

INDEPENDENT AUDITOR'S REPORT

To The Members of Upal Developers Private Limited

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **Upal Developers Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its Profit including Other Comprehensive Income, its Cash Flows and the Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 49 of the Statement, which states the impact of Corona virus Disease 2019 (Covid-19) on the operation of the Company. Our opinion is not modified in respect of this matter

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors Report including Annexures. but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available 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. When we read the Board of Director's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, 2013 with respect to the preparation of these Financial Statements that give a true and fair view of the Financial Position, Financial Performance including Other Comprehensive Income, Cash Flows and the Statement Of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements 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 fair presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Financial Statements system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e. On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rules 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 has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note **45 (b) (c) (d) (e) (f) (g)** to the financial statements also refer clause vii (b) of this report.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Chaturvedi & Shah LLP
Chartered Accountants
(Firm Registration No. 101720W/W100355)

Jignesh Mehta
Partner
Membership No.: 102749
UDIN: 20102749AAABBD3605

Place: Mumbai
Date: 24th June 2020

“Annexure A” to Independent Auditors’ Report referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date.

- i) **In respect of its fixed assets :**
- a. The company has generally maintained proper records showing full particulars including Quantitative details & situation of Fixed Assets on the basis of available information.
 - b. The Company has a regular program for physical verification in a phased periodic manner, which, in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. In our opinion and according to the explanations given to us, the title deeds of the Immovable Property, which is mortgage as a security, are held in the name of Company.
- ii) As explained to us , physical verification of the inventories of Food & Beverages have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the company and nature of its inventories. No material discrepancies were noticed on such physical verification.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Consequently, the requirement of clause (iii) (a) to clause (iii) (c) of paragraph 3 of the Order is not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable. During the year, the Company has not granted any loans covered under Section 185 of the Act.
- v) According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi) According to information and explanations provided to us, the Company is not required to maintain accounts and cost records pursuant to the Companies (Cost Accounting Records) Rules, 2011 and as specified by the Central Government of India under Section 148(1) of the Companies Act, 2013. Accordingly, paragraph 3(vi) of the Order is not applicable.
- vii) **In respect of Statutory dues :**
- a. According to the records of the Company, undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income-Tax , Customs Duty, Cess, and any other statutory dues have been generally regularly deposited with the appropriate authorities. The Company has generally been regular in depositing the undisputed statutory dues relating to Goods and Service Tax, considering the relief provided to the taxpayers by the

Government vide Notification No. 31/ 2020 dated April 3, 2020. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2020 for a period of more than six months from the date of becoming payable.

- b. According to the information and explanations given to us, the disputed statutory dues of Rs 9,83,93,852 (net of tax paid) have not been deposited on account of disputed matter pending before appropriate authority.

Name of the statute	Nature of the Dues	Amount (Net of tax deposited)	Period to which amount relates	Forum where dispute is pending
FINANCE ACT, 1994.	SERVICE TAX	7,29,55,012	FY 2009-2010 (From October) TO FY 2013-2014	Lucknow High Court
FINANCE ACT, 1994.	SERVICE TAX	2,32,34,052*	FY 2015-16 to FY 2017-18 (Upto June)	Commissioner, CGST & Central Excise, Lucknow.
UP VAT	VAT	5,35,500*	FY 2009-10	Deputy Commissioner of sales tax, Lucknow.
UP VAT	VAT	7,55,388*	FY 2008-09	Additional Commissioner of sales tax (Appeal), Lucknow.
UP VAT	VAT	2,43,000*	FY 2009-10	Additional Commissioner of sales tax (Appeal), Lucknow.
INCOME TAX ACT	Income Tax	6,70,900	FY 2016-17	Assistant Commissioner of Income Tax
	TOTAL	9,83,93,852		

* These amounts are net of amount paid in relation to demand of ₹ 35,74,804

- viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution. The Company did not have any outstanding loans or borrowings in respect of bank or Government Company or dues to Debenture Holders.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or terms loans, and hence Clause (ix) of paragraph 3 is not applicable to the company.
- x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

- xi) In our opinion and according to the information and explanations given to us, company has not paid any managerial remuneration and hence Clause (xi) of paragraph 3 of the Order is not applicable to the Company.
- xii) In our opinion company is not a Chit Fund/ Nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the company.
- xiii) In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of the Act and their details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence clause (xiv) of paragraph 3 of the Order is not applicable to the company.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.
- xvi) To the best of our knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Chaturvedi & Shah LLP**
Chartered Accountants
(Firm Registration No. 101720W/W100355)

Jignesh Mehta
Partner
Membership No.: 102749
UDIN: 20102749AAABBD3605

Place: Mumbai
Date: 24th June 2020

“Annexure B” to Independent Auditors’ Report referred to in paragraph 2(f) under the heading “Report on other legal and regulatory requirements” of our report of even date.

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

We have audited the Internal Financial Control over financial reporting of **Upal Developers Private Limited** (“the company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year then ended.

Management Responsibility for the Internal Financial Controls

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

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Chaturvedi & Shah LLP**

Chartered Accountants

(Firm Registration No. 101720W/W100355)

Jignesh Mehta

Partner

Membership No.: 102749

UDIN: 20102749AAABBD3605

Place: Mumbai

Date: 24th June 2020

UPAL DEVELOPERS PRIVATE LIMITED
CIN:-U45201MH2006PTC292993
BALANCE SHEET AS AT 31ST MARCH, 2020

(Amount in ₹)

Particulars	Note no.	As at 31st March 2020	As at 31st March 2019
ASSETS			
Non-Current Assets			
Property, Plant & Equipment	5	1,09,51,68,201	1,14,78,28,673
Capital-Work-In-Progress	5	-	16,79,725
Other Intangible Assets	5	5,38,770	6,43,770
Financial Assets			
Investments	6	2,00,00,000	2,00,00,000
Loans	7	2,90,00,000	-
Other Financial Assets	8	3,89,89,830	3,88,09,109
Deferred Tax Assets (Net)	9	-	4,49,16,475
Other Non-Current Assets	10	2,00,09,212	1,53,15,828
		1,20,37,06,013	1,26,91,93,580
Current Assets			
Inventories	11	1,13,314	76,492
Financial Assets			
Trade Receivables	12	6,34,78,212	4,43,31,677
Cash and Cash Equivalents	13	51,27,335	1,11,33,611
Loans	14	15,85,00,000	-
Other Financial Assets	15	77,14,017	2,08,466
Current Tax Asset (Net)	16	3,85,80,579	1,60,49,996
Other Current Assets	17	85,00,836	66,12,859
		28,20,14,293	7,84,13,102
		1,48,57,20,306	1,34,76,06,682
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	18	19,60,00,000	19,60,00,000
Other Equity	19	25,91,98,937	15,97,17,267
		45,51,98,937	35,57,17,267
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Borrowings	20	62,64,16,974	66,71,07,058
Other Financial Liabilities	21	3,60,61,536	72,60,538
Provisions	22	18,25,239	10,81,740
		66,43,03,749	67,54,49,336
Current Liabilities			
Financial Liabilities			
Borrowings	23	16,95,19,445	12,93,14,138
Trade Payables			
a. total outstanding dues of micro enterprises and small enterprises	24	3,16,990	-
b. total outstanding dues of creditors other than micro enterprises and small enterprises	24	64,01,352	96,62,327
Other Financial Liabilities	25	13,68,82,279	15,58,96,520
Other Current Liabilities	26	5,29,28,903	2,14,08,547
Provisions	27	1,68,651	1,58,545
		36,62,17,620	31,64,40,078
		1,48,57,20,306	1,34,76,06,682

See accompanying notes to financial statements

1 to 49

As per our Report of even date

For **Chaturvedi & Shah LLP**

Chartered Accountants

(Firm Registration No: 101720W/W100355)

Jignesh Mehta

Partner

Membership No.: 102749

Place : Mumbai

Date : 24th June, 2020

For and on behalf of the Board of Directors

Sanjeev Sarin

Director

DIN:-08721516

Lalit Jain

Director

DIN:- 08715049

Keshav Rawlani

CFO

PAN No.: AQCP3031J

Priyanka Dusad

Company Secretary

M.NO.: ACS 42321

UPAL DEVELOPERS PRIVATE LIMITED

CIN:-U45201MH2006PTC292993

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in ₹)

Particulars	Note no.	For the Year Ended 31st March 2020	For the Year Ended 31st March 2019
Revenue from Operations	28	53,40,36,101	49,65,85,732
Other Income	29	1,21,41,824	76,80,557
Total Income		54,61,77,925	50,42,66,289
Expenses			
Cost of Materials Consumed	30	41,52,274	57,76,102
Employee Benefit Expense	31	3,13,10,820	2,96,11,783
Finance Costs	32	7,51,93,234	7,94,73,315
Depreciation and Amortisation Expense	5	5,93,67,333	5,86,54,097
Other Expenses	33	23,15,63,698	23,66,06,085
Total Expenses		40,15,87,359	41,01,21,382
Profit Before Tax		14,45,90,566	9,41,44,908
Tax expense			
Current Tax	34	-	1,96,89,000
Deferred Tax (Including MAT Credit written off/(Entitlement) of ₹ 4,49,16,475) (P.Y. ₹ (1,96,53,982))	34	4,49,16,475	(1,96,53,982)
Short/(Excess) Provision of earlier year	34	22,474	(63,315)
Profit for the year		9,96,51,617	9,41,73,205
Other comprehensive income			
Items that will not be reclassified To Profit & Loss A/c			
Remeasurement gain/ (loss) on defined benefit plans		(1,69,947)	1,09,568
Income Tax relating to items that will not be reclassified to Profit & Loss A/c		-	(22,341)
Other Comprehensive Income for the year		(1,69,947)	87,227
Total comprehensive income for the year		9,94,81,670	9,42,60,432
Earnings per equity share (in ₹) (Face Value of ₹ 10 each)			
Basic & Diluted	38	5.08	4.80

