at, to the extent ascertained by management at the time of preparation of these accounts.

- b) We draw attention to note 6 to the Financial results regarding the claim of Rs. 6442.62 lakhs recoverable from RLDA relating to the matter under arbitration. In the opinion of the management, the amount is considered good and recoverable.
- c) We draw attention to note 14 to the Financial results, the company has received a demand of Rs. 214.24 lakhs vide Assessment order dated 15.09.2021 u/s 143(3) on account of penalty u/s 270A of the Income Tax Act, 1961. The company filed an appeal with Commissioner of Income Tax (Appeals) on 03rd June 2023 with a delay of more than 20 months. The management is of the view that delay in filing the appeal will be condoned and the penalty will be waived as the penalty was raised without considering the voluntarily disallowed expenses in the revised return.

Our opinion is not modified in respect of these matters.

5. Management's and Board of Directors' Responsibility for the Financial Results

These Financial results which is the responsibility of the Company's management and approved by the Board of Directors, has been compiled from the annual audited financial statements. The Company's Management and Board of Directors are responsible for the preparation and presentation of the Financial results that gives a true and fair view of the Net Profit, other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) "Interim Financial Reporting" specified under section 133 of the Act, and other accounting principles generally accepted in India and in compliance with regulation 52 of the Listing Regulations. 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 are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial results, the management and Board of Directors are 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. The Board of Director has concluded that the going concern basis of accounting is not appropriate.

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

6. Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the Financial results as a whole is 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 Financial results.

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

- Identify and assess the risks of material misstatement of the Financial results, 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 through a separate report on the complete set of Financial results on whether the company has adequate internal financial controls with reference to Financial results 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 the Board of Directors.
- Conclude on the appropriateness of the 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 statement 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 statement, including the disclosures, and whether the statement represent the underlying transactions and events in a manner that achieves fair presentation.

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.

7. Other Matters

The statement includes the result for the quarter ended March 31,2024, being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us

For T R Chadha & Co LLP
Chartered Accountants
Firm Registration No. 006711N/N500028

Aashish Gupta
(Partner)

Membership No. 097343

UDIN: 24097343 BKEH VQ6373



Date:28.05.2024

Place: Delhi

Statement of financial results for the quarter and year ended 31 March, 2024

(Rs. in Lakhs)

S. No.	Particulars	Quarter Ended			Year ended	Year ended
		31-Mar-24	31-Dec-23	31-Mar-23	31-Mar-24	31-Mar-23
		Audited	Unaudited	Audited	Audited	Audited
1	Income					
	a. Revenue from operations	-	-	-	-	-
	b. Other income	-	-	0.26	-	0.26
	Total income	-	-	0.26	-	0.26
2	Expenses					
	a. Employee benefit expense	1.53	1.54	1.64	6.05	5.41
	b. Finance costs	0.00	-	0.01	0.02	0.13
	c. Other expenses	1.99	0.57	6.68	10.59	13.59
	Total expenses	3.52	2.11	8.33	16.66	19.13
3	Profit /(Loss) before tax	(3.52)	(2.11)	(8.07)	(16.66)	(18.87)
4	Tax expenses	-	-	-	-	-
5	Profit / (Loss) for the period/ year	(3.52)	(2.11)	(8.07)	(16.66)	(18.87)
6	Other Comprehensive Income		-		-	-
7	Total Comprehensive Income/(loss) for the period / year	(3.52)	(2.11)	(8.07)	(16.66)	(18.87)
8	Earnings per Equity Share (Face value of Rs. 10 each)					
	a. Basic (in Rs.)	(2.50)	(1.49)	(5.72)	(11.81)	(13.38)
	b. Diluted (in Rs.)	N.A	N.A	N.A	N.A	N.A
9	Paid up equity share capital, Equity share of Rs. 10 each	14.10	14.10	14.10	14.10	14.10
10	Other equity (As per audited balance sheet)				(5,110.57)	(5,093.90)



Statement of audited assets and liabilities as at 31 March, 2024

(Rs. in Lakhs)

