

B S R & Co. LLP

Chartered Accountants

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Independent Auditor's Report

To the Members of Schloss Udaipur Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Schloss Udaipur Private Limited (the "Company") which comprise the balance sheet as at 31 March 2022, and the statement of profit and loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 ("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 31 March 2022, and its loss and its cash flows 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 Act. Our responsibilities under those SAs 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 Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making

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Independent Auditor's Report (Continued)

Schloss Udaipur Private Limited

judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements 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.

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.

Independent Auditor's Report (Continued)

Schloss Udaipur Private Limited

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. 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 it appears from our examination of those books.
 - c. The balance sheet, the statement of profit and loss and the statement of cash flows 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.
 - e. On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its financial statements - Refer Note 30 to the financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 44 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 45 to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate

Independent Auditor's Report (Continued)

Schloss Udaipur Private Limited

in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above contain any material misstatement.

- e. The Company has neither declared nor paid any dividend during the year.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the Company is not a public company. Accordingly, the provisions of Section 197 of the Act are not applicable to the Company.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248WW-100022



Jaymin Sheth

Partner

Place: Mumbai

Date: 29 September 2022

Membership No.: 114583

ICAI UDIN: 22114583AWQDSK1892

Annexure A to the Independent Auditor's Report on the Financial Statements of Schloss Udaipur Private Limited for the year ended 31 March 2022

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified once in three years. In accordance with this programme, all property, plant and equipment were verified during the year 2020-21. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancy was noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in companies, firms, limited liability partnership or any other parties. The Company has not provided any guarantee or security to companies, firms, limited liability partnership or any other parties during the year. The Company has granted unsecured loans and advances in the nature of loans to employees, fellow subsidiaries and other parties during the year in respect of which the requisite information is as below.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans and advances in the nature of loans to employees, fellow subsidiaries and other parties as below.

Annexure A to the Independent Auditor's Report on the Financial Statements of Schloss Udaipur Private Limited for the year ended 31 March 2022 (Continued)

Rupees in millions

Particulars	Advances in the nature of loans	Loans
Aggregate amount during the year		
Fellow Subsidiaries	170.00	975.00
Employee Loans	-	1.88
Others	-	145.00
Balance outstanding as at balance sheet date		
Fellow Subsidiaries	71.83	700.00
Employee Loans	-	0.09
Others	-	-

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans and advances in the nature of loans provided during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, loans given and advances in the nature of loans to fellow subsidiaries and other parties is repayable on demand and in case of employee loans (as per the policy of the Company loan is interest free) the schedule of repayment is stipulated. The payment of principal and interest has been regular where applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loans as stated below:.

Rupees in millions

Particulars	Related Parties
Aggregate of loans/advances in nature of loan - Repayable on demand	1,290.00
Total	1,290.00
Percentage of loans/advances in nature of loan to the total loans	99.85%

- (iv) In our opinion and according to the information and explanation given to us, the Company has

Annexure A to the Independent Auditor's Report on the Financial Statements of Schloss Udaipur Private Limited for the year ended 31 March 2022 (Continued)

complied with the provisions of Section 185 of the Act in respect of loans covered by the said section. The Company does not have any guarantee given or security provided to which Section 185 and 186 of the Act is applicable. According to the information and explanation given to us, the provisions of Section 186 of the Act in respect of the loan given and advances in the nature of loans, are not applicable to the Company, since it is covered as a Company engaged in business of providing infrastructural facilities. According to the information and explanation given to us there is no investment made by the Company and accordingly Section 186 in respect of investment is not applicable to the Company.

- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise and Sales tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST (Goods and Services Tax).

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Value added tax, Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Value added tax, Cess or other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Rupees in millions*	Period to which the amount relates	Forum where dispute is pending
Rajasthan Value Added Tax Act, 2003	Value Added Tax	8.22	2011-2012 to 2014-2015	Rajasthan Tax Board
Goods and Services Tax Act 2017	Goods and Services Tax	1.31	2017-18	Appellate Authority, State Tax, Udaipur

* Net of amounts paid including under protest

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination

Annexure A to the Independent Auditor's Report on the Financial Statements of Schloss Udaipur Private Limited for the year ended 31 March 2022 (Continued)


- of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
 - (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
 - (d) According to the information and explanations given to us by the management, the Company has not raised funds on short term basis. Accordingly, clause 3(ix)(d) of the Order is not applicable.
 - (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2022. Accordingly, clause 3(ix)(e) is not applicable.
 - (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
 - (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
 - (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
 - (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
 - (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
 - (xiii) The Company is a private limited company and accordingly the requirements as stipulated by the provisions of Section 177 of the Act are not applicable to the Company. In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the Company, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 - (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
 - (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
 - (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

Annexure A to the Independent Auditor's Report on the Financial Statements of Schloss Udaipur Private Limited for the year ended 31 March 2022 (Continued)

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has incurred cash losses of Rs 27.82 millions in the current financial year and Rs 191.02 millions in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) We draw attention to Note 2.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at 31 March 2022. Further, the Company's current assets exceed its current liabilities as at 31 March 2022 by Rs 1,173.59 millions.

During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. Also there was a third wave in the month of January 2022, resulting in restrictions in some states, which also adversely impacted the revenues. This year the Company has seen quite an improvement in business over the previous year, as this year the Company had lesser impact of COVID-19 with lesser restrictions. During the year, the Company has obtained working capital loan from a Bank which has resulted in increase in cash balance as at 31 March 2022. Based on these initiatives undertaken by the Company, there is adequate cash balance to meet its obligations.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the 

B S R & Co. LLP

**Annexure A to the Independent Auditor's Report on the Financial Statements
of Schloss Udaipur Private Limited for the year ended 31 March 2022
(Continued)**

Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022



Jaymin Sheth

Partner

Place: Mumbai

Date: 29 September 2022

Membership No.: 114583

ICAI UDIN:22114583AWQDSK1892

Annexure B to the Independent Auditor's Report on the financial statements of Schloss Udaipur Private Limited for the year ended 31 March 2022

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Schloss Udaipur Private Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

Annexure B to the Independent Auditor's Report on the financial statements of Schloss Udaipur Private Limited for the year ended 31 March 2022 (Continued)

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

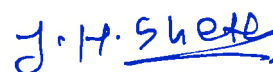
Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248WW-100022



Jaymin Sheth

Partner

Place: Mumbai

Membership No.: 114583

Date: 29 September 2022

ICAI UDIN:22114583AWQDSK1892

SCHLOSS UDAIPUR PRIVATE LIMITED
Balance Sheet as at 31 March 2022

(Rupees in millions)

Particulars	Note	As at 31 March 2022	As at 31 March 2021
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	51.07	51.07
Reserves and surplus	4	(121.85)	30.93
		(70.78)	82.00
Non-current liabilities			
Long-term borrowings	5	4,328.30	3,865.31
Other Long term liabilities	6	26.18	-
Long-term provisions	7	2.16	3.61
		4,356.64	3,868.92
Current liabilities			
Short-term borrowings	8	157.99	12.96
Trade payables	9		
- Dues of micro enterprises and small enterprises		2.15	1.00
- Dues of creditors other than micro enterprises and small enterprises		18.71	35.70
Other current liabilities	10	147.44	87.99
Short-term provisions	11	0.16	0.10
		326.45	137.75
Total		4,612.30	4,088.68
ASSETS			
Non-current assets			
Property, plant and equipment and Intangible Assets			
Property, Plant and Equipment	12	2,888.17	2,928.84
Intangibles assets	13	160.50	223.54
Capital work-in-progress	14	0.55	-
Deferred tax assets (net)	15	-	-
Long-term loans and advances	16	24.63	13.10
Other non-current assets	17	38.40	5.15
		3,112.25	3,170.63
Current assets			
Inventories	18	22.48	22.22
Trade receivables	19	3.55	3.64
Cash and bank balances	20	603.89	624.58
Short-term loans and advances	21	821.23	214.67
Other current assets	22	48.90	52.94
		1,500.05	918.05
Total		4,612.30	4,088.68

Significant accounting policies

2

The notes referred to above form an integral part of the financial statements.