See accompanying notes to financial statements

1 to 49

As per our Report of even date

For and on behalf of the Board of Directors

For Chaturvedi & Shah LLP

Chartered Accountants

(Firm Registration No: 101720W/W100355)

Jignesh Mehta

Partner

Membership No.: 102749

Place : Mumbai

Date : 24th June, 2020

Sanjeev Sarin

Director

DIN:-08721516

Lalit Jain

Director

DIN:- 08715049

Keshav Rawlani

CFO

PAN No.: AQCPR3031J

Priyanka Dusad

Company Secretary

M.NO.: ACS 42321

UPAL DEVELOPERS PRIVATE LIMITED

CIN:-U45201MH2006PTC292993

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

A. Equity share capital

For the Year Ended 31st March, 2020

(Amount in ₹)

Balance as at 1st April, 2019	Changes in equity share capital during the year	Balance as at 31st March, 2020
19,60,00,000	-	19,60,00,000

For the Year Ended 31st March, 2019

(Amount in ₹)

Balance as at 1st April, 2018	Changes in equity share capital during the year	Balance as at 31st March, 2019
19,60,00,000	-	19,60,00,000

B. Other Equity

(Amount in ₹)

Particulars	Reserve & Surplus		Other comprehensive income	
	Securities Premium	Retained Earning	Remeasurement gain/ (loss) on defined benefit plans	Total
Balance as at April 1, 2018	8,95,80,118	(2,63,63,035)	22,39,753	6,54,56,835
Profit for the year	-	9,41,73,205	-	9,41,73,205
Other Comprehensive Income/ (Loss) for the year	-	-	87,227	87,227
Balances as at March 31, 2019	8,95,80,118	6,78,10,169	23,26,980	15,97,17,267
Profit for the year	-	9,96,51,617	-	9,96,51,617
Other Comprehensive Income/ (Loss) for the year	-	-	(1,69,947)	(1,69,947)
Balances as at March 31, 2020	8,95,80,118	16,74,61,787	21,57,033	25,91,98,937

See accompanying notes to financial statements

1 to 49

As per our Report of even date

For and on behalf of the Board of Directors

For Chaturvedi & Shah LLP

Chartered Accountants

(Firm Registration No: 101720W/W100355)

Sanjeev Sarin

Director

DIN:-08721516

Lalit Jain

Director

DIN:- 08715049

Jignesh Mehta

Partner

Membership No.: 102749

Keshav Rawlani

CFO

PAN No.: AQCP3031J

Priyanka Dusad

Company Secretary

M.NO.: ACS 42321

Place : Mumbai

Date : 24th June, 2020

UPAL DEVELOPERS PRIVATE LIMITED
CIN:U45201MH2006PTC292993
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

(Amount in ₹)

	Particulars	For the year ended 31st March 2020		For the year ended 31st March 2019	
A.	CASH FLOW FROM OPERATING ACTIVITIES :				
	Net Profit/(loss) Before Tax as per Profit and Loss Account		14,45,90,566		9,41,44,908
	Adjustment For :				
	Depreciation	5,93,67,333		5,86,54,097	
	Interest expense for financial liabilities at amortised cost	7,51,93,234		7,94,73,315	
	Interest Income	(1,11,14,763)		(66,86,694)	
	Allowances for expected credit loss	45,65,893		14,93,643	
	OCI - Acturial gain	(1,69,947)		87,227	
	Profit/Loss On Sale/discard of Fixed Asset	56,585	12,78,98,336	11,26,315	13,41,47,903
	Operating Profit/(Loss) Before Working Capital Changes		27,24,88,902		22,82,92,811
	Adjustment For Working Capital Changes :				
	(Increase)/Decrease in Trade Receivables	(2,37,12,428)		57,18,076	
	(Increase)/Decrease in Loans & Advances	(78,59,989)		85,56,939	
	(Increase)/Decrease in Inventories	(36,822)		1,30,393	
	Increase/(Decrease) in Liabilities	6,31,24,853		(46,78,339)	
	Increase/(Decrease) in Provisions	7,53,605	3,22,69,220	(37,266)	96,89,803
	Cash generated from Operation		30,47,58,121		23,79,82,614
	Taxes (paid)/received		(2,25,53,057)		98,46,689
	Net cash generated from / (used in) Operating Activities		28,22,05,064		24,78,29,303
B.	CASH FLOW FROM INVESTING ACTIVITIES :				
	Purchase of Property, Plant and Equipment	(50,16,220)		(68,15,901)	
	Proceeds from sale of Property, Plant & Equipment	37,500		-	
	(Increase)/Decrease in Capital Work In Progress	-		7,79,863	
	Investments in Debentures	-		(2,00,00,000)	
	Inter Corporate Deposits & Loans (placed)/ refunded (Net)	(18,75,00,000)		-	
	Interest Received	47,07,118		66,86,694	
	Net cash generated from / (used in) Investing Activities		(18,77,71,602)		(1,93,49,344)
C.	CASH FLOW FROM FINANCING ACTIVITIES :				
	Movement in Short Term Borrowings	4,02,05,307		(8,55,32,472)	
	Repayment of Long Term Borrowings	(6,49,94,085)		(6,08,21,322)	
	Interest Paid	(7,56,50,960)		(7,94,73,315)	
	Net cash generated from / (used in) Financing Activities		(10,04,39,738)		(22,58,27,109)
	Net Increase/(decrease) in cash & cash equivalent		(60,06,276)		26,52,850
	Opening Balance of cash & cash equivalent		1,11,33,611		84,80,761
	Closing Balance of cash & cash equivalent (Refer Note 13)		51,27,335		1,11,33,611
Notes to Cash Flow					
1	Components of cash and cash equivalents :				
	Cash on hand		1,75,067		1,12,957
	Balance with Scheduled Bank		49,52,268		1,10,20,654
	Cash and Cash equivalents at the end of the year (Refer Note no. 13)		51,27,335		1,11,33,611
2	Change in Liability arising from financing activities				
	Borrowings - Non Current*(Refer Note 20 and 25)	1st April 2019	Cash Flow	31st March 2020	
	Borrowings - Current (Refer Note 23)	73,22,50,758	(6,49,94,085)	66,72,56,673	
		12,93,14,138	4,02,05,307	16,95,19,445	
		86,15,64,896		83,67,76,118	
		1st April 2018	Cash Flow	31st March 2019	
	Borrowings - Non Current*(Refer Note 20 and 25)	79,30,72,080	(6,08,21,322)	73,22,50,758	
	Borrowings - Current (Refer Note 23)	21,48,46,610	(8,55,32,472)	12,93,14,138	
		1,00,79,18,690		86,15,64,896	
* It includes Current maturity of Long Term Borrowings which is classified under other financial liability					

As per our Report of even date

For and on behalf of the Board of Directors

For **Chaturvedi & Shah**
Chartered Accountants
(Firm Registration No: 101720W/W100355)

Jignesh Mehta
Partner
Membership No.: 102749

Sanjeev Sarin
Director
DIN:-08721516

Lalit Jain
Director
DIN:- 08715049

Place : Mumbai
Date 24th June, 2020

Keshav Rawlani
CFO
PAN No.: AQCPR3031J

Priyanka Dusad
Company Secretary
M.NO.: ACS 42321

Notes to Financial Statements for the year ended 31st March 2020

1. Corporate Information:

The Company is a limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at 2nd floor, R.R. Hosiery Building, off Dr. E Moses Road, Mahalaxmi (W), Mumbai – 400011.

The Company is mainly engaged in real estate activities and hospitality services. The principle place of business is located at CP-8, 5th Floor, LDA Colony Alam Bagh, Lucknow, Uttar Pradesh.

For Company's principal shareholders, refer note no.18

These financial statements were approved and adopted by board of directors of the Company in their meeting dated 24th June, 2020.

2. Basis of Preparation of Financial Statement:

The Financial Statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Ind AS 116 'Leases': Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases". Ind AS 116 substantially carries forward the lessor accounting requirements of Ind AS 17, thereby application of this standard does not have any significant impact on the financial statements.

Amendment to Ind AS 12 'Income Taxes': The Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes' with effect from April 1, 2019. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Since Dividend Distribution Tax is not applicable with effect from April 1, 2020, this amendment will have no impact on the financial statements.

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments: The Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective from April 1, 2019. The Company has evaluated the effect of this amendment on the financial statements and concluded that there is no significant impact.

Amendment to Ind AS 19 'Employee Benefits': The Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment is effective from April 1, 2019. The Company has evaluated the effect of this amendment on the financial statements and concluded that this amendment is currently not applicable.

The significant accounting policies used in preparing financial statements are set out below in Note 3 of the Notes to Financial Statements and are applied consistently to all the periods presented.