Particulars	As at 31-March-24	As at 31-March-23
	Audited	Audited
Assets		
Non current assets		
a. Financial assets		
i. Investments	543.05	543.87
ii. Other financial assets	6,442.62	6,442.62
b. Tax assets (net)	32.14	32.14
Total non-current assets	7,017.81	7,018.63
Current assets		
a. Financial assets		
i. Cash and cash equivalents	0.73	1.43
ii. Other financial assets	-	-
b. Other current assets	-	-
Total current assets	0.73	1.43
Total assets	7,018.54	7,020.06
Equity and liabilities		
Equity		
a. Equity share capital	14.10	14.10
b. Convertible preference shares	28.30	28.30
c. Other equity	(5,110.57)	(5,093.90)
Total equity	(5,068.17)	(5,051.50)
Liabilities		
Non-current liabilities		
a. Financial liabilities		
a. Borrowings	-	11,617.49
Total non current liabilities	-	11,617.49
Current liabilities		
a. Financial liabilities		
i. Borrowings	11,645.37	11.50
ii. Trade payable		
- Outstanding dues of micro enterprises and small enterprises	-	-
- Outstanding dues of creditors other than micro enterprises and small enterprises	82.88	85.62
iii. Other financial liabilities	353.83	353.84
b. Other current liabilities	4.35	2.98
c. Provision	0.28	0.13
Total current liabilities	12,086.71	454.07
Total liabilities	12,086.71	12,071.56
Total equity and liabilities	7,018.54	7,020.06



Parsvnath Rail Land Project Private Limited
Statement of Cash Flow for the Year ended 31 March, 2024

	Year ended 31 March, 2024	Year ended 31 March, 2023
	Rs. In lakhs	Rs. In lakhs
Cash flows from operating activities		
Profit/(loss) for the year	(16.66)	(18.87)
Adjustments for :		
Finance costs recognised in statement of profit and loss	0.02	0.13
Diminution in Investment	0.82	2.66
Interest income recognised in statement of profit and loss	-	-
	<u>(15.82)</u>	<u>(16.08)</u>
Movements in working capital:		
(Increase)/decrease in other current assets	-	0.30
Increase/(decrease) in trade payables	(2.75)	7.57
Increase/(decrease) in provisions	0.15	0.01
Increase/(decrease) in other financial liabilities	(0.01)	(0.33)
Increase/(decrease) in other current liabilities	1.36	0.03
Cash generated from operations	<u>(17.06)</u>	<u>(8.50)</u>
-Income tax paid (net)	-	-
Net cash flow from/(used in) operating activities	<u>(17.06)</u>	<u>(8.50)</u>
Cash flows from investing activities		
Interest received	-	-
Net Cash flow from/(used in) investing activities	<u>-</u>	<u>-</u>
Cash flows from financing activities		
Interest paid	(0.02)	(0.13)
Proceeds from borrowings	16.38	9.47
Net Cash flow from/(used in) financing activities	<u>16.36</u>	<u>9.34</u>
Net increase in Cash and cash equivalents	<u>(0.71)</u>	<u>0.84</u>
Cash and cash equivalents at the beginning of the year	<u>1.43</u>	<u>0.59</u>
Cash and cash equivalents at the end of the year	<u>0.71</u>	<u>1.43</u>

1) The statement of cash flows has been prepared under the 'Indirect method' as set out in Ind AS 7 on 'Statements of cash flows'.

2) Figures in brackets indicate cash outflows.



Notes :

- 1 The above financial results have been reviewed and approved by the Board of Directors in the meeting held on 28 May 2024 and have been audited by Statutory Auditors of the Company
- 2 The financial results of the Company have been prepared in accordance with the recognition and measurement principles laid down in India Accounting Standard ('Ind AS') specified under section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally in India
- 3 The Financial results have been prepared on the basis that the Company does not continue to be a going concern, since the company has surrendered its project. Accordingly, all assets and liabilities have been measured and stated at the values they expect to be realized or settled at, to the extent ascertained by management at the time of preparation of these accounts.
- 4 Figures for the Quarter ended March represents the balancing figures derived by deducting the audited year to date figures for the year ended March and reviewed year to date figures upto first nine months ended December in the respective years.
- 5 The company has only one operating segment, hence disclosure under Ind AS 108 on 'Operating Segments' is not applicable.
- 6 Parsvnath Developers Limited (PDL), the Holding Company was declared as the "Selected Bidder" for grant of lease for development of project on a plot of land at Sarai Rohilla, Kishanganj, Delhi by 'Rail Land Development Authority' (RLDA) vide its 'Letter of Acceptance' (LOA) dated 26 November, 2010. Parsvnath Promoters and Developers Private Limited (PPDPL) was identified as a Special Purpose Vehicle (SPV) company for implementation of the project. Subsequently, in terms of the requirements of RLDA, another Company in the name of Parsvnath Rail Land Project Private Limited (PRLPPL) was incorporated as the SPV to implement the project in place of PPDPL. RLDA accepted PRLPPL as the SPV vide its letter dated 3 August, 2012.