1-45

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

Jaymin Sheth
Partner
Membership Number: 114583

Place: Mumbai
Date: 29 September 2022

For and on behalf of the board of directors of
Schloss Udaipur Private Limited
CIN: U5101DL2019PTC347495

Anuraag Bhatnagar
Director
DIN: 07967035

Place: Mumbai
Date: 29 September 2022

Ravi Shankar
Director
DIN: 07967039

Place: Mumbai
Date: 29 September 2022



SCHLOSS UDAIPUR PRIVATE LIMITED
Statement of profit and loss for the year ended 31 March 2022

(Rupees in millions)

Particulars	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue from operations	23	644.52	349.65
Other income	24	86.71	12.95
Total Income		731.23	362.60
Expenses			
Consumption of food and beverages	25	37.58	28.47
Employee benefits expense	26	116.20	98.59
Finance costs	27	354.33	259.78
Depreciation and amortisation expense	28	125.09	138.83
Other expenses	29	250.82	166.74
Total expenses		884.02	692.41
Loss before tax		(152.79)	(329.81)
Tax expense			
- Current tax		-	-
- Deferred tax charge / (credit)	15	-	-
Loss after tax		(152.79)	(329.81)
Earning per equity share (in rupees)			
Basic earnings per share (Face value Rs. 10 each)	34	(29.92)	(81.93)
Diluted earnings per share (Face value Rs. 10 each)		(29.92)	(81.93)

Significant accounting policies

2

The notes referred to above form an integral part of the financial statements

1-45

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

J. H. Sheth

Jaymin Sheth
Partner
Membership Number: 114583

Place: Mumbai
Date: 29 September 2022

For and on behalf of the board of directors of
Schloss Udaipur Private Limited
CIN: U5510/DL2019PTC347495



Anurag Bhatnagar
Director
DIN: 07967035

Place: Mumbai
Date: 29 September 2022

Ravi Shankar

Ravi Shankar
Director
DIN: 07967039

Place: Mumbai
Date: 29 September 2022

SCHLOSS UDAIPUR PRIVATE LIMITED
Cash flow statement for the year ended 31 March 2022

Particulars	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	(152.79)	(329.81)
Profit/(Loss) before tax for the year	125.09	138.83
Adjustments for:	354.33	259.79
Depreciation and amortisation	1.25	-
Finance costs	(1.38)	(0.04)
Provision / write off of trade and other receivables	(1.53)	-
Compensated absences written back	(15.82)	3.75
Net gain on disposal of property, plant and equipment	309.15	72.52
Interest income	-	-
Operating cash flows before working capital changes	(4.08)	(67.11)
Working capital movements:	(0.26)	1.87
(Increase)/Decrease in loans and advances	(1.17)	9.30
(Increase)/Decrease in inventories	3.74	(57.36)
(Increase)/Decrease in trade receivables	(15.84)	(3.69)
Decrease/(Increase) in other assets	33.49	(38.61)
(Decrease)/Increase in trade payables	(0.01)	(2.13)
Increase/(Decrease) in other liabilities	325.04	(85.21)
(Decrease)/Increase in provisions	(7.09)	(1.45)
Cash generated from operations	317.95	(86.66)
Income taxes paid, net	-	-
Net cash flows generated from operating activities (A)	(24.62)	(13.34)
Cash flows from investing activities	1.58	-
Payment for purchase of property, plant and equipment including capital work in progress	417.52	(480.03)
Proceeds from property, plant and equipments including capital work in progress	(33.25)	-
Proceeds / investment in fixed deposits	(604.00)	(96.00)
Proceeds from maturity of fixed deposits	15.82	0.68
Inter-corporate deposits given, net	(226.95)	(588.69)
Interest received	-	-
Net cash flows used in investing activities (B)	611.54	711.13
Cash flows from financing activities	-	172.42
Proceeds from long-term borrowings	(3.53)	(1.90)
Proceeds from issuance of equity shares including securities premium	(302.19)	(150.43)
Repayment of long-term borrowings	305.82	731.22
Finance costs paid (Refer note 5A(F))	-	-
Net cash flows generated from financing activities (C)	396.82	55.87
Net increase in cash and cash equivalents (A+B+C)	89.55	33.68
Cash and cash equivalents as at beginning of the year	486.37	89.55
Cash and cash equivalents at the end of the period	575.92	123.23
Components of cash and cash equivalents	0.53	0.53
Cash on hand	45.84	89.02
Balance with banks	440.00	-
- in current account	486.37	89.55
- in deposit accounts with original maturity of less than 3 months	-	-
Total cash and cash equivalents (Refer note 20)	486.37	89.55

The cash flow statement has been prepared in accordance with "Indirect Method" as set out on Accounting Standard -3 on "Cash Flow Statements" referred to in Companies Act, 2013.

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

For **BSR & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

J. H. Sheth

Jaymin Sheth
Partner
Membership Number: 114583

Place: Mumbai
Date: 29 September 2022

For and on behalf of the board of directors of
Schloss Udaipur Private Limited
CIN: U55101DL2019PTC347495



Anurag Binaynagar
Director
DIN: 07967035

Ravi Shankar
Director
DIN: 07967039

Place: Mumbai
Date: 29 September 2022

Place: Mumbai
Date: 29 September 2022

SCHLOSS UDAIPUR PRIVATE LIMITED

Notes to the financial statements for the year ended 31 March 2022 (Continued)

1 Company information

Schloss Udaipur Private Limited ("the Company") an Indian subsidiary of Project Ballet Udaipur Holdings (DIFC) Private Limited was incorporated on 20 March 2019 under the provisions of Companies Act, 2013 and started its operations effective 17 October 2019 by acquiring Udaipur hotel undertaking of HLV Limited. The Company is in the hospitality industry and operates hotel under the brand name of "THE LEELA".

2 Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

2.1 Basis of preparation of financial statements

The accompanying financial statements are prepared in compliance with the requirements under Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standard Amendment Rules, 2016) and other Generally Accepted Accounting Principles ("GAAP") in India, under the historical cost convention, on the accrual basis of accounting. The financial statements are prepared in Indian rupees in millions.

2.2 Going Concern

The Company has incurred a loss of Rs.152.79 millions during the year ended 31 March 2022, has accumulated losses of Rs.528.3 millions and negative net worth of Rs.70.78 millions at 31 March 2022.

During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. Also there was a third wave in the month of January 2022, resulting in restrictions in some states, which also adversely impacted the revenues. This year the Company has seen quite an improvement in business over the previous year, as this year the Company had lesser impact of COVID-19 with lesser restrictions.

During the year, the Company has obtained working capital loan from a Bank which has resulted in increase in cash balance as at 31 March 2022.

Based on these initiatives undertaken by the Company, there is adequate cash balance to meet its obligations.

The Company has assessed the potential impact of Covid-19 on its capital and financial resources, profitability and overall liquidity position. 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 assets. The impact of Covid-19 may be different from that estimated as at the date of approval of these financial statements. The Company will continue to closely monitor any material changes to future economic conditions as the COVID-19 situation continues to evolve.

In view of the above, the Company believes that it will be able to meet all its contractual obligations and liabilities as and when they fall due in near future and accordingly, these financial statements have been prepared on a going concern basis.

2.3 Use of estimates

The preparation of financial statements in conformity with GAAP in India requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.4 Current / Non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within twelve months after the balance sheet date; or
- it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

Current assets include the current portion of non-current assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months after the balance sheet date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current liabilities.

All other liabilities are classified as non-current.

Operating cycle

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

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.



2.5 Foreign exchange translation

Initial recognition

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Conversion

Monetary items denominated in foreign currencies at the year end are restated at year end rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange difference

Exchange differences arising on the settlement or on reporting of monetary items of Company at rates different from those at which they were initially recognized are recorded as income or expense in the year in which they arise.