Notes to Financial Statements for the year ended 31st March 2020

3. Summary of Significant Accounting Policies:

a) Functional and presentation of currency:

The financial statements are presented in India Rupees, which is the Company's functional currency and all amounts are rounded to the nearest rupees.

b) Basis of measurement:

The Financial Statements have been prepared on historical cost basis, except the following:

- Certain financial assets and liabilities that is measured at fair value.
- Defined benefit plans – plan assets measured at fair value.

c) Use of Estimates :

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

The 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 are described in Notes No. 3. 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.

d) Property, Plant and Equipment:

Freehold land is carried at historical cost. Capital work in progress, and all other items of property, plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Such cost includes borrowing costs for long-term construction projects if the recognition criteria are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as specified by Schedule II to the Companies Act; 2013. The residual values are not more than 3% of the original cost of the asset. The assets' residual values and useful lives and method of depreciation are reviewed, and adjusted if appropriate, at the end of each reporting period.

Notes to Financial Statements for the year ended 31st March 2020

Estimated useful lives of the assets are as follows:

Particulars	Estimated useful life (in years)
Building	60 years
Plant and Equipment	15 Years
Office Equipment	5 Years
Computers	3 to 6 Years
Furniture and Fixture	8 to 10 Years
Vehicles	10 Years

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

e) Intangible asset:

Identifiable intangible assets are recognised when the Company controls the asset & it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Amortisation methods and periods

Estimated useful lives of Intangible assets are considered as 10 years. Intangible assets are amortised over its useful life using the straight-line method. The amortisation period and the amortisation method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

f) Impairment of Non – Financial Asset:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

Notes to Financial Statements for the year ended 31st March 2020

g) Inventories:

Inventories comprise stock of food and beverages and operating supplies.

Inventories are stated at the lower of cost and net realisable value. Cost of inventories also includes all other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

h) Cash and cash equivalents:

Cash and cash equivalents includes cash on hand and at bank, deposits held at call with banks and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

i) Foreign currency transactions:

The transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currency at the end of year are translated using the closing rate of exchange. Non-monetary items that are to be carried at historical cost are recorded using exchange rate prevailing on the date of transaction. Non-monetary items that are to be carried at fair value are recorded using exchange rate prevailing on the date of fair value measured. Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the statement of profit and loss.

j) Financial Instrument:

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. Classifications of financial instrument are in accordance with the substance of the contractual arrangement and as per the definitions of financial assets, financial liability and an equity instrument.

Financial Assets and investments

i) Initial recognition and measurement:

At initial recognition, the company measures a financial asset (other than financial asset at fair value through profit or loss) at its fair value plus or minus, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit & loss.

ii) Subsequent recognition and measurement:

Subsequent measurement of financial asset depends on the company's business model for managing the asset and the cash flow characteristics of the asset. For the purpose of subsequent recognition and measurement financial assets are classified in four categories:

• Debt instrument at amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in

Notes to Financial Statements for the year ended 31st March 2020

profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- **Debt instrument at fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- **Debt instrument at fair value through profit and loss (FVTPL):**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the statement of profit and loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

- **Equity instruments:**

All equity instruments are initially measured at fair value. Any subsequent fair value gain /loss is recognised through profit or loss if such investments are held for trading purposes. The fair value gains or losses of all other equity securities are recognised in Other Comprehensive Income.

iii) De-recognition:

A financial asset is primarily derecognised i.e. removed from Company's financial statement when:

- The rights to receive cash flows from asset have expired or
- The Company has transferred its right 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 'pass-through' arrangement and either;
 - a) The Company has transferred substantially all the risks and rewards of the assets,
 - b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

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

Notes to Financial Statements for the year ended 31st March 2020

Financial Liabilities:

i) Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

ii) Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and has designated upon initial measurement recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

iii) Financial Liabilities at amortised cost:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR 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 EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

iv) Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss

k) Impairment of Financial asset:

The company assesses impairment based on expected credit losses (ECL) model to the following:

Notes to Financial Statements for the year ended 31st March 2020

- Financial assets carried at amortised cost;
- Financial asset measured at FVOCI debt instruments.

The Company follows 'simplified approach' for recognition of impairment loss allowance on

Trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognise impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

I) Classification of assets and liabilities as current and non – current:

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

An asset is classified as current when it is:

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

All other assets are classified as non-current.

A liability is classified as current when:

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

Notes to Financial Statements for the year ended 31st March 2020

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

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

m) Equity share capital:

Ordinary shares are classified as equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from retained earnings, net of taxes.

n) Revenue Recognition:

The company' revenue from contracts with customers is mainly from License Fees and Other Services rendered to the customers in Malls. With effect from 1st April 2018, Ind AS 115 – “Revenue from Contracts with Customers” (Ind AS 115) supersedes Ind AS 18 – “Revenue”, Ind AS 11 – “Construction Contracts” and related appendices. The application of Ind AS 115 did not have any impact on recognition and measurement principles. The Ministry of Corporate Affairs has notified the Ind AS 116 ‘Leases’ effective from April 1, 2019. Ind AS 116 has replaced the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Application of above standard does not have any significant impact on the financial statements.

Revenue from license fees and other operating services

Revenue from license fees are recognised on a straight line basis over the license terms, Revenue from operating services is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional. Generally, the credit period varies between 0-30 days from the delivery of services.

Revenue from sale of food & beverages relating to hotel operations is recognised upon rendering of service. Sales and services are recorded net of sales tax, service tax and Goods and Service Tax (GST).

Interest income

Interest income from debt instrument is recognised using effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of financial asset to the gross carrying amount of financial asset. When calculating effective interest rate, the company expects cash flows by considering all contractual terms of financial instrument but does not consider the expected credit losses.

Contract Assets

A contract asset (Trade receivable) is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs part of its obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on the Company's future performance.

Notes to Financial Statements for the year ended 31st March 2020

o) Employees benefits:

(i) Short-term Employee benefits:

All employees' benefits payable wholly within 12 months rendering services are classified as Short Term obligations. Benefits such as salaries, wages, short term compensated absences, performance incentives, expected cost of bonus and ex-gratia are recognised during the period in which the employees renders related services.

(ii) Post-employment benefits

a. Defined Contribution Plan

The defined contribution plan is post-employment benefit plan under which the Company contributes fixed contribution to a government administered fund and will have no legal or constructive obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund, Labour Welfare Fund and Employee State Insurance Scheme. The Company's contribution to defined contribution plans are recognised in the statement of profit & loss in the period in which the employee renders the related services.

b. Defined benefit plan

The Company has defined benefit plans comprising of gratuity. Company's obligation towards gratuity liability is funded and is managed by Life Insurance Corporation of India (LIC). The present value of the defined benefit obligations is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to the statement of profit & loss in subsequent periods.

The expected return on plan assets is the Company's expectation of average long-term rate of return on the investment of the fund over the entire life of the related obligation. Plan assets are measured at fair value as at the Balance Sheet date.

The interest cost on defined benefit obligation and expected return on plan assets is recognised under employee benefit expenses.

Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

(iii) Other long-term benefits

The Company has other long-term benefits in the form of leave benefits. The present value of the other long term employee benefits is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions are recognised immediately in the statement of profit & loss as income or expense.

Notes to Financial Statements for the year ended 31st March 2020

Gains or losses on the curtailment or settlement of other long-term benefits are recognised when the curtailment or settlement occurs.

p) Borrowing Cost:

General and specific borrowing costs that are 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.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for such capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that are incurred in connection with the borrowing of funds.

q) Provisions and contingencies:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using the government securities interest rate for the equivalent period. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the notes to the financial statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

r) Income Taxes:

Current Income Tax:

Current Income Tax liabilities are measured at the amount expected to be paid to the taxation authorities using the tax rates and tax laws that are enacted or subsequently enacted at the end of the reporting period. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulation are subject to interpretation and creates provisions where appropriate.

Deferred Tax:

Deferred Tax is recognised using Balance sheet approach, on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred Income Tax is determined using the tax rates and tax laws that are enacted or subsequently enacted at the end of the reporting period.

Notes to Financial Statements for the year ended 31st March 2020

Deferred Tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the company has a legally enforceable right offset and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

As at the year end, the Company has recognized the deferred tax assets to the extent of Deferred Tax Liabilities and balance Deferred Tax Assets has not given effect in the Balance sheet as on March 31, 2020 on a conservative approach.

Current tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

s) Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

4. Critical accounting estimates, assumptions and judgements:

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

The 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, are described below. 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

In the process of applying the Company's accounting policies, management has made the following estimates and judgements, which have significant effect on the amounts recognised in the financial statement:

Notes to Financial Statements for the year ended 31st March 2020

(a) Depreciation and useful lives of Property, Plant and Equipment

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

(b) Investment Property

Management has assessed applicability of Ind AS 40- Investment property to the property held to earn income from licensee fees. In assessing such applicability, management has considered the ownership of assets, terms of license agreement, various services provided to the licensee etc. The Company considers these other services as significant in addition to the License fees charged. Based on such assessment, the management has considered the mall property as owner-occupied property and hence classified as Property, Plant & Equipment.