The Holding Company entered into agreements with PRLPPL and overseas investors during 2012 and 2013 for financing the project.

Due to multifarious reasons, including delay in the statutory approvals, PRLPPL was not able to achieve 'Financial Closure' as per Article 7 of the Agreement which resulted in deemed termination of the agreement. The Holding Company and PRLPPL invoked the arbitration clause in the development agreement for recovery of amount paid to RLDA together with interest thereon on deemed termination of the agreement and related matters and instituted four Arbitral proceedings namely Arbitration I, II, III & IV.

PRLPPL has received the award amount during July, 2019 in Arbitration II.

In case of Arbitration I (with respect to RLDA's liability for payment of interest to PRLPPL on installments received in excess of and prior to RLDA's entitlement), the Arbitral Tribunal by award dated 1 June, 2018 rejected the Company's claim and directed the company vide its award dated Jun 1, 2018, to pay the cost incurred in the proceedings amounting to Rs. 97.00 Lakhs to RLDA. The Holding Company and PRLPPL have filed an appeal before the Hon'ble Delhi High Court against the said award and the proceedings are going on. The Petition is now listed on 21.08.2024 for final arguments.

The Holding Company and PRLPPL have further initiated two other Arbitration proceedings (Arbitration III and IV) seeking inter-alia refund of the amounts retained as alleged losses by RLDA, losses incurred on account of RLDA's breach of its representations and warranties in respect of the land sought to be leased and delay in return of Performance Bank Guarantee. In Arbitration III, the arbitral award was pronounced on 21 April, 2023. In terms of the arbitral award, Rs. 14,619.11 lakhs along with interest @ 6.50 % from 15 March, 2017 till realization has been awarded in favour of the Claimants. Since there were certain discrepancies in the awarded amount, the claimants have preferred an application under Section 33 of the Arbitration and Conciliation Act, 1996 (as amended), seeking the requisite rectification thereof. The Arbitral Tribunal vide order dated 15.09.2023 partly allowed the correction sought by PDL/PRLPPL. PDL/PRLPPL are now entitled to received Rs. 14,746.70 lakh along with interest @8.50% from 15.03.2017 till realization. RLDA has also filed a Petition under Section 34 of the Arbitration and Conciliation Act thereby challenging the Award passed by the Arbitral Tribunal. Now the Petition is listed on 23.07.2024.

In Arbitration IV, the rejoinder arguments have been concluded, and the arbitral award was pronounced on 31 July, 2023. In terms of the arbitral award, a total of Rs. 330.14 lakhs has been awarded in favour of the claimants, which includes expenses for maintaining Performance Bank Guarantee of Rs. 172.27 lakhs plus interest amount of Rs. 88.11 lakhs plus cost of arbitration amounting to Rs. 69.75 lakhs to the Claimant within a period of 6 weeks from the date of receipt of the Award. In the event the Respondent fails to make such payment, interest at the rate of 9% per annum shall be levied from the date of this Award, until the date of full payment. Further, PDL/PRLPPL has filed an Executin Petition to enforce the Award passed on 31.07.2023. RLDA has also filed a Petition under Section 34 of the Arbitration and Conciliation Act thereby challenging the Award passed by the Arbitral Tribunal. Now the Petition is listed on 23.07.2024.

Based on the legal advice received, the claim of Rs 6442.62 lakhs on RLDA is considered Good & which is reflected under 'Other Non-Current financial assets' in note 11.

- 7 Brickwork rating has reaffirmed the rating of companies NCDs series of A of Rs. 360 lakhs and NCD series B of Rs. 11257.49 lacs at BWR B / Rating Watch with developing implications (Downgrade) its letter dated 03 November 2023.
- 8 The Company has not received any complaint from the investor for the year ended 31st March, 2024 and there was no complaint pending at the beginning of the year.