2.6 Cash flow statement

Cash flows are reported using indirect method, whereby profit / (loss) before tax for the year is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

2.7 Cash and cash equivalents

Cash comprises of cash in hand and demand deposits with banks. cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.8 Earnings per share

The basic and dilutive earnings per equity share is computed by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares, unless the results would be anti-dilutive.

2.9 Revenue recognition

Revenue is recognised upon rendering of the service, provided pervasive evidence of an arrangement exists, tariff / rates are fixed or are determinable and collectability is reasonably certain. Revenue comprises sale of rooms, food and beverages and allied services relating to hotel operations, including management and operating fees. Rebates and discounts granted to customers are reduced from revenue.

Interest income

Interest income is recognised on a time proportion basis taking into account amount outstanding and interest rate applicable.

2.10 Property, plant and equipment

Property, plant and equipment (tangible assets) are carried at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment upto the date the asset is ready for its intended use.

Capital work-in-progress comprises of the cost of property, plant and equipment that are not yet ready for their intended use at the balance sheet date.

Depreciation on tangible property, plant and equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of buildings, plant and machinery and furniture and fixtures, in whose case the life of the assets has been re-assessed as under based on technical evaluation, taking into the account the nature of the asset, the estimated usage of the asset, aspects such as modifications effected since acquisition, the present condition of the existing assets and level of maintenance.

Depreciation is provided on a pro-rata basis i.e. from the date on which assets is ready for use. Depreciation on sale of asset is provided up to the date of sale of the asset.



SCHLOSS UDAIPUR PRIVATE LIMITED
Notes to the financial statements for the year ended 31 March 2022 (Continued)

Based on the above, the estimated useful lives of the property, plant and equipment are as follows:

Category of assets	Useful life as per Schedule II (in years)	Useful life as per Technical Assessment (in years)
Buildings	60 years	60 years
Plant and machinery	15 years	3 years to 15 years
Furniture and fixtures	8 years	8 years
Office equipments	5 years	Not Applicable
Computers	3 years	Not Applicable
Data processing units	6 years	Not Applicable
Vehicles	6 years	Not Applicable

A property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses from disposal / retirement of an tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

2.11 Intangible assets

Intangible assets are carried at cost of acquisition less accumulated amortisation and impairment loss, if any. Intangible assets are amortized on a straight-line basis over the period in which economic benefits will be derived from their use. The amortisation period and the amortisation method are reviewed atleast each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Based on the above, the estimated useful lives of the intangible assets are as follows:

Category of assets	Useful life (in years)
Goodwill	5 years
Computer software	6 years

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses from disposal / retirement of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

2.12 Impairment of assets

In accordance with AS 28 on 'Impairment of assets', the Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. Value in use is the present value of the estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. In assessing the value in use, the estimated future cash flows are discounted to their present value based on appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciable historical cost.

2.13 Taxation

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

Current tax

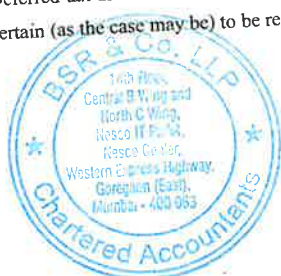
Provision for current tax is recognized based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the tax laws applicable to the Company.

Deferred tax

Deferred tax is recognized in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in the subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that the sufficient future taxable income will be available against which such deferred tax assets can be realized.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.



2.14 Employee benefits

Short-term benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include salary, wages and bonus, short term compensated absences such as paid annual leave and sickness leave. The undiscounted amount of short-term employee benefits (including compensated absences) expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period of rendering of service by the employee.

Long term employee benefits

Defined contribution plans

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are recognized as an expense when employees have rendered service entitling them to the contributions.

Defined benefit plans

(Post-employment benefit)

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the balance sheet date. When the calculation results in a benefit to the Company, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan. Actuarial gains and losses are recognized immediately in the statement of profit and loss.

Other long-term employee benefits

Compensated absences

The employees can carry forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or received cash compensation on termination of employment. The Company records obligation for compensated absences in the period in which the employee renders services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation.

2.15 Inventories

Stock of food and beverages and stores and operating supplies are carried at the lower of cost (computed on a weighted average basis) or net realisable value. Cost includes the fair value of consideration paid including duties and taxes (other than those refundable), inward freight and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

2.16 Provisions and contingent liabilities

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

Contingencies:

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continuously and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.



SCHLOSS UDAIPUR PRIVATE LIMITED

Notes to the financial statements for the year ended 31 March 2022 (Continued)

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
3 Share capital		
Authorised		
14,750,000 (Previous Year: 14,750,000) equity shares of Rs 10 each	147.50	147.50
	147.50	147.50
Issued, subscribed and paid up		
5,107,142 (Previous Year: 5,107,142) equity shares of Rs 10 each, fully paid up	51.07	51.07
	51.07	51.07

a) Reconciliation of number of shares and amounts at the beginning and at the end of the reporting period

Particulars	As at 31 March 2022		As at 31 March 2021	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	51,07,142	51.07	28,60,000	28.60
Shares issued during the year	-	-	22,47,142	22.47
At the end of the year	51,07,142	51.07	51,07,142	51.07

b) Rights, preference and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not show of hands) are in proportion to its share of the paid-up equity capital of the Company.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company.

c) Shares held by holding company / ultimate holding company

Particulars	As at 31 March 2022		As at 31 March 2021	
	No. of shares	Amount	No. of shares	Amount
Equity shares of Rs. 10 each fully paid-up				
BSREP III India Ballet II Pte. Ltd., holding company	-	-	51,07,141	51.07
BSREP III India Ballet Pte. Ltd., ultimate holding company	-	-	1	0.00
Project Ballet Udaipur Holdings (DIFC) Private Limited, holding company	51,07,141	51.07	-	-
BSREP III India Ballet Holdings (DIFC) Limited, ultimate holding company	1	0.00	-	-
	51,07,142	51.07	51,07,142	51.07

d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31 March 2022		As at 31 March 2021	
	No. of shares	% of Holding	No. of shares	% of Holding
Equity shares of Rs. 10 each fully paid-up				
Project Ballet Udaipur Holdings (DIFC) Private Limited, holding company	51,07,141	99.99998%	-	-
BSREP III India Ballet II Pte. Ltd., holding company	-	-	51,07,141	99.99998%
	51,07,141	99.99998%	51,07,141	99.99998%

e) Terms of any securities convertible into equity shares

Refer note 5 for terms of conversion of Compulsorily Convertible Debentures into equity shares

f) Company has not issued any bonus shares, shares for consideration other than cash and neither bought back any shares from the date of incorporation

g) Disclosure of Shareholding of Promoters

Equity shares of Rs. 10 each fully paid-up	As at 31 March 2022		As at 31 March 2021		Change in % of Holding
	No. of shares	% of Holding	No. of shares	% of Holding	
Promoters					
Project Ballet Udaipur Holdings (DIFC) Private Limited	51,07,141	99.99998%	-	0.00%	99.99998%
BSREP III India Ballet Holdings (DIFC) Limited	1	0.00002%	-	0.00%	0.00002%
	51,07,142	100.00000%	-	0.00%	100.00000%



4 Reserves and surplus	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Particulars		
Securities premium account:	406.45	256.50
At the commencement of the year	-	149.95
Add: Premium on shares issued during the year	406.45	406.45
At the end of the year		
Retained earnings:	(375.52)	(45.71)
At the commencement of the year	(152.79)	(329.81)
Add: Loss for the year	(528.30)	(375.52)
At the end of the year	(121.85)	30.93
Total		
5 Long-term borrowings	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Particulars		
Secured:		
Term loans:	3,061.29	3,023.27
- From banks	(15.49)	(1.09)
Rupee term loan (Refer note A.1.)	3,045.80	3,022.18
Less: Amount disclosed under short term borrowings (Refer note A 1.(d) below)		
	1,140.00	570.00
Working capital term loan (Refer note A.2. & A.3.)	(142.50)	(11.88)
Less: Amount disclosed under short term borrowings (Refer note A 2 (c) below)	997.50	558.13
	285.00	285.00
Unsecured:	285.00	285.00
10.50% unsecured compulsorily convertible debentures (Refer note B)	4,328.30	3,865.31
Total		