(c) Recoverability of trade receivables

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. The Company uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

(d) Defined Benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(e) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

(f) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the

UPALDEVELOPERS PRIVATE LIMITED
(CIN - U45201MH2006PTC292993)

Notes to Financial Statements for the year ended 31st March 2020

impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(g) Fair Value measurement:

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

UPAL DEVELOPERS PRIVATE LIMITED

Notes to Financial Statements for the year ended 31st March 2020

CIN:-U45201MH2006PTC292993

Note "5" : Property, plant and equipment

(Amount in ₹)

Particulars	Tangible							Intangible	Total
	Land	Buildings	Plant and Equipment	Computers	Office Equipment	Furniture and Fixtures	Vehicles	Licenses & franchise	
Gross Block									
As at April 1, 2018	11,23,32,693	93,20,88,986	42,54,03,663	62,36,241	1,24,81,189	4,59,48,506	3,38,906	10,50,000	1,53,58,80,185
Additions during the year	-	17,11,164	27,87,197	2,27,707	1,10,064	19,79,769	-	-	68,15,901
Disposal/Adjustments	-	-	-	-	-	(18,94,994)	-	-	(18,94,994)
As at March 31, 2019	11,23,32,693	93,38,00,150	42,81,90,860	64,63,948	1,25,91,253	4,60,33,281	3,38,906	10,50,000	1,54,08,01,091
Additions during the year	-	-	34,47,761	15,80,381	13,13,980	3,53,823	-	-	66,95,945
Disposal/Adjustments	-	-	-	(2,69,361)	-	-	-	-	(2,69,361)
As at March 31, 2020	11,23,32,693	93,38,00,150	43,16,38,621	77,74,968	1,39,05,233	4,63,87,104	3,38,906	10,50,000	1,54,72,27,675
Accumulated Depreciation									
As at April 1, 2018	-	10,43,26,020	19,84,98,453	44,61,137	76,64,676	1,89,46,959	2,53,792	2,92,193	33,44,43,231
Depreciation during the year	-	1,50,77,718	3,63,55,296	5,20,772	12,44,163	53,15,976	26,135	1,14,037	5,86,54,097
Disposal/Adjustments	-	-	-	-	-	(7,68,679)	-	-	(7,68,679)
As at March 31, 2019	-	11,94,03,738	23,48,53,750	49,81,909	89,08,840	2,34,94,256	2,79,927	4,06,230	39,23,28,648
Depreciation during the year	-	1,50,77,718	3,65,02,853	10,94,765	14,06,391	51,72,831	7,775	1,05,000	5,93,67,333
Disposal/Adjustments	-	-	-	(1,75,276)	-	-	-	-	(1,75,276)
As at March 31, 2020	-	13,44,81,455	27,13,56,603	59,01,398	1,03,15,231	2,86,67,087	2,87,702	5,11,230	45,15,20,705
Net Carrying Amount									
As at March 31, 2019	11,23,32,693	81,43,96,412	19,33,37,110	14,82,039	36,82,414	2,25,39,026	58,979	6,43,770	1,14,84,72,443
As at March 31, 2020	11,23,32,693	79,93,18,694	16,02,82,018	18,73,571	35,90,003	1,77,20,018	51,204	5,38,770	1,09,57,06,971
Capital Work in Progress	Total								
As at March 31, 2019	16,79,725								
As at March 31, 2020	-								

Note :- Land & Building are pledged against borrowings. (Refer Note no. 20 and Note no. 23)

NOTE NO.	PARTICULARS	As at 31st March 2020	As at 31st March 2019																																
18	<p>SHARE CAPITAL:</p> <p>AUTHORISED: 2,10,00,000 (P.Y. 2,10,00,000) Equity Shares of ₹10/- each</p> <p>ISSUED, SUBSCRIBED & PAID UP 1,96,00,000 (P.Y. 1,96,00,000) Equity Shares of ₹10/- each</p>	21,00,00,000	21,00,00,000																																
		19,60,00,000	19,60,00,000																																
		19,60,00,000	19,60,00,000																																
(a)	<p>Reconciliation of Shares.</p> <p>Equity Shares</p> <p>Shares outstanding at the beginning the year</p> <p>Add: Shares Issued during the year</p> <p>Shares outstanding at the end of the year</p>	1,96,00,000	1,96,00,000																																
		-	-																																
		1,96,00,000	1,96,00,000																																
(b)	<p>Shares In the Company held by holding company and by each shareholder holding more than 5% shares. (Equity Shares in nos. of ₹ 10 each)</p> <p>Big Apple Real Estate Private Limited</p>	<table> <tr> <th colspan="2">March 31, 2020</th><th colspan="2">March 31, 2019</th></tr> <tr> <th>No of Shares</th><th>% of Holding</th><th>No of Shares</th><th>% of Holding</th></tr> <tr> <td>1,96,00,000</td><td>100</td><td>1,96,00,000</td><td>100</td></tr> <tr> <td>1,96,00,000</td><td>100</td><td>1,96,00,000</td><td>100</td></tr> </table>	March 31, 2020		March 31, 2019		No of Shares	% of Holding	No of Shares	% of Holding	1,96,00,000	100	1,96,00,000	100	1,96,00,000	100	1,96,00,000	100	<table> <tr> <th colspan="2">March 31, 2020</th><th colspan="2">March 31, 2019</th></tr> <tr> <th>No of Shares</th><th>% of Holding</th><th>No of Shares</th><th>% of Holding</th></tr> <tr> <td>1,96,00,000</td><td>100</td><td>1,96,00,000</td><td>100</td></tr> <tr> <td>1,96,00,000</td><td>100</td><td>1,96,00,000</td><td>100</td></tr> </table>	March 31, 2020		March 31, 2019		No of Shares	% of Holding	No of Shares	% of Holding	1,96,00,000	100	1,96,00,000	100	1,96,00,000	100	1,96,00,000	100
March 31, 2020		March 31, 2019																																	
No of Shares	% of Holding	No of Shares	% of Holding																																
1,96,00,000	100	1,96,00,000	100																																
1,96,00,000	100	1,96,00,000	100																																
March 31, 2020		March 31, 2019																																	
No of Shares	% of Holding	No of Shares	% of Holding																																
1,96,00,000	100	1,96,00,000	100																																
1,96,00,000	100	1,96,00,000	100																																
(c)	<p>Details of shares held by (shares of ₹ 10 each fully paid) :</p> <p>Holding Company</p>	<table> <tr> <th colspan="2">March 31, 2020</th><th colspan="2">March 31, 2019</th></tr> <tr> <th>No of Shares</th><th>% of Holding</th><th>No of Shares</th><th>% of Holding</th></tr> <tr> <td>1,96,00,000</td><td>100</td><td>1,96,00,000</td><td>100</td></tr> <tr> <td>1,96,00,000</td><td>100</td><td>1,96,00,000</td><td>100</td></tr> </table>	March 31, 2020		March 31, 2019		No of Shares	% of Holding	No of Shares	% of Holding	1,96,00,000	100	1,96,00,000	100	1,96,00,000	100	1,96,00,000	100	<table> <tr> <th colspan="2">March 31, 2020</th><th colspan="2">March 31, 2019</th></tr> <tr> <th>No of Shares</th><th>% of Holding</th><th>No of Shares</th><th>% of Holding</th></tr> <tr> <td>1,96,00,000</td><td>100</td><td>1,96,00,000</td><td>100</td></tr> <tr> <td>1,96,00,000</td><td>100</td><td>1,96,00,000</td><td>100</td></tr> </table>	March 31, 2020		March 31, 2019		No of Shares	% of Holding	No of Shares	% of Holding	1,96,00,000	100	1,96,00,000	100	1,96,00,000	100	1,96,00,000	100
March 31, 2020		March 31, 2019																																	
No of Shares	% of Holding	No of Shares	% of Holding																																
1,96,00,000	100	1,96,00,000	100																																
1,96,00,000	100	1,96,00,000	100																																
March 31, 2020		March 31, 2019																																	
No of Shares	% of Holding	No of Shares	% of Holding																																
1,96,00,000	100	1,96,00,000	100																																
1,96,00,000	100	1,96,00,000	100																																
(d)	<p>Terms and Rights of Equity Share Holders:</p> <p>The company has only one class equity shares having face value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. Equity shares holders are also entitled to dividend as and when proposed by the Board of Directors and approved by share holders in Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts which shall be in proportion to the number of shares held by the shareholders.</p>																																		
19	<p>OTHER EQUITY</p> <p>a) Securities Premium account</p> <p>b) Retained Earning</p> <p>As per last Balance sheet</p> <p>Add:- Profit For the Year</p> <p>Closing Balance</p> <p>c) Other Comprehensive Income</p> <p>As per last Balance sheet</p> <p>Add:- Actuarial gain / (loss) on Employee Benefit (Net)</p> <p>Closing Balance</p>	<p>8,95,80,118</p> <p>6,78,10,169</p> <p>9,96,51,617</p> <p>16,74,61,787</p> <p>23,26,980</p> <p>(1,69,947)</p> <p>21,57,033</p> <p>25,91,98,937</p>	<p>8,95,80,118</p> <p>(2,63,63,035)</p> <p>9,41,73,205</p> <p>6,78,10,169</p> <p>22,39,753</p> <p>87,227</p> <p>23,26,980</p> <p>15,97,17,267</p>																																
	<p>Nature & Purpose of Reserves</p> <p>1) Securities Premium: Securities Premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 for specified purposes.</p> <p>2) Retained earnings: Retained earnings are the profits that the company has earned till date, less any transfers to General Reserve, dividends or other distributions paid to the shareholders.</p>																																		
20	<p>LONG TERM BORROWINGS</p> <p>Secured</p> <p>Term loans From Financial Institutions</p> <p>1) Term Loan of ₹ 67,29,94,173 (P.Y. ₹ 73,88,38,258) are secured by registered mortgage of shopping Mall and Multiplex Complex known as Phoenix United Mall, and assignment of future rental.</p> <p>2) Maturity Profile of Term Loan are set out below :-</p> <table> <tr> <th>Financial Year</th><th>Amount(₹)</th><th>Financial Year</th><th>Amount(₹)</th></tr> <tr> <td>2020-21</td><td>4,08,39,699</td><td>2024-25</td><td>10,42,22,405</td></tr> <tr> <td>2021-22</td><td>7,66,24,036</td><td>2025-26</td><td>11,54,55,299</td></tr> <tr> <td>2022-23</td><td>8,49,06,493</td><td>2026-27</td><td>15,11,34,347</td></tr> <tr> <td>2023-24</td><td>9,40,74,396</td><td></td><td></td></tr> </table> <p>Less :- Current Maturities of the Long Term Borrowings</p>	Financial Year	Amount(₹)	Financial Year	Amount(₹)	2020-21	4,08,39,699	2024-25	10,42,22,405	2021-22	7,66,24,036	2025-26	11,54,55,299	2022-23	8,49,06,493	2026-27	15,11,34,347	2023-24	9,40,74,396			<p>66,72,56,673</p> <p>(4,08,39,699)</p> <p>62,64,16,974</p>	<p>73,22,50,758</p> <p>(6,51,43,700)</p> <p>66,71,07,058</p>												
Financial Year	Amount(₹)	Financial Year	Amount(₹)																																
2020-21	4,08,39,699	2024-25	10,42,22,405																																
2021-22	7,66,24,036	2025-26	11,54,55,299																																
2022-23	8,49,06,493	2026-27	15,11,34,347																																
2023-24	9,40,74,396																																		