The debentures of the company are secured for the following:

- 9 Both redeemable NCD are secured by first & second charges respectively by way of hypothecation of assets, contracts receivables, all present and future book debts, outstandings, monies receivable together with all and any interest accruing thereon and exclusive charge respectively in favour of the debenture Trustee in respect of the leasehold rights of the company over such site parcels leased by the RLDA to the Company upon payment of the second lease installment and in respect of the remaining site parcels by execution of the subsequent indenture of mortgage.
- 10 Redemption of Debentures series A amounting to Rs. 360.00 lakh is due on 31.12.2024 and series B amounting to Rs. 11,257.49 lakh is due on 31.12.2024 and interest rate is revised from 15% to Zero as per approval received during the year for modification to the terms of issue of debentures of Series A & B
- 11 In the absence of available profits, the company has not created Debenture Redemption reserve during the year.
- 12 Pursuant to Regulation 52(7A), the Company confirms that there have been no material deviations in the use of proceeds of issue of Non-convertible Debentures from the objects stated in the offer document.
- 13 In terms of SEBI Circular CIR/CFD/CMD/56/2016 dated May 27, 2016, the Company hereby declares that the auditors have audit report with unqualified opinion on audited financial result for the quarter.
- 14 The company has received a demand of Rs. 214.24 lakhs vide Assessment Order dated 15.09.2021 u/s 143(3) on account of penalty u/s 270A of the Income Tax Act, 1961. The company has filed an appeal with Commissioner Income Tax (Appeals) on 03rd June 2023 with a delay of more than 20 months. The management is of the view that delay in filing the appeal will be condoned and the penalty will be waived as the penalty was raised without considering the voluntary disallowed expenses in the revised return.



15 Additional disclosure as per Regulation 52(4) of SEBI (LODR) Regulation 2015 are as under:

Particulars	Year ended	Year ended
	31.03.2024	31.03.2023
	Audited	Audited
Interest service coverage ratio	N.A.	N.A.
Operating margin (%)	N.A.	N.A.
Net Profit margin (%)	N.A.	N.A.
Debt Equity ratio	(2.30)	(2.30)
Debt service coverage ratio	N.A.	N.A.
Debenture Redemption reserve	N.A.	N.A.
Capital Redemption reserve	N.A.	N.A.
Net Worth	(5096.46)	(5079.80)
Net Profit after tax	(16.66)	(18.87)
Earnings per share	(11.81)	(13.38)
Current ratio	0.000	0.003
Long term debt to working capital	0.00	(25.67)
Bad debts to accounts receivable ratio	N.A.	N.A.
Current liability ratio	1.72	0.06
Total Debts to Total assets	1.66	1.66
Asset coverage Ratio	0.60	0.60
Debtor's turnover	N.A.	N.A.
Gross NPA ratio	N.A.	N.A.
Net NPA ratio	N.A.	N.A.
Provision Coverage ratio	N.A.	N.A.
Outstanding redeemable preference shares	N.A.	N.A.
Outstanding redemption reserve/ Debenture redemption reserve	N.A.	N.A.
Inventory turnover	N.A.	N.A.

In the opinion of the Board of directors and the management, Current and non current assets do have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated and liabilities are settled at least at the value they are expected to be settled in the ordinary course of business though the balance confirmation in certain cases are not available.

17 Figures for the previous periods have been regrouped wherever necessary in order to make them comparable

18 Formula used:

- (i) Interest service coverage ratio = Earnings before interest, depreciation and tax / Interest expenses
- (ii) Operating margins = (Profit before tax + Finance costs) / Revenue from operations
- (iii) Net Profit margin : Net profit for the period / year / Revenue from operations
- (iv) Debt service coverage ratio = Earnings before depreciation, interest and tax / (Interest expense + Principal repayments made during the period for long term Loans)
- (v) Debt equity ratio = Total debt / Equity (excluding debenture redemption reserve)
- (vi) Net worth = Equity Share capital + Reserves and surplus
- (vii) Current Ratio : Current Assets / Current Liabilities
- (viii) Long term debt to working capital : Long term borrowings / (Current Assets - Current Liabilities)
- (ix) Bad debts to accounts receivable ratio : Bad debts / Average Trade Receivables
- (x) Total Debts to total assets : Debt / Total assets
- (xi) Debtors' turnover = Revenue from operations / Average Trade Receivables
- (xii) Earnings per share = Net Profit / No. of shares
- (xiii) Net worth = Share capital + Reserves and surplus
- (xiv) Interest service coverage ratio = Earnings before interest, tax and depreciation/ Interest expenses
- (xv) Current liability Ratio = Current Liabilities / (Total Equity + Total Liabilities)
- (xvi) Asset Coverage Ratio = Total Assets / Total Debt
- (xvii) Debt equity ratio = Total debt / Equity (excluding debenture redemption reserve)

Place: Delhi
 Date:- May 28, 2024



For Parsvnath Rail Land Project Pvt Ltd

Rohit Kumar Srivastava
 Director
 DIN: 08250331