Notes:

- A. Term loan from Bank**
- A.1. The lender has granted a term loan facility under the Common Facility Agreement dated 30 September 2019 to the Company and three co-borrowers i.e. Schloss Chennai Private Limited, Schloss Bangalore Private Limited and Schloss Chanakya Private Limited, for a total amounting to Rs. 27,500.00 millions for the purpose of acquisition and refurbishment of the hotel property acquired by each of the three co-borrowers and the Company's hotel property in Udaipur. The door to door tenure of the loan is 15 years including moratorium of one year. The loan is repayable in 36 quarterly structured installments beginning 31 December 2020. The loan carries interest rate linked to lender's one year marginal cost of funds based lending rate ("MCLR"), subject to annual reset, plus spread ranging from 0.80% to 1.60% based on the external credit rating. The Company has available facility of Rs. 2,990.00 millions (Previous Year: Rs. 2,990.00 millions (including undrawn amount of Rs 56 millions (Previous Year: Rs. 97 millions)) and rate of interest as on 31 March 2022 is 7.80 % p.a. (Previous Year: 7.80 % p.a)
- (a) **Primary security:**
The total term loan under the said agreement is secured against assets of the Company, other co-borrowers and obligors i.e. Schloss HMA Private Limited and Leela Palaces and Resorts Limited under the said agreement is secured against assets of the Company, other co-borrowers and obligors i.e. Schloss HMA Private Limited and Leela Palaces and Resorts Limited under the said agreement, inter alia, including:
i. Exclusive charge on the entire assets (including mortgage of property and / or mortgage of leasehold rights in case of leasehold property, if any) (present & future).
ii. Exclusive charge on brand 'Leela' pertaining to Hotels, other intangibles, Goodwill, Intellectual Property (IP), uncalled capital (present and future).
iii. Exclusive charge on all bank accounts including but not limited to Escrow account (present & future).
iv. First charge on the entire current assets (present and future).
v. Hypothecation of cash flows
- (b) **Corporate guarantee:**
i) of Schloss HMA Private Limited, a fellow subsidiary
ii) of Leela Palaces and Resorts Limited, a fellow subsidiary
- (c) **Other security:**
i) Pledge of 30% shares of the Company held by the Project Ballet Udaipur Holdings (DIFC) Private Limited, Holding company, in favour of security trustee for the benefit of lenders for the entire term loan exposure.
ii) A guarantee of BSREP III India Ballet Pte. Limited, ultimate Holding company, situated at Singapore upto an amount of Rs. 3,000 millions, enforceable at Singapore towards meeting the shortfall in debt service obligations till 30 March 2022.
iii) A guarantee of BSREP III India Ballet Holdings (DIFC) Limited, ultimate Holding company, situated at Dubai upto an amount of Rs. 3,000 millions, enforceable at Dubai towards meeting the shortfall in debt service obligations from 31 March 2022.
iv) Mortgage on the land situated at Agra owned by Leela Palaces and Resorts Limited
- (d) Current maturities of long-term borrowings are classified as short term borrowings
- (e) **Modification in facility terms:**
Lender on the request of the management has waived the requirement of testing of financial covenants till the end of FY 2022-23 with testing to be performed on the audited balance sheet as at 31 March 2024 onwards.
- (f) **Moratorium on interest:**
Company has availed the moratorium facility for interest on term loan for the period March, 2020 to August 2020 which has been further capitalised into term loan w.e.f. 01 October 2020 amounting to Rs. 128.58 millions (Previous year Rs. 131.02 millions)
- A.2. The lender has granted a Working capital term Loan (WCTL) Facility under Guaranteed Emergency Credit Line 2.0 (GECL 2.0) facility of Rs. 570 millions on 17 February, 2021 to the Company to augment net working capital, requirements to meet operational liabilities. The door to door tenure of the loan is 5 years including moratorium of principal of one year. The loan is repayable in 48 quarterly structured installments beginning 30 April 2022. The loan carries interest rate linked to lender's one year marginal cost of funds based lending rate ("MCLR"), plus 1%, subject to annual reset.
- (a) **Primary security:**
Second charge on securities mentioned in A.1 (a) above.
- (b) **Other security:**
i) Pledge of 30% shares of the Company held by the Project Ballet Udaipur Holdings (DIFC) Private Limited, Holding company, in favour of security trustee for the benefit of lenders for the entire term loan exposure.
ii) Extension of mortgage on the land situated at Agra owned by Leela Palaces and Resorts Limited
- (c) Current maturities of long-term borrowings are classified as short term borrowings



Notes (Continued):

A.3. The lender has granted a Working capital term Loan (WCTL) Facility under Guaranteed Emergency Credit Line 3.0 (GECL 3.0) facility of Rs 570 millions (Previous Year: Nil) on 9 December, 2021 to the Company to augment net working capital requirements to meet operational liabilities. The loan carries interest rate linked to lender's six months marginal cost of funds based lending rate ("MCLR"), plus 1%, subject to annual reset. The loan is repayable in 48 quarterly structured installments beginning December 2023. The loan carries interest rate linked to lender's six months marginal cost of funds based lending rate ("MCLR"), plus 1%, subject to annual reset.

(a) Primary security:
Second charge on securities mentioned in A.1 (a) above

(b) Other security:
i) Pledge of 30% shares of the Company held by the Project Ballet Udaipur Holdings (DIFC) Private Limited, Holding company, in favour of security trustee for the benefit of lenders for the entire term loan exposure.
ii) Extension of mortgage on the land situated at Agra owned by Leela Palaces and Resorts Limited.

(c) Current maturities of long-term borrowings are classified as short term borrowings

B 10.50% unsecured compulsorily convertible debentures

(a) Conversion terms:
At the end of the tenure (15 years), each Compulsorily Convertible Debentures ("CCD") of face value of Rs 100 each will be converted into 1 equity share of face value of Rs 10 each. CCD can be converted during the tenure of CCD at the option of both the parties i.e., CCD Holder and the Company. Provided that the CCDs shall automatically stand converted into equity shares upon:
(a) Commencement of the corporate insolvency resolution process of the Company or any of the co-borrowers under the Common Facility Agreement dated 30 September 2019 executed with the lender; or
(b) Conversion of loan into equity of the Company or any or all of the co-borrowers under the Common Facility Agreement, unless otherwise instructed by the lender as per the Common Facility Agreement who have provided the loans or who may have accessed to the financing documents.

(b) Restriction on payment of interest on CCDs:
As per terms of the Common Facility Agreement referred at clause 5(A) above, interest on the CCDs shall be due but cannot be paid by the Company until all the dues under Common Facility Agreement are completed or seized.