NOTE NO.	PARTICULARS	As at 31st March 2020	As at 31st March 2019
21	<u>OTHER FINANCIAL LIABILITIES</u> Security Deposits From Licensees	3,60,61,536	72,60,538
		3,60,61,536	72,60,538
22	<u>LONG-TERM PROVISIONS:</u> Provision for Gratuity Provision for Compensated Absences	5,92,422 12,32,817	80,669 10,01,071
		18,25,239	10,81,740
23	<u>SHORT-TERM BORROWINGS:</u> <u>Secured</u> <u>From Banks: - Cash Credit Facility</u> (Working Capital facility from Banks are secured by registered mortgage of shopping Mall and Multiplex Complex known as Phoenix United Mall, and assignment of future rental.) <u>Unsecured</u> Loans and advances from Holding Company	6,85,20,281 10,09,99,163	2,83,14,975 10,09,99,163
		16,95,19,445	12,93,14,138
24	<u>TRADE PAYABLES</u> Total outstanding dues of Micro Enterprises and Small Enterprises* Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprise	3,16,990 64,01,352	- 96,62,327
		67,18,342	96,62,327
*	There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days during the year and as at March 31, 2020 and March 31, 2019. The above information, regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the Auditors. The disclosure pursuant to the said Act under: a) Principal amount due to supplier under MSMED Act, 2006 b) Interest accrued and due on the above amount, unpaid c) Payment made beyond the appointed day during the year d) Interest paid e) Interest due and payable for the period of delay f) Interest remaining due and payable in succeeding year		3,16,990 - - - - -
25	<u>OTHER FINANCIAL LIABILITIES</u> (a) Current maturities of long-term debt (b) Security Deposit from Licensees (c) Other Payables Provision for Interest Expenses Retention Money Creditors for Capital Expenditure - Others Creditors for Capital Expenditure - MSME*	4,08,39,699 8,91,62,934 36,53,708 44,044 31,53,635 28,258	6,51,43,700 8,25,72,955 41,11,433 44,044 39,96,132 28,258
		13,68,82,279	15,58,96,520
*	There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days during the year and as at March 31, 2020 and March 31, 2019. The above information, regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the Auditors. The disclosure pursuant to the said Act under: a) Principal amount due to supplier under MSMED Act, 2006 b) Interest accrued and due on the above amount, unpaid c) Payment made beyond the appointed day during the year d) Interest paid e) Interest due and payable for the period of delay f) Interest remaining due and payable in succeeding year		28,258 - - - - -
26	<u>OTHER CURRENT LIABILITIES</u> Provision for Expenses Salary Payable Statutory Dues Advance against Income Advance from Customers	2,96,39,055 19,89,616 1,76,52,081 64,019 35,84,132	84,22,769 - 1,29,45,428 40,350 -
		5,29,28,903	2,14,08,547
27	<u>SHORT-TERM PROVISIONS</u> Provision for Gratuity Provision for Compensated Absences	1,00,000 68,651	1,00,000 58,545
		1,68,651	1,58,545

NOTE NO.	PARTICULARS	As at 31st March 2020	As at 31st March 2019
6	<u>NON CURRENT INVESTMENTS</u> Investments measured at cost (unquoted) Investments in 0.0001% Optionally Convertible Debentures (OCD) Offbeat Developers Private Limited [2,00,000 (P.Y. 2,00,000) - of ₹ 100/- Each fully paid up]	2,00,00,000 2,00,00,000	2,00,00,000 2,00,00,000
7	<u>LOANS RECEIVABLE (UNSECURED)</u> Inter Corporate Loans and Deposits Considered Good - With Others	2,90,00,000 2,90,00,000	- -
8	<u>OTHER FINANCIAL ASSETS</u> Fixed Deposit with Bank* (Maturity more than 12 Months) Interest Accrued on Fixed Deposits	3,89,78,821 11,009 3,89,89,830	3,87,99,686 9,423 3,88,09,109
*Fixed Deposits of ₹ 3,57,00,000 (P.Y. ₹ 3,57,00,000) earmarked towards maintenance of DSRA as per loan agreement and Fixed deposits of ₹ 13,82,498 (P.Y. ₹ 13,82,498) is given as security for bank gurantee.			
9	<u>DEFERRED TAX ASSETS (Net)</u> At start of year Charge/ (credit) to profit or loss MAT Credit Entitlement Reversal of MAT Credit Entitlement At the end of the year	4,49,16,475 - - (4,49,16,475) -	2,52,62,493 - 1,96,53,982 - 4,49,16,475
10	<u>OTHER NON CURRENT ASSETS</u> Unsecured, considered good Deposit with Commercial Tax Department against penalty Deposit with Service Tax Deposit with ESIC Electricity Deposits Prepaid Expenses	19,20,390 17,00,052 57,89,760 1,05,84,195 14,815 2,00,09,212	20,48,860 27,35,428 57,89,760 46,90,000 51,780 1,53,15,828
11	<u>INVENTORIES</u> Food and beverages (Valued at lower of cost or net realisable value)	1,13,314 1,13,314	76,492 76,492
12	<u>TRADE RECEIVABLES:</u> [Unsecured] a) Considered good Less: Allowances for expected credit loss b) Credit impaired Less: Allowances for expected credit loss	6,58,44,396 53,68,982 6,04,75,414 2,20,89,076 1,90,86,278 30,02,798 6,34,78,212	4,50,60,864 20,96,159 4,29,64,704 1,91,60,180 1,77,93,207 13,66,973 4,43,31,677
13	<u>CASH & CASH EQUIVALENTS :</u> Balances with banks in Current Account Cash in hand	49,52,268 1,75,067 51,27,335	1,10,20,654 1,12,957 1,11,33,611
14	<u>LOANS RECEIVABLE (UNSECURED)</u> Inter Corporate Loans and Deposits (a) Considered good - With Related Parities - With Others (b) Credit Impaired Loans and advances with Others Less:- Allowances on Loans	13,75,00,000 2,10,00,000 15,85,00,000 37,51,510 (37,51,510) - 15,85,00,000	- - - 37,51,510 (37,51,510) - -
15	<u>OTHER FINANCIAL ASSETS:</u> Interest Accrued on Fixed Deposits Interest Accrued on ICD Unbilled Revenue	1,90,922 62,44,468 12,78,627 77,14,017	2,08,466 - - 2,08,466

NOTE NO.	PARTICULARS	As at 31st March 2020	As at 31st March 2019
16	<u>CURRENT TAX ASSETS (NET)</u>		
	Advance Income Tax (Net of Provisions)	3,85,80,579	1,60,49,996
		3,85,80,579	1,60,49,996
	Movement in Provision :		
	At start of year	1,60,49,996	4,55,22,370
	Charge for the year	22,474	1,96,25,685
	Provision for tax on Other Comprehensive Income	-	-
	Tax refund / (paid) during the year	(2,25,53,057)	98,46,689
	At the end of the year	3,85,80,579	1,60,49,996
17	<u>OTHER CURRENT ASSETS:</u>		
	Advance to Suppliers	24,26,218	32,89,960
	Prepaid Expenses	60,16,567	32,64,848
	Other Advances	58,051	58,051
		85,00,836	66,12,859

UPAL DEVELOPERS PRIVATE LIMITED
Notes to Financial Statements for the year ended 31st March 2020
(AMOUNT IN ₹)