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Interest accrue but not due CCD (Refer note 5B(b) & 27)	26.18	-
	26.18	-

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Provision for employee benefits:	1.00	1.92
- Compensated absences	1.16	1.69
- Gratuity (Refer note 36)	2.16	3.61

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Current maturities of long-term borrowings (Refer note 5A.1(d))	157.99	12.96
	157.99	12.96

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Total outstanding dues of micro enterprises and small enterprises (Refer note below)	2.15	1.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	0.50	0.33
Related parties (Refer note 35)	18.21	35.37
Others	20.86	36.70

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.03	0.04
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	3.26	1.88
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.00	0.03
Interest due and payable towards suppliers registered under MSMED Act, for payments already made *	-	-
Further interest remaining due and payable for earlier years	-	-

The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under MSMED Act

* Interest due and payable towards suppliers registered under MSMED Act, for payments already made amounts to Rs 259 (Previous year: Rs 27,925)



SCHLOSS UDAIPUR PRIVATE LIMITED
Notes to the financial statements for the year ended 31 March 2022 (Continued)

9 Trade payables (Continued)

Trade payables ageing schedule
As at 31 March 2022 (Rupees in millions)

Particulars	Outstanding for following periods from date of transaction					Total
	Accrued expenses	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	2.15	-	-	-	2.15
(ii) Others	9.42	9.30	-	-	-	18.71
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	20.86
Total	9.42	11.44	-	-	-	20.86

As at 31 March 2021 (Rupees in millions)

Particulars	Outstanding for following periods from date of transaction					Total
	Accrued expenses	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	1.00	-	-	-	1.00
(ii) Others	10.86	24.46	0.38	-	-	35.69
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	36.69
Total	10.86	25.45	0.38	-	-	36.69



SCHLOSS UDAIPUR PRIVATE LIMITED
 Notes to the financial statements for the year ended 31 March 2022 (Continued)

10 Other current liabilities

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Trade / security deposits	0.15	0.15
Advance from customers	89.29	71.90
Employee dues payable	12.73	2.09
Statutory dues payable	5.71	0.98
- Tax deducted at source and equalisation levy	12.52	11.71
- Goods and services tax	0.84	0.74
- Provident fund	0.06	0.05
- Employees state insurance	0.19	0.38
- Value added tax	25.95	-
Interest accrued but not due on borrowings	147.44	87.99

11 Short-term provisions

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Provision for employee benefits:	0.11	0.04
- Compensated absences	0.06	0.06
- Gratuity (Refer note 36)	0.16	0.10





SCHLOSS UDAIPUR PRIVATE LIMITED
Notes to the financial statements for the year ended 31 March 2022 (Continued)

(Rupees in millions)

12. Property, plant and equipment

	Building	Freehold land	Plant and machinery	Property, plant and equipment Furniture and fixtures	Office equipments	Computers and data processing units	Vehicles	Total
Gross block								
At 01 April 2020	1,154.74	1,689.84	159.96	16.78	1.53	3.40	21.82	3,048.07
Additions during the period	1.33	1.95	1.55	-	0.12	-	4.23	11.15
Disposals during the period	-	-	-	16.78	1.65	5.37	26.05	3,059.22
At 31 March 2021	1,156.07	1,691.79	161.51	1.88	0.12	9.96	0.84	3,079.69
Additions during the year	-	3.26	3.30	1.88	-	-	0.84	8.26
Disposals during the year	-	-	-	18.66	1.77	15.33	28.00	63.76
At 31 March 2022	1,156.07	1,695.05	164.81	14.71	1.13	0.67	2.36	54.62
Accumulated depreciation								
At 01 April 2020	10.68	-	25.07	0.42	0.23	1.38	3.97	75.76
For the period	23.37	-	46.39	-	-	-	-	70.16
Disposals during the period	-	-	71.46	15.13	1.36	2.05	6.33	130.38
At 31 March 2021	34.05	-	31.32	0.39	0.15	2.24	4.46	61.93
For the year	-	-	-	-	-	-	0.79	0.79
Disposals during the year	57.42	-	102.78	15.52	1.51	4.29	10.00	191.52
At 31 March 2022	1,098.65	1,695.05	62.03	3.15	0.26	11.04	18.00	2,888.17
Net block at 31 March 2022	1,122.02	1,691.79	90.05	1.65	0.29	3.32	19.72	2,928.84

(Rupees in millions)

	Computer software	Intangible assets Goodwill	Total
Gross block			
At 01 April 2020	2.47	311.82	314.29
Additions during the period	1.17	-	1.17
Disposals during the period	3.64	311.82	315.46
At 31 March 2021	0.12	-	0.12
Additions during the year	-	-	-
Disposals during the year	3.76	311.82	315.58
At 31 March 2022	0.32	28.53	28.85
Accumulated amortisation			
At 01 April 2020	0.70	62.37	63.07
For the period	-	-	-
Disposals during the period	1.02	90.90	91.92
At 31 March 2021	0.80	62.36	63.16
For the year	1.82	153.26	155.08
Disposals during the year	-	-	-
At 31 March 2022	1.94	158.56	160.50
Net block at 31 March 2022	2.62	230.02	232.64

13. Intangible assets

SCHLOSS UDAPUR PRIVATE LIMITED
Notes to the financial statements for the year ended 31 March 2022 (Continued)

14 Capital work in progress (Rupees in millions)

As at 01 April 2020	-
Additions during the year	-
Assets capitalised during the year	-
As at 31 March 2021	0.55
Additions during the year	-
Assets capitalised during the year	0.55
As at 31 March 2022	1.10

Capital work in progress (CWIP) Ageing Schedule

As at 31 March 2022	Amount in Capital work in progress for a period of			Total
	Less than 1 year	1 - 2 years	2 - 3 years	
Capital work in progress	0.55	-	-	0.55
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-
As at 31 March 2021	-	-	-	-
Capital work in progress	-	-	-	-
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-



15 Deferred tax assets (net) (Rupees in millions)

Particulars	As at	As at
	31 March 2022	31 March 2021
The components of deferred tax balances are as follows:		
(A) Deferred tax liability	1.56	-
Arising on account of timing differences in:	38.57	21.71
Provision for employee benefits		
Excess of depreciation / amortisation on property, plant and equipment under income tax laws over depreciation / amortisation provided in the books	40.13	21.71
(B) Deferred tax assets	-	1.52
Arising on account of timing differences in:	8.75	20.19
Provision for employee benefits	0.38	-
Disallowance u/s 43B of the Income-tax Act, 1961	31.00	-
Provision for trade and other receivables	40.13	21.71
Unabsorbed depreciation / business loss	-	-

Deferred tax assets (net) - (A)-(B)

Note
In absence of virtual certainty, Deferred Tax Asset Rs 108.18 millions (Previous year Rs 86.28 millions) on accounted depreciation/business losses and disallowance u/s 43B has not been recognised

16 Long term loans and advances (Rupees in millions)

Particulars	As at	As at
	31 March 2022	31 March 2021
Unsecured, considered good:	9.26	6.58
Capital advances	1.71	3.99
Prepaid expenses	4.04	2.54
Balances with government authorities	9.62	13.11
Advance tax and tax deducted at source	24.63	13.11

17 Other non-current Assets (Rupees in millions)

Particulars	As at	As at
	31 March 2022	31 March 2021
Security deposits	5.15	5.15
Margin money deposits with original maturity of more than 12 months	0.33	-
Fixed deposit account with original maturity of more than 12 months	32.92	-
	38.40	5.15

18 Inventories (Rupees in millions)
(At lower of cost and net realisable value)

Particulars	As at	As at
	31 March 2022	31 March 2021
Food and beverages	13.91	12.11
Stores and operating supplies	8.57	10.11
	22.48	22.22

19 Trade receivables (Rupees in millions)

Particulars	As at	As at
	31 March 2022	31 March 2021
Receivables outstanding for a period exceeding six months from the date they were	0.08	-
- Unsecured, considered good	1.48	0.23
- Unsecured, considered doubtful	1.56	0.23
	1.48	0.23
Less: Provision for doubtful receivables	0.08	-
	3.47	3.64
Other receivables:		
- Unsecured, considered good	3.55	3.64



SCHLOSS UDAIPUR PRIVATE LIMITED
Notes to the financial statements for the year ended 31 March 2022 (Continued)

19 Trade receivables (Continued)

Trade receivables ageing schedule
As at 31 March 2022

Particulars	Outstanding for following periods from date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	3.47	0.08	-	-	-	3.55
(ii) Undisputed Trade Receivables - considered doubtful	-	1.48	-	-	-	1.48
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-
Less: provision for doubtful debts	-	(1.48)	-	-	-	(1.48)
Total	3.47	0.08	-	-	-	3.55

As at 31 March 2021

Particulars	Outstanding for following periods from date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	3.64	-	-	-	-	3.64
(ii) Undisputed Trade Receivables - considered doubtful	-	0.23	-	-	-	0.23
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-
Less: provision for doubtful debts	-	(0.23)	-	-	-	(0.23)
Total	3.64	-	-	-	-	3.64



20 Cash and bank balances

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
<i>Cash and cash equivalents:</i>		
Cash on hand	0.53	0.53
Balance with banks		
- in current accounts	45.84	89.02
- in fixed deposit account with original maturity of less than 3 months	440.00	-
Other bank balances		
Balance with banks		
- in fixed deposit account with original maturity of more than 3 months but less than 12 months	117.52	535.03
	<u>603.89</u>	<u>624.58</u>

21 Short-term loans and advances

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good:		
To related parties (Refer note 35)		
Inter corporate deposit given (Refer note 35)	700.00	96.00
Advance against management fees	71.84	80.94
Other Advances	0.30	-
Other than related parties		
Prepaid expenses	9.25	11.96
Advance to suppliers	14.47	3.77
Balances with government authorities	25.28	21.88
Loans and advances to employees	0.09	0.12
	<u>821.23</u>	<u>214.67</u>

Loans and advances to related parties

Type of Borrower	As at 31 March 2022		As at 31 March 2021	
	Amount of loan or advance in the nature of loan outstanding	% of total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	% of the total Loans and Advances in the nature of loans
Related Parties*	771.84	100%	176.94	100%

* Related parties with common directors.

22 Other current assets

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
To Related Parties (Refer note 35)		
Interest receivable	22.86	4.10
Receivable against settlement in relation with business acquisition	-	25.22
Receivable against business support services	-	0.02
Other than related parties		
Interest receivable	6.10	1.58
Unbilled revenue	19.94	22.02
	<u>48.90</u>	<u>52.94</u>



SCHLOSS UDAIPUR PRIVATE LIMITED
Notes to the financial statements for the year ended 31 March 2022 (Continued)

23 Revenue from operations	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Particulars		
(a) Sale of products:		
Food and beverages revenue	173.67	122.98
(b) Sale of services:		
Room income	454.65	218.54
Other allied services (laundry income, health club income, airport transfers, membership etc.)	16.20	8.13
	470.85	226.67
	644.52	349.65

24 Other income	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Particulars		
Interest income :	16.66	3.75
- fixed deposit	32.48	4.75
- from intercorporate deposit	22.47	-
- others	1.38	0.04
Compensated absences and gratuity written back (Refer Note 36)	0.02	0.00
Net gain or loss on foreign currency transaction and translation	1.53	-
Net gain or loss on sale of fixed assets	12.17	4.41
Miscellaneous income	86.71	12.95

25 Consumption of food and beverages	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Particulars		
Inventory at the beginning of the year	28.47	17.84
Add: Purchases	23.02	22.74
	51.49	40.58
Less: Inventory at the end of the year	13.91	12.11
	37.58	28.47

26 Employee benefits expense	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Particulars		
Salaries and wages	95.42	86.72
Contribution to provident fund and employees state insurance (Refer Note 36)	5.30	4.63
Staff welfare expenses	15.48	7.24
	116.20	98.59

27 Finance costs	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Particulars		
Interest expense on:	309.25	253.65
- Term loans *	29.93	-
- Compulsorily convertible debentures (CCDs) **	15.15	6.13
Other borrowing costs (term loan upfront fee, processing fee, advisory fee etc.)	354.33	259.78

* Includes interest on working capital term loan of Rs 57.48 millions

** During previous year, on request by the Company, the CCD holder had waived the interest till 31 March 2021



SCHLOSS UDAIPUR PRIVATE LIMITED
Notes to the financial statements for the year ended 31 March 2022 (Continued)

28 Depreciation and amortisation	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Particulars		
Depreciation on Property, Plant & Equipments	61.93	75.76
Amortisation of intangible assets	63.16	63.07
	<u>125.09</u>	<u>138.83</u>

29 Other expenses	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Particulars		
Consumption of stores and operating supplies	21.04	17.64
Power and fuel	43.48	40.59
Repairs and maintenance		
- buildings	10.56	7.57
- plant and machinery	9.35	5.85
- others	14.46	8.04
Insurance	3.66	3.25
Communication	2.22	1.71
Travelling and conveyance	2.16	0.78
Guest transport	4.03	4.10
Printing and stationery	0.97	0.68
Reservation fee	0.83	0.65
Sales and credit card commission	34.88	15.55
Business promotion	23.82	19.43
Management fees (Refer note 35)	45.23	16.54
Legal and professional fees	11.03	7.25
Payment to auditor's (Refer note below)	1.70	1.30
Provision / write-off of trade and other receivables	1.25	-
Rates and taxes	11.14	9.01
Bank charges	0.30	0.19
Miscellaneous Expenses	8.71	6.61
	<u>250.82</u>	<u>166.74</u>

Payment to auditor's (excluding taxes)	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Particulars		
Statutory audit	1.70	1.30
Reimbursement of expenses	-	-
	<u>1.70</u>	<u>1.30</u>



SCHLOSS UDAIPUR PRIVATE LIMITED
Notes to the financial statements for the year ended 31 March 2022 (Continued)

30 Contingent liabilities and commitments

(a) Contingent liabilities	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Particulars		
Claims against the Company not acknowledged as debts {Refer note (i) below}	2.27	1.90
Disputed statutory liabilities {refer note (ii) below}	9.53	13.11
	11.80	15.01

Notes:
(i) The breakup of claims against the Company not acknowledged as debts is as under:

Particulars	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Rajasthan Micro and Small Enterprises Facilitation Council and Nutan Deco Private Limited {Refer note (a) below}	2.07	1.70
Industrial dispute by an ex-employee {Refer note (b) below}	0.20	0.20

(a) The Micro, Small and Medium Enterprises Facilitation Council ("Council") passed an ex-parte award in 2018 directing HLV Limited to pay Rs. 0.80 millions for amount not paid against the supplies made in 2008 along with interest. HLV Limited have in 2019 obtained stay from Commercial court, Jaipur staying the order of the Council and appeal before the court is pending.

(b) An ex-employee of HLV Limited disputed his termination and initiated a industrial dispute against HLV Limited before the Labour Department, Labour Inspector Cum Conciliation Officer, Udaipur, claiming that his termination letter dated 01 July 2014 issued by HLV Limited be declared as unlawful and illegal and that he should be reinstated in the employment along with payment of salary from the date of his termination till reinstatement and also be reimbursed for all the costs and expenses incurred by him towards the case.

Notice of the case was received by HLV Limited on 10 September 2014 which was duly replied on 06 January 2015. The Learned Conciliation Officer acting under section 12 of the Industrial Disputes Act, 1947 having been satisfied with the response of HLV Limited, impleaded the Contractor and the Learned Conciliation Officer is seized of the matter for further submission of report to the appropriate Government enabling them to make reference before the appropriate Industrial Tribunal under section 10 of the Industrial Disputes Act for appropriate award.

After dismissal of the case before the Conciliation Officer, ex-employee filed the case before the Labour Court, Udaipur on 11 September 2017 making the same claims against HLV Limited. The matter is pending hearing before the Labour Court, Udaipur.

(ii) The breakup of disputed statutory liabilities is as under:	(Rupees in millions)	
	As at 31 March 2022	As at 31 March 2021
Particulars		
Company in appeals	8.22	13.11
Value added tax *	1.31	-
GST**		

* Department has levied value added tax on service tax component of invoices and demanded Rs 8.22 millions vide its order dated 09 March 2016. HLV Limited filed an appeal against the said order before Additional Commissioner, Udaipur. In the order issued by additional commissioner dated 09 March 2016, the penalty imposed by the assessing officer was set aside but levy of additional tax and interest was maintained. Against the order of additional commissioner, HLV Limited filed an appeal before The Rajasthan Tax Board, Ajmer. The matter is pending for hearing. Against this Rs. 3.23 millions is paid under protest.