NOTE NO	PARTICULARS	For the year ended 31st March 2020		For the year ended 31st March 2019	
		Amount	Amount	Amount	Amount
28	<u>REVENUE FROM OPERATIONS</u>				
	Sale of Services				
	License Fee/ Rental Income	31,77,05,375		29,21,91,174	
	Other Service Charges	20,73,22,803	52,50,28,177	19,14,62,095	48,36,53,269
	Food & Beverage Sales		90,07,924		1,29,32,463
			53,40,36,101		49,65,85,732
29	<u>OTHER INCOME:</u>				
	Interest Income on:				
	Fixed Deposit with Banks		27,15,013		26,79,295
	Income Tax Refund		10,79,691		39,77,856
	Others		73,20,059		29,543
	Other Miscellaneous Income		10,27,061		9,92,634
	Credit Balance written back		-		1,229
			1,21,41,824		76,80,557
30	<u>FOOD & BEVERAGES CONSUMED</u>				
	Opening Stock	76,492		2,06,886	
	Add: Purchases	41,89,095		56,45,709	
		42,65,588		58,52,595	
	Less closing Stock	1,13,314	41,52,274	76,492	57,76,102
			41,52,274		57,76,102
31	<u>EMPLOYEE BENEFITS EXPENSE</u>				
	Salaries & Wages		2,90,88,426		2,73,91,245
	Contribution to Provident Fund & other funds		12,62,685		12,21,389
	Staff Welfare		9,59,709		9,99,149
			3,13,10,820		2,96,11,783
32	<u>FINANCE COSTS:</u>				
	Interest expense for financial liabilities at amortised cost		7,51,93,234		7,94,73,315
			7,51,93,234		7,94,73,315
33	<u>OPERATION AND OTHER EXPENSES:</u>				
	Power & Fuel expenses		8,27,11,910		8,25,64,162
	Repair and Maintenance:				
	Buildings	1,28,50,671		1,82,25,330	
	Machinery & Others	1,48,41,343		1,43,23,474	
			2,76,92,014		3,25,48,804
	Payment to the Auditors *		4,00,000		4,10,000
	Royalty		-		6,59,372
	Insurance		21,98,543		14,47,504
	Rates & Taxes		1,65,29,222		93,57,927
	Legal and Professional expenses		2,00,14,422		3,25,63,050
	Security charges		1,16,16,766		96,04,653
	Advertisement and Sales promotion expenses		3,20,69,996		3,10,13,630
	Travelling & Coveyance Expenses		9,83,061		17,69,970
	Parking Expenses		58,26,100		57,39,521
	Bank / Financial charges		1,35,269		1,11,862
	Housekeeping and Other Expenses		1,94,94,759		1,74,54,145
	Rebates & Settlement		1,57,572		31,42,183
	Allowances for expected credit loss		45,65,893		14,93,643
	Loss on sale/discard of fixed assets		56,585		11,26,315
	Other Miscellaneous Expenses		71,11,587		55,99,345
			23,15,63,698		23,66,06,085
*Payment to Auditor					
	Audit Fees		3,50,000		3,50,000
	Certification charges		-		10,000
	Tax audit Fess		50,000		50,000
			4,00,000		4,10,000

UPAL DEVELOPERS PRIVATE LIMITED
Notes to Financial Statements for the year ended 31st March 2020
(Amount in ₹)

Particulars	2019-20	2018-19
34 Taxation		
Income tax related to items charged or credited to profit or loss during the year:		
A Statement of Profit or Loss		
1 Income Tax		
In respect of the current year	-	1,96,89,000
In respect of prior years	22,474	(63,315)
	<u>22,474</u>	<u>1,96,25,685</u>
2 Deferred Tax expenses/ (benefits):		
MAT Credit Written off / (Entitlement)	4,49,16,475	(1,96,53,982)
MAT Credit Entitlement of prior years	-	-
	<u>4,49,16,475</u>	<u>(1,96,53,982)</u>
Total Income tax Expenses (1 + 2)	4,49,38,949	(28,297)
B Reconciliation of Current Tax expenses:		
Profit before tax	14,45,90,566	9,41,44,908
Applicable Tax Rate	25.168%	27.553%
Computed tax expenses	3,63,91,000	2,59,39,000
Additional allowances for tax purpose	(2,33,21,000)	(2,38,96,000)
Expenses not allowed for tax purposes	71,06,000	84,39,000
Other temporary difference	90,37,000	89,03,000
Carry Forward Loss utilised	(2,92,13,000)	(1,93,85,000)
Additional Tax payable due to MAT provisions	-	1,96,89,000
	<u>-</u>	<u>1,96,89,000</u>
35 Employees Benefits:		
Expenses recognised for Defined contribution plan:		
Company's Contribution to Provident Fund	8,62,098	7,91,907
Company's Contribution to Employees State Insurance	29,836	54,843
	<u>8,91,934</u>	<u>8,46,750</u>
Expenses recognised for Defined benefits plan:		
The company provides gratuity benefit to its employees which are a defined benefit plan. The present value of obligations is determined based on actuarial valuation using the Projected Unit Credit Method.		
	Gratuity (Funded)	
	2019-20	2018-19
1 Change in Defined Benefit Obligation during the year		
Defined Benefit Obligation at the beginning of the year	14,13,416	12,70,324
Interest Cost	1,33,491	1,28,866
Current Service Cost	3,32,409	3,20,168
Benefits paid during the year	(57,692)	(1,78,846)
Actuarial (gain)/loss on Defined Benefit Obligation	1,35,297	(1,27,096)
Past Service Cost	-	-
Acquisition/Business Combination/Divestiture	-	-
Defined Benefit Obligation at the end of the year	19,56,921	14,13,416
2 Change in fair value of Plan Assets during the year		
Fair value of Plan Assets at the beginning of the year	12,32,747	8,80,236
Expected Return on plan assets	97,602	74,395
Contribution	26,492	4,74,490
Benefits paid during the year	(57,692)	(1,78,846)
Actuarial (gain)/loss on Plan Asset	(34,650)	(17,528)
Fair value of Plan Assets at the end of the year	12,64,499	12,32,747
3 Amount to be recognized in Balance sheet:		
Present value of Defined Benefit Obligation	19,56,921	14,13,416
Fair Value of plan assets at the end of the year	12,64,499	12,32,747
Amount recognized in Balance sheet	6,92,422	1,80,669

UPAL DEVELOPERS PRIVATE LIMITED
Notes to Financial Statements for the year ended 31st March 2020
4 Current / Non - current bifurcation:

Current benefit obligation	1,00,000	1,00,000
Non - current benefit obligation	5,92,422	80,669

5 Expenses recognised in the statement of Financial position for the year

Current Service Cost	3,32,409	3,20,168
Interest cost on obligation	1,33,491	1,28,866
Past Service Cost	-	-
Expected Return on plan assets	(97,602)	(74,395)
Actuarial (gain)/losses	-	-
Expense recognized in the statement of Profit & Loss account	3,68,298	3,74,639

6 Recognised in Other Comprehensive income for the year

Remeasurement due to:		
Effect of change in financial assumptions	48,989	75,670
Effect of change in demographic assumptions	-	-
Effect of experience adjustments	86,308	(2,02,766)
Return on plan of assets(excluding interest)	34,650	17,528
Net Actuarial (gain)/loss recognized for the year	1,69,947	(1,09,568)

7 Maturity profile of defined benefit obligation

Within the next 12 months	61,236	46,725
Between 2 to 5 years	4,60,682	3,15,820
Between 5 to 10 years	6,34,711	5,30,525

8 Actuarial assumptions used for estimating defined benefit obligations

Discount Rate	6.70%	7.75%
	0%- 1st year	
	5%-Next year	
Salary Escalation Rate	7%- thereafter	7.50%
Expected Rate of Return on Assets	6.70%	7.75%
Mortality Rate	IALM (2012-14)	IALM (2006-08)
	Ultimate	Ultimate
Attrition/ Withdrawal Rate	5%	5%
The weighted average duration of plan	11.79 years	10.89 years

Notes:

- 1 Salary escalation rate is arrived after taking into account regular increments, price inflation and promotion and other relevant factors such as supply and demand in employment market.
- 2 Discount rate is based on prevailing market yields of Indian Government Securities as at balance sheet date for estimated term of obligations.
- 3 Attrition rate/ withdrawal rate is based on Company's policy towards retention of employees, historical data and industry outlook.
- 4 Expected contribution to defined benefit plans for the financial year 2020-21 is ₹ 1,00,000
- 5 The above information is certified by actuary.

9 Sensitivity analysis:

Increase/ (decrease) on present value of defined benefits obligations at the end of the year:

	Change in assumption	Effect on Gratuity obligation 2019-20	2018-19
Discount rate	+1%	(1,98,096)	1,45,537
	-1%	2,32,576	(1,71,210)
Salary Escalation rate	+1%	1,73,458	(1,28,912)
	-1%	(1,61,264)	1,23,543
Attrition Rate	+1%	(1,690)	(1,815)
	-1%	804	5,287

These gratuity plan typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment Risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yield at the end of reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

UPAL DEVELOPERS PRIVATE LIMITED
Notes to Financial Statements for the year ended 31st March 2020
Other Long term benefit plan compensated absences
Particulars

	2019-20	2018-19
Present value of unfunded obligations	13,01,468	10,59,617
Expenses recognised in the statement of profit and loss	2,68,593	2,97,045
In Other comprehensive income		
Actuarial (Gain) / Loss - Plan liabilities	-	-
Actuarial (Gain) / Loss - Return On Plan Assets	-	-
Net (Income)/ Expense For the period Recognized in OCI	-	-
Discount rate (per annum)	6.70%	7.75%
	0%- 1st year	
	5%-Next year	
Salary escalation rate (per annum)	7%- thereafter	7.50%

36 Segment reporting:

The Company is mainly engaged in real estate activities and hospitality services catering to Indian customer. Accordingly, the Company has only one identifiable segment reportable under IndAS 108 "Operating Segment".