** GST audit team has raised demand on HLVL vide order dated 28.12.2020 by disallowing the exemption (benefit of zero rated supply) claimed by hotel on accomodation services provided to SEZ units alleging that since the services are provided outside the SEZ zone, exemption cannot be provided. The Company has filed an appeal before the appellate authority.

(b) Commitments

Estimated amount of contracts remaining to be executed and not provided for (net of advances) amounts to Rs 21.84 millions (Previous Year: Rs Nil)

31 Expenditure in foreign currency (on payment basis)

Particulars	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Legal and professional fees	0.28	-
Other expenses (advertisement fee, commission fee, sales and marketing fee, reservation fee etc.)	16.84	10.21
	17.12	10.21



SCHLOSS UDAIPUR PRIVATE LIMITED
Notes to the financial statements for the year ended 31 March 2022 (Continued)

(Rupees in millions)

32 Details of imported and indigenous consumption

Particulars	(Rupees in millions)		(Rupees in millions)	
	Amount	% of total consumption	Amount	% of total consumption
Imported	-	-	28.47	100.00%
Indigenous	37.58	100.00%	28.47	100.00%

33 Value of imports on CIF basis

Particulars	(Rupees in millions)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Purchase of stores and operating supplies	1.34	0.38

34 Earnings per share

Earnings Per Share is calculated in accordance with Accounting Standard 20 - 'Earnings Per Share' - (AS-20) prescribed under Section 133 of the Companies Act, 2013.

Particulars	(Rupees in millions except per share data)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Loss after tax	(152.79)	(329.81)
Weighted Average Number of Equity Shares: Considered in calculation of Basic EPS	51,07,142	40,25,553
Considered in calculation of Diluted EPS	51,07,142	40,25,553
Face value per Equity Share (Rupees)	10	10
Earnings Per Share (Rupees)	(29.92)	(81.93)
Basic	(29.92)	(81.93)
Diluted *		

* As the impact of the CCDs was anti-dilutive, resulting in a decrease in loss per share from continuing ordinary activities, the effect thereof has been ignored whilst calculating diluted earnings per share.

35 Related party disclosures

(a) Names of related parties

(i) Ultimate Holding company

BSREP III India Ballet Holdings (DIFC) Limited (w.e.f. 30 March 2022)
BSREP III India Ballet Pte. Ltd. (upto 30 March 2022)

(ii) Holding company

Project Ballet Udaipur Holdings (DIFC) Private Limited (w.e.f. 30 March 2022)
BSREP III India Ballet II Pte. Ltd. (upto 30 March 2022)

(iii) Fellow subsidiaries

Schloss HMA Private Limited
Schloss Bangalore Private Limited
Schloss Chennai Private Limited
Schloss Chanakya Private Limited (till 30 March 2022)
Schloss Gandhinagar Private Limited
Leela Palaces and Resorts Limited
Tulsi Palace Resort Private Limited (w.e.f 3 May 2021)

(iv) Key managerial personnel

Mr. Gaurav Lodha, Financial Controller (w.e.f. 18 October 2019 to 09 October 2020)
Mr. Vikram Aditya Singh, General Manager (w.e.f. 02 March 2020 to 10 October 2020)
Mr. Vijaypal Singh, Financial Controller (w.e.f. 02 November 2020)
Mr. Nishant Agarwal, General Manager (w.e.f. 19 October 2020)

(v) Other related parties

Schloss Chanakya Private Limited (w.e.f. 31 March 2022)



SCHLOSS UDAIPUR PRIVATE LIMITED

Notes to the financial statements for the year ended 31 March 2022 (Continued)

(b) Transactions during the period

(Rupees in millions)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Management fees expense		
Schloss HMA Private Limited	45.23	16.54
Reimbursement of expenses paid to / (received from)		
Schloss HMA Private Limited	6.47	3.50
Schloss Chennai Private Limited	(0.02)	-
Schloss Bangalore Private Limited	(0.56)	-
Schloss Chanakya Private Limited	0.28	-
Schloss Gandhinagar Private Limited	(0.31)	-
Tulsi Palace Resort Private Limited	0.16	-
Issuance of right issue shares (including securities premium)		
BSREP III India Ballet II Pte. Ltd.	-	172.42
Inter corporate deposit given		
Schloss Bangalore Private Limited	975.00	96.00
Schloss Chanakya Private Limited	145.00	39.00
Inter corporate deposit settlement		
Schloss Bangalore Private Limited	371.00	-
Schloss Chanakya Private Limited	145.00	39.00
Interest on inter corporate deposit		
Schloss Bangalore Private Limited	23.27	4.43
Schloss Chanakya Private Limited	9.21	0.32
Advance management fees given		
Schloss HMA Private Limited	170.00	105.00
Advance management fees settled		
Schloss HMA Private Limited	179.10	24.06
Interest on advance management fees		
Schloss HMA Private Limited	22.42	-
Interest on 10.50% unsecured compulsorily convertible debentures		
Project Ballet Udaipur Holdings (DIFC) Private Limited	29.93	-
Business support services		
Schloss Gandhinagar Private Limited	-	0.02
Settlement in relation with business acquisition		
Schloss Bangalore Private Limited	-	4.10
Managerial remuneration *		
Mr. Gaurav Lodha	-	1.89
Mr. Vikram Aditya Singh	-	5.07
Mr. Nishant Agarwal	7.06	2.24
Mr. Vijaypal Singh	1.83	0.86

* Managerial remuneration excludes provision for gratuity and compensated absences, since these are provided on the basis of an actuarial valuation for the Company as a whole.



SCHLOSS UDAIPUR PRIVATE LIMITED

Notes to the financial statements for the year ended 31 March 2022 (Continued)

35 Related party disclosures (Continued)

(c) Outstanding balances

Particulars	As at 31 March 2022	As at 31 March 2021
Trade payables (Including provisions)		
Schloss HMA Private Limited	0.24	0.33
Tulsi Palace Resort Private Limited	0.26	-
Business support services		
Schloss Gandhinagar Private Limited	-	0.02
Settlement in relation with business acquisition		
Schloss Bangalore Private Limited	-	25.22
Inter corporate deposit given		
Schloss Bangalore Private Limited	700.00	96.00
Advance for management fees		
Schloss HMA Private Limited	71.84	80.94
Other advances given		
Schloss Bangalore Private Limited	0.30	-
Interest accrued but not due on 10.50% unsecured compulsorily convertible debentures		
Project Ballet Udaipur Holdings (DIFC) Private Limited	26.18	-
Interest Receivable on Inter corporate deposit		
Schloss Bangalore Private Limited	0.43	4.10
Interest Receivable on advance management fees		
Schloss HMA Private Limited	22.42	-
10.50% unsecured compulsorily convertible debentures		
BSREP III India Ballet II Pte. Ltd.	-	285.00
Project Ballet Udaipur Holdings (DIFC) Private Limited	285.00	-

(d) Corporate guarantee

Company's fellow subsidiaries i.e. Schloss HMA Private Limited and Leela Palaces and Resorts Limited and the ultimate holding company i.e. BSREP III India Ballet Holdings (DIFC) Limited (from 31 March 2022) and BSREP III India Ballet Pte. Ltd. (upto 30 March 2022) have given corporate guarantee and fellow subsidiaries also created charge over their total assets for the term loan facility availed by the company.

36 Employee benefits

(a) Defined contribution plan

The Company makes provident fund contributions to defined contribution plans for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable under these plans by the Company are at rates specified in the rules of the schemes.

The contributions are charged to the statement of profit and loss as they accrue. The amount as an expense towards contribution to provident fund and employees state insurance for the period aggregated to Rs. 5.3 millions (Previous Year: Rs. 4.63 millions)

(b) Defined benefit plan

Gratuity:

The Company operates post-employment defined benefit plan that provides gratuity. The Company has partly funded the defined benefit plan for eligible employees. The scheme provides for lumpsum payment to eligible employees on retirement, death while in employment or on termination of employment, of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months subject to a limit of Rs. 20 lakhs. The unfunded portion as well as the amounts in excess of the limit are to be borne by the Company as per policy. Eligibility occurs upon completion of five years of service.