Executive Director (the Chief Operational Decision Maker as defined in INDAS 108 – Operating Segments) monitors the operating results of the entity's business for the purpose of making decisions about resource allocation and performance assessment.

The revenues from transactions with a single customer does not amount to 10 per cent or more of an entity's revenues. For broad category of services rendered refer note no. 28.

37 Corporate Social Responsibility (CSR):
(Amount in ₹)

	2019-20	2018-19
i) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year	15,64,000	10,02,000
ii) Details of expenditure incurred during the year:	-	-

38 Earning per share:
Particulars

	2019-20	2018-19
i) Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	9,96,51,617	9,41,73,205
ii) Weighted Average number of equity shares used as denominator for calculating EPS	1,96,00,000	1,96,00,000
iii) Basic and Diluted Earnings per share (₹)	5.08	4.80
iv) Face value per equity share (₹)	10	10

39 The Leave and License agreements are generally for a period of 1 to 5 years. The terms also provide for escalation of License fees on a periodical basis. Generally, the company has a right to terminate these agreements by giving advance notice as stipulated therein.

Future minimum License Fees receivable under Leave and License agreements for non-expired lock in period as at 31st March 2020 and 31st March 2019 are as follows:

(Amount in ₹)

Particulars	Within one year	After one year but not more than five years	More than five years	Total
As on 31 st March 2020	13,21,69,480	9,43,62,296	-	22,65,31,776
As on 31 st March 2019	2,84,45,052	79,00,040	-	3,63,45,093

Contingent License Fees comprising of Revenue Share income (computed as a % of sales) charged to the Licensees during the year is ₹ 7,17,05,623 (P.Y. ₹ 11,80,67,573)

Figures mentioned in above table are as per Leave and License agreements with Licensees and this excludes any concession given or may be given.

UPAL DEVELOPERS PRIVATE LIMITED**Notes to Financial Statements for the year ended 31st March 2020****40 Related party Disclosure:**

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and

a) Related Party with whom transactions have been taken place and relationships:

	Name of the party	Relationship
1	The Phoenix Mills Limited	Ultimate holding company
2	Big Apple Real Estate Private Limited	Holding company
3	Island Star Mall Developers Pvt. Ltd.	Fellow subsidiary
4	Blackwood Developers Private Limited	Fellow subsidiary
5	Palladium Constructions Private Limited	Fellow subsidiary
6	Offbeat Developers Private Limited	Fellow subsidiary

b) Transactions during the year:

(Amount in ₹)

	Nature of transactions	Name of Related parties					Total
		Big Apple Real Estate Private Limited	Blackwood Developers Private Limited	Offbeat Developers Private Limited	Marketcity Resources Private Limited	Palladium Constructions Private Limited	
1	Unsecured Loan Repaid (Net)	- (9,00,00,000)	- (-)	- (-)	- (-)	- (-)	- (9,00,00,000)
2	Purchase of Property, Plant and Equipment	- (-)	- (-)	- (2,14,985)	- (-)	- (-)	- (2,14,985)
3	Investment in Optionally Convertible Debentures	- (-)	- (-)	- (2,00,00,000)	- (-)	- (-)	- (2,00,00,000)
4	Legal and Professional expenses (Business Support Fees)	- (-)	- (-)	- (-)	1,29,00,000 (81,82,000)	- (-)	1,29,00,000 (81,82,000)
5	Inter Corporate Deposits Given	- (-)	- (-)	6,25,00,000 (-)	- (-)	10,00,00,000 (-)	16,25,00,000 (-)
6	Inter Corporate Deposits repaid	- (-)	- (-)	2,50,00,000 (-)	- (-)	- (-)	2,50,00,000 (-)
7	Interest Income on ICD	- (-)	- (-)	31,74,386 (-)	- (-)	23,24,453 (-)	54,98,839 (-)
8	Sale of Property, Plant and Equipment	- (-)	37,500 (-)	- (-)	- (-)	- (-)	37,500 (-)
9	Legal and Professional expenses (Technical Fees)	- (-)	- (-)	- (-)	- (-)	- (1,20,00,000)	- (1,20,00,000)

UPAL DEVELOPERS PRIVATE LIMITED
Notes to Financial Statements for the year ended 31st March 2020

c) Closing Balance as on March 31, 2020:

(Amount in ₹)

Particulars	Name of Related parties					Total
	Marketcity Resources Private Limited	Big Apple Real Estate Private Limited	Blackwood Developers Private Limited	Offbeat Developers Private Limited	Palladium Constructions Private Limited	
1 Trade payables	10,80,000	-	-	-	-	10,80,000
	(-)	(-)	(-)	(-)	(10,80,000)	(10,80,000)
2 Short Term Loans	-	10,09,99,163	-	-	-	10,09,99,163
	(-)	(10,09,99,163)	(-)	(-)	(-)	(10,09,99,163)
3 Inter Corporate Deposits Given	-	-	-	3,75,00,000	10,00,00,000	13,75,00,000
	(-)	-	(-)	(-)	(-)	-
4 Accrued Interest on ICD	-	-	-	28,56,947	20,92,008	49,48,955
	(-)	-	(-)	(-)	(-)	-
5 Trade receivables	-	-	25,155	-	-	25,155
	(-)	-	(-)	(-)	(-)	-
6 Optionally Convertible Debentures	-	-	-	2,00,00,000	-	2,00,00,000
	(-)	(-)	(-)	(2,00,00,000)	(-)	(2,00,00,000)

Note : - Figures in brackets represents previous year's figures.

1 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

2 Review of outstanding balances is undertaken each financial year through examining the financial position of the related party and the market in which related party operates. These balances are unsecured and their settlement occurs through Banking channel.

UPAL DEVELOPERS PRIVATE LIMITED
Notes to Financial Statements for the year ended 31st March 2020

41 Deferred Tax disclosure

Deferred tax Assets not recognised on the basis of conservative basis.

Deferred tax Assets consists of the following:-

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
Accelerated depreciation for tax purpose	62,63,799	1,13,65,823
Expenses allowable on payment basis	(5,01,822)	(3,12,155)
Provision for loss allowance	(61,54,900)	(59,49,936)
Carry Forward losses	(2,23,58,701)	(5,16,38,746)
Deferred Tax Liabilities/ (Asset)	(2,27,51,624)	(4,65,35,014)

42 Fair Value of Financial assets and Liabilities:

Set out below is the comparison by class of carrying amounts and fair value of Company's financial instruments that are recognised in the financial statements.

Particulars	As at March 31, 2020		As at March 31, 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets designated at amortised cost				
Trade Receivables	6,34,78,212	6,34,78,212	4,43,31,677	4,43,31,677
Cash and Cash Equivalents	51,27,335	51,27,335	1,11,33,611	1,11,33,611
Loans	18,75,00,000	18,75,00,000	-	-
Other financial assets	4,67,03,847	4,67,03,847	3,90,17,575	3,90,17,575
Total	30,28,09,394	30,28,09,394	9,44,82,864	9,44,82,864
Financial liabilities designated at amortised cost				
Borrowings	83,67,76,118	83,67,76,118	86,15,64,896	86,15,64,896
Trade payables and others	67,18,342	67,18,342	96,62,327	96,62,327
Other financial liabilities	13,21,04,116	13,21,04,116	9,80,13,358	9,80,13,358
Total	97,55,98,576	97,55,98,576	96,92,40,581	96,92,40,581

Fair valuation techniques:

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The following methods and assumptions were used to estimate the fair values

- 1 Fair value of Financial Assets & Financial Liability(except long term borrowings) are carried at amortised cost is not materially different from it's carrying cost.
- 2 Fair value of long term borrowings is calculated based on discounted cashflow.

43 Financial risk Management:

The Company's activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

• **Market risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and investments in securities.

Foreign currency risk

The Company is not exposed to any foreign exchange risk as at the respective reporting dates.

Interest rate risk

Fluctuation in fair value or future cash flows of a financial instrument because of changes in market interest rates gives rise to interest rate risk. Almost 100% of the company's borrowings are linked to BR + Margin. Margin may be agreed with the bank from time to time. With all other variables held constant, the following table demonstrates the impact of change in interest rate on borrowing cost on floating rate portion of loans.

Increase/ (decrease) in Interest cost of Long term borrowings for the year:

Change in Rate of Interest	Effect on Profit/(Loss) before tax	
	2019-20	2018-19
+1%/-1%	67,29,942	73,88,383

Commodity and Other price risk

The Company is not exposed to the commodity and other price risk.

UPAL DEVELOPERS PRIVATE LIMITED

Notes to Financial Statements for the year ended 31st March 2020

• Credit Risk

Credit risk is the risk of financial loss to the Company that a customer or counter party to a financial instrument fails to meet its obligations. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, mutual funds and financial institutions and other financial instruments.

Trade and other receivables:

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. To manage credit risk, the Company periodically assesses the financial reliability of the customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Outstanding customer receivables are regularly monitored to make an assessment of recoverability. Receivables are provided as doubtful / written off, when there is no reasonable expectation of recovery. Where receivables have been provided / written off, the Company continues regular followup, engage with the customers, legal options / any other remedies available with the objective of recovering these outstandings.

The Company is not exposed to concentration of credit risk to any one single customer since services are provided to vast spectrum and hence, the concentration of risk with respect to trade receivables is low. The Company also takes security deposits, advances, post dated cheques etc from its customers, which mitigate the credit risk to an extent.

Cash and cash equivalents an other investments

The Company is exposed to counter party risk relating to medium term deposits with banks.

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash and deposit balances other than those required for its day to day operations.

Exposure to credit risk

The gross carrying amount of financial assets, net of impairment losses recognised represents the maximum credit exposure. The maximum exposure to credit risk as at March 31, 2020 and March 31, 2019 is as follows:

	As at 31/03/2020	As at 31/03/2019
Financial assets for which loss allowances is measured using 12 months Expected Credit Losses (ECL):		
Cash and cash equivalents	51,27,335	1,11,33,611
Loans	18,75,00,000	-
Other financial assets	4,67,03,847	3,90,17,575
Financial assets for which loss allowances is measured using Life time Expected Credit Losses (ECL):		
Trade receivables	6,34,78,212	4,43,31,677

Life time Expected credit loss for Trade receivables under simplified approach

Aging of Trade Receivables	Past Due				Total
	0-90 days	90-180 days	180 - 360 days	over 360 days	
As at 31st March, 2020					
Gross Carrying Amount	4,49,46,540	73,98,712	64,15,842	2,91,72,378	8,79,33,472
Expected credit losses (Loss allowance provision)	1,33,150	24,072	4,11,689	2,38,86,348	2,44,55,260
Net Carrying Amount	4,48,13,390	73,74,640	60,04,153	52,86,030	6,34,78,212
As at 31st March, 2019					
Gross Carrying Amount	2,85,26,514	22,62,943	46,44,708	2,87,86,879	6,42,21,044
Expected credit losses (Loss allowance provision)	38,216	62,094	1,73,016	1,96,16,040	1,98,89,366
Net Carrying Amount	2,84,88,298	22,00,849	44,71,692	91,70,838	4,43,31,678

Reconciliation of Changes in the life time expected credit loss allowance:

	2019-20	2018-19
Loss allowance on 1 April,	(1,98,89,366)	(1,83,95,724)
Provided during the year	(45,65,893)	(14,93,642)
Loss allowance on 31st March,	(2,44,55,260)	(1,98,89,366)

Cash and Cash equivalent, other Investment, Loans an other financial assets are neither past due nor impaired. Management is of view that these financial assets are considered good and 12 months ECL is not provided.

• Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current borrowings are sufficient to meet its short to medium term expansion needs. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Particulars	As at March 31, 2020					Total
	Carrying Amount	On Demand	Less than 1 Yr	1- 5 yrs	>5 years	
Borrowings	83,67,76,118	16,95,19,445	4,08,39,699	35,98,27,328	26,65,89,646	83,67,76,118
Other Financial Liabilities	13,21,04,116	9,60,42,580	-	3,60,61,536	-	13,21,04,116
Trade and other payables	67,18,342	-	67,18,342	-	-	67,18,342

Particulars	As at March 31, 2019					Total
	Carrying Amount	On Demand	Less than 1 Yr	1- 5 yrs	>5 years	
Borrowings	86,15,64,896	12,93,14,138	6,51,43,700	33,95,26,659	32,75,80,399	86,15,64,896
Other Financial Liabilities	9,80,13,358	9,07,52,820	-	72,60,538	-	9,80,13,358
Trade and other payables	96,62,327	-	96,62,327	-	-	96,62,327

UPAL DEVELOPERS PRIVATE LIMITED
Notes to Financial Statements for the year ended 31st March 2020

44 Capital management

The primary objective of the Company's capital management is to maximize the shareholder value. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended March 31, 2020 and March 31, 2019.

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short term deposits.

Particulars	As At	As At
	31-03-2020	31-03-2019
Loans and Borrowings	83,67,76,118	86,15,64,896
Less: Cash and cash equivalents + Bank Deposits	4,41,17,165	4,99,42,720
Net Debt	79,26,58,954	81,16,22,175
Total Capital	45,51,98,937	35,57,17,267
Capital+Net Debt	1,24,78,57,891	1,16,73,39,443
Gearing Ratio	64%	70%

45 Contingent Liabilities

- Estimated amount of contracts remaining to be executed on capital account not provided for in the accounts is ₹ 20,08,120/-[excluding advances] (P.Y. ₹ 10,18,222/-).
- Disputed Income Tax (Including TDS) liability for AY 2017-18 amounting to ₹ 6,70,900/- (P.Y. ₹ NIL)
- Disputed Service Tax liability amounting to ₹ 7,29,55,012/- (P.Y. ₹ NIL) as the matter is in appeal before the High Court of Allahabad, Lucknow.
- Disputed Service Tax liability amounting to ₹ 2,49,34,014/- (P.Y. ₹ 9,78,89,026/-) as the matter is in appeal before the Commissioner (Central Excise), Lucknow.
- Disputed UP VAT and Entry Tax liability amounting to ₹ 11,90,000 /- (P.Y. ₹ 13,18,470/-) as the matter is in appeal before the Deputy Commissioner of sales tax, Lucknow.
- Disputed UP VAT and Entry Tax liability amounting to ₹ 22,18,640 /- (P.Y. ₹ 22,18,640 /-) as the matter is in appeal before the Additional Commissioner of sales tax (Appeal), Lucknow.
- Disputed ESIC liability amounting to ₹ 57,40,163 /- (P.Y. ₹ 57,40,163) as the matter is in appeal before the ESIC Appellate Authority, Lucknow.
- Disputed Property Tax amounting to ₹ NIL (P.Y. ₹ 3,69,12,010 for the period from FY 2014 -15 to FY 2018-19).
- Outstanding guarantee given by Banks of ₹ 13,82,498 (P.Y. ₹ 13,82,498).
- The above litigation in Para (b) (c) (d) (e) (f) and (g) above is not expected to have any material adverse impact on the financial position of the company.

46 Additional information as required under Section 186(4) of the Companies Act, 2013 during the year:

Name of the Company	(Amount in ₹)	
	2019-20	2018-19
i) Investment made in Body Corporate.		
Investment in OCD of Offbeat Developers Pvt Ltd	2,00,00,000	2,00,00,000
ii) Loan given by the Company to Body Corporate or person during the year		
Name of the Company		
Offbeat Developers Private Limited	4,00,00,000	-
Palladium Constructions Private Limited	10,00,00,000	-
Nirmala Goenka Estates Private Limited	1,00,00,000	-
Future Retails Limited	4,00,00,000	-
(a) Loans given to the Subsidiaries are repayable on demand.		
(b) All loans are given for general corporate purpose.		
iii) No Guarantee is given by the Company.	-	-

47 Trade receivables and trade payables are subject to confirmation and reconciliation, if any. The same is not expected to have any material impact on the financial statements.

48 The previous year figures have been regrouped, reworked, rearranged and reclassified, whenever necessary and are to be read in relation to the amounts and other disclosures relating to the current year.

UPAL DEVELOPERS PRIVATE LIMITED**Notes to Financial Statements for the year ended 31st March 2020**

49 COVID-19 outbreak has been declared as a pandemic by the WHO, subsequently the Government of India has initiated a series of measures to contain the outbreak, including imposing multiple 'lock-downs' across the country, from March 24, 2020. This has posed significant challenges to the business of the Company. As per the directives of the Central/State Governments it was mandated to close all business activities of the company during the lockdown period.

During the period commencing from the start of the lockdown, the Company has taken various measures to rationalize fixed costs including but not limited to energy conservation, resource deployment and deferral of certain non-critical upgrades.

Being sensitive to the impact of lockdown on the retail partners, the company has provided certain concessions /relief/ moratorium on rentals to its retailers for the period of lockdown. Further, the benefit of reduced fixed costs due to various rationalisation measures undertaken has been passed on by the Company to its retailer partners in form of reduced common area maintenance charges.

The Company has assessed the potential impact of Covid-19 on its capital and financial resources, profitability, liquidity position, ability to service debt and other financing arrangements, supply chain and demand for its services. In order to conserve its cash flows the Company has availed moratorium offered by banking partners as per the RBI guidelines on principal & interest for a period of 6 months.

It has also assessed the potential impact of Covid-19 on the carrying value of property, plant & equipment, Capital work in Progress, intangible assets, investments, trade receivables and other current assets appearing in the financial results of the company. In developing the assumptions and estimates relating to the future uncertainties in the economic conditions because of this pandemic, the company as at the date of approval of these Financial statements has used internal and external sources of information and based on current estimates, expects to recover the carrying amounts of these assets. Considering the uncertainties involved in estimating the impact of this pandemic, the future impact of this pandemic may be different from those estimated as on the date of approval of these financial statements.

The company will continue to closely monitor uncertainties arising of material changes to the future economic conditions.

As per our Report of even date

For and on behalf of the Board of Directors

For Chaturvedi & Shah LLP

Chartered Accountants

(Firm Registration No: 101720W/W100355)

Sanjeev Sarin

Director

DIN:-08721516

Lalit Jain

Director

DIN:- 08715049

Jignesh Mehta

Partner

Membership No.: 102749

Keshav Rawlani

CFO

PAN No.: AQCPR3031J

Priyanka Dusad

Company Secretary

M.NO.: ACS 42321

Place : Mumbai

Date : 24th June, 2020