The present value of the defined benefit obligation and current service cost are measured using the projected unit credit method with actuarial valuations being carried out at each balance sheet date.

The employees of HLVs Limited were eligible and covered under the existing Group Gratuity-cum-Life assurance policies administered through HLVs Limited, Employee Group Gratuity Life Assurance Scheme. On 16 October 2019, the Company and HLV Limited has entered into a Business Transfer Agreement ("BTA") for acquisition of Udaipur hotel operations (the "Hotel") of HLVs Limited. Pursuant to BTA, there has been complete transfer of employment at the Hotel to the Company and the continuity of services for every employee at the Hotel was conserved. Pending transfer of plan assets and obligations under the existing policy of HLV Limited, Employee Group Gratuity Life Assurance Scheme to the new policy of Schloss Udaipur Private Limited as at the reporting date, the Company has considered the fair value of plan assets and obligations pertaining to the transferred employees at the hotel as accumulated under the existing policies for the purpose of actuarial valuation.



SCHLOSS UDAIPUR PRIVATE LIMITED

Notes to the financial statements for the year ended 31 March 2022 (Continued)

The following details summarises the position of assets and obligations relating to the gratuity plan:

(a) Changes in the present value of the defined benefits obligation			<i>(Rupees in millions)</i>	
Particulars	As at		As at	
	31 March 2022		31 March 2021	
Present value of defined benefit obligation at beginning of the year	5.12		6.20	
Acquisition adjustment	-		-	
Interest cost	0.35		0.42	
Current service cost	0.99		0.89	
Benefits paid	(0.19)		(2.39)	
Actuarial (gain) / loss on obligation	(1.31)		(0.00)	
Present value of defined benefit obligation at the end of the year	4.96		5.12	

(b) Fair value of plan assets			<i>(Rupees in millions)</i>	
Particulars	As at		As at	
	31 March 2022		31 March 2021	
Fair value of plan assets at the beginning of the year/period	3.37		4.93	
Acquisition adjustment	1.05		-	
Actuarial return on plan assets	(0.50)		0.33	
Employer contribution	-		0.50	
Benefits paid	(0.19)		(2.39)	
Fair value of plan assets at the end of the year/period	3.73		3.37	

36 Employee benefits (continued)

(c) Amounts recognised in the balance sheet			<i>(Rupees in millions)</i>	
Particulars	As at		As at	
	31 March 2022		31 March 2021	
Present value of defined benefit obligation at the end of the year	4.96		5.12	
Fair value of plan assets at the end of the year	3.73		3.37	
Liability to be recognised in the balance sheet	1.22		1.75	
Recognised as:				
Long-term provisions (Refer note 7)	1.16		1.69	
Short-term provisions (Refer note 11)	0.06		0.06	

(d) Movement in the liability recognized in the balance sheet			<i>(Rupees in millions)</i>	
Particulars	As at		As at	
	31 March 2022		31 March 2021	
Net liability at the beginning of the year	5.12		6.20	
Expense recognised in the statement of profit and loss	0.53		0.98	
Benefits paid	(0.19)		(2.39)	
Actuarial return on plan assets	(0.50)		0.33	
Acquisition adjustment	-		-	
Net liability at the end of the year	4.96		5.12	

(e) Amounts recognised in the statement of profit and loss			<i>(Rupees in millions)</i>	
Particulars	For the year ended		For the year ended	
	31 March 2022		31 March 2021	
Current service cost	0.99		0.89	
Interest cost	0.35		0.42	
Expected return on plan assets	(0.24)		(0.35)	
Net actuarial (gain) / loss recognized in the year	(0.57)		0.01	
	0.53		0.97	

(f) Actuarial gain / loss on obligation			<i>(Rupees in millions)</i>	
Particulars	For the year ended		For the year ended	
	31 March 2022		31 March 2021	
Actuarial (gain) / loss arising from experience adjustment	(1.01)		(0.00)	
Actuarial (gain) / loss on obligation	(1.01)		(0.00)	

(g) Actuarial gain / loss on plan assets			<i>(Rupees in millions)</i>	
Particulars	For the year ended		For the year ended	
	31 March 2022		31 March 2021	
Expected return on plan assets	0.24		0.35	
Actual return on plan assets	(0.50)		0.33	
Actuarial gain / (loss) on plan assets	(0.74)		(0.01)	



41 Ratio Analysis and its elements

Ratio	Numerator	Denominator	31st March 2022	31st March 2021	% Change	Remarks
Current Ratio	Current Assets	Current Liabilities excluding current maturities of long-term borrowings	8.90	7.36	21%	Increase in current ratio is primarily on account of increase in cash balance and Loans and advances
Debt Equity Ratio	Non - Current Borrowings + Current Borrowings	Total Equity	(63.38)	47.29	-234%	Reduction in debt/equity ratio is primarily on account of increase in borrowings (GECL 3.0) and business losses during the year
Debt Service Coverage Ratio	Profit before Tax + Interest (Net) + Depreciation and amortisation expenses	Interest (Net) + Lease Payments + Principal Repayment of long-term Debt	1.02	0.41	148%	Increase in DSCR is on account of increase in EBITDA as compared to previous year
Return on Equity Ratio	Net Profit after taxes	Average Total Equity	(27.23)	(2.05)	1227%	Decrease in return on equity is primarily on account of business losses for the consecutive two years
Inventory Turnover Ratio	Cost of Goods sold	Average Inventory	1.68	1.23	37%	Increase in inventory turnover ratio is primarily on account of increase in business in current year as compared to previous year. Lower business in previous year on account of COVID
Trade Receivables Turnover Ratio	Revenue from operations	Average Trade Receivables	179.25	42.19	325%	Increase in Trade Receivable Turnover ratio is primarily on account of increase in revenue.
Trade Payables Turnover Ratio	Net Purchases	Average Trade Payables	0.80	0.69	16%	Increase in Trade Payable Turnover ratio is primarily on account of lower trade payables as compared to previous year. Trade payables were higher in previous year on account of liquidity issues due to COVID.
Net Capital Turnover Ratio	Net Sales	Average Working Capital i.e. Average Current Assets - Average Current	0.61	0.78	-22%	Reduction in Net Capital Turnover Ratio is primarily on account of increase in cash balance due to GECL drawdown
Net Profit Ratio	Net Profit after tax	Net Sales	(0.24)	(0.94)	-75%	Increase in Net profit ratio is primarily on account of increase in revenue and lower losses as compared to previous year.
Return on Capital employed	EBIT	Capital Employed	0.02	(0.01)	-315%	Increase in ratio is primarily on account of (i) increase in EBITDA due to better business; and (ii) increase in capital employed

* The Company has not presented the following ratios due to the reasons given below:
a Return on investments: since the Company does not holds any funds/investment

42 Transaction with Struck off Companies

The Company has reviewed transactions to identify if there are any transactions with struck off companies. To the extent information is available on struck off companies, there are no transactions with struck off companies

43 With reference to Schedule 5 - Borrowings of financial statements For the year ended 31 March 2022, we confirm that all charges created/ satisfied during FY 2021-22 have been registered with the Ministry of Corporate Affairs within statutory due date

44 The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) any funds, that have been to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

a directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
b provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

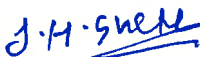
45 The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall a directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or;

b provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

For BSR & Co. LLP
Chartered Accountants
Firm Registration No: 101248W/W-100022



Jaymin Sheth
Partner
Membership Number: 114583

Place: Mumbai
Date: 29 September 2022



For and on behalf of the board of directors of
Schloss Udaipur Private Limited
CIN: U55100 DL2019PTC347495

Anand Bhatnagar
Director
DIN: 07967035

Place: Mumbai
Date: 29 September 2022



Ravi Shankar
Director
DIN: 07967039

Place: Mumbai
Date: 29 September 2022