



KIRLOSKAR ELECTRIC COMPANY LTD.,

Sect./70/2024-25
February 12, 2025

To,
The Manager,
Corporate Relationship Department,
BSE Limited,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
Scrip: 533193; ISIN: INE134B01017

The Manager,
The Listing Department,
National Stock Exchange of India Limited,
C-1, Block 'G', 5th Floor, Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.
Symbol: KECL; ISIN: INE134B01017;

Dear Sir,

Sub: Integrated Filing (Financials) for the quarter and nine months ended December 31, 2024

Pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31 2024, read with BSE Circular No. 20250102-4 and NSE Circular No. NSE/CML/2025/02 dated January 2, 2025, we are submitting herewith the Integrated Filing (Financials) for the quarter and nine months ended December 31, 2024.

Since the XBRL is not available, only PDF is being filed.

This is for your information and dissemination.

Yours faithfully
for **Kirloskar Electric Company Limited**

Mahabaleshwar Bhat
Company Secretary and Compliance Officer

Encl: a/a

KIRLOSKAR ELECTRIC COMPANY LIMITED

CIN:L31100KA1946PLC000415

REGD OFFICE: NO.19 2ND MAIN ROAD, PEENYA 1ST STAGE, PHASE-1, PEENYA, BENGALURU-560 058.

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024



(₹ in Lakhs)

Sl No	Particulars	Standalone						Consolidated					
		Quarter ended			Nine Months Ended		Year ended	Quarter ended			Nine Months Ended		Year ended
		December 31, 2024	September 30, 2024	December 31, 2023	December 31, 2024	December 31, 2023	March 31, 2024	December 31, 2024	September 30, 2024	December 31, 2023	December 31, 2024	December 31, 2023	March 31, 2024
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
I	Income from operations:												
	Revenue from operations	11,975	16,147	12,607	41,469	38,882	55,735	11,975	16,147	12,607	41,469	38,882	55,735
II	Other income	155	204	349	452	569	793	156	204	349	458	571	799
III	Total income (I+II)	12,130	16,351	12,956	41,921	39,451	56,528	12,131	16,351	12,956	41,927	39,453	56,534
IV	Expenses:												
a	Cost of materials consumed	7,738	10,908	8,941	29,497	27,454	38,804	7,738	10,875	8,941	29,497	27,454	38,804
b	Change in inventories of finished goods, work in progress and stock in trade	258	1,295	(316)	(105)	(632)	417	258	1,328	(316)	(105)	(632)	417
c	Employee benefit expenses	1,885	1,906	2,038	5,716	5,722	7,653	1,885	1,906	2,038	5,716	5,722	7,653
d	Finance costs	520	559	617	1,703	1,825	2,452	549	587	646	1,788	1,911	2,565
e	Depreciation and amortisation expenses	124	123	122	379	376	502	124	123	122	379	376	502
f	Other expenses	1,295	2,032	1,387	4,666	3,763	5,183	1,520	2,018	1,374	4,881	3,756	5,185
	Total expenses	11,820	16,823	12,789	41,856	38,508	55,011	12,074	16,837	12,805	42,156	38,587	55,126
V	Profit / (loss) before exceptional item and tax (III-IV)	310	(472)	167	65	943	1,517	57	(486)	151	(229)	866	1,408
VI	Exceptional items (Refer Note-12)	-	995	-	995	-	-	-	995	-	995	-	-
VII	Profit / (loss) before tax (V-VI)	310	523	167	1,060	943	1,517	57	509	151	766	866	1,408
VIII	Tax expense:												
a	Current Tax	-	-	-	-	-	-	-	-	-	-	-	-
b	Adjustments relating to earlier years	-	-	-	-	-	-	-	-	-	7	-	-
c	Deferred tax	-	-	-	-	-	-	-	-	-	-	-	-
IX	Profit / (loss) after tax (VII-VIII)	310	523	167	1,060	943	1,517	57	509	151	759	866	1,408
X	Other comprehensive income:												
	(i) Items that will not be reclassified to profit or loss												
a)	Remeasurements of the defined benefit plans	-	-	-	-	-	(63)	-	-	-	-	-	(63)
b)	Taxes on above	-	-	-	-	-	18	-	-	-	-	-	18
	(ii) Items that may be reclassified to profit or loss												
a)	Mark to Market of Investments	-	5	3	11	7	12	-	5	3	11	7	12
b)	Revaluation gain on land	-	-	-	-	-	-	-	-	-	-	-	-
c)	Taxes on above	-	2,823	(1)	2,821	(2)	(2,323)	-	2,823	(1)	2,821	(2)	(2,323)
	Total other comprehensive income	-	2,828	2	2,832	5	(2,356)	-	2,828	2	2,832	5	(2,356)
XI	Total comprehensive income for the period (IX+X)	310	3,351	169	3,892	948	(839)	57	3,337	153	3,591	871	(948)
	Paid-up equity share capital (face value of ₹ 10/- each)	6,641	6,641	6,641	6,641	6,641	6,641	6,641	6,641	6,641	6,641	6,641	6,641
	Other Equity						3,899						
	Earnings per share(EPS) (face value of ₹ 10/- each)												
a	Basic EPS (not annualised)	0.47	0.79	0.25	1.60	1.42	2.28	0.09	0.77	0.23	1.14	1.30	2.12
b	Diluted EPS (not annualised)	0.47	0.79	0.25	1.60	1.42	2.28	0.09	0.77	0.23	1.14	1.30	2.12

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REVENUES, RESULTS, ASSETS, LIABILITIES AND CAPITAL EMPLOYED FOR THE SEGMENTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024

(₹ in Lakhs)

SI No	Particulars	Standalone						Consolidated					
		Quarter ended			Nine Months Ended			Quarter ended			Nine Months Ended		
		December 31, 2024	September 30, 2024	December 31, 2023	December 31, 2024	December 31, 2023	March 31, 2024	December 31, 2024	September 30, 2024	December 31, 2023	December 31, 2023	December 31, 2023	March 31, 2024
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
1	Segment Revenues												
	Power generation/ distribution	5,188	7,305	5,234	18,559	16,197	24,330	5,188	7,305	5,234	18,559	16,197	24,330
	Rotating machines	6,366	7,793	6,772	21,827	21,329	29,319	6,366	7,793	6,772	21,827	21,329	29,319
	Others	813	1,824	677	3,026	1,585	3,451	813	1,824	677	3,026	1,585	3,451
	Total	12,367	16,922	12,683	43,412	39,111	57,100	12,367	16,922	12,683	43,412	39,111	57,100
	Less: Inter segment revenues	392	775	76	1,943	229	1,365	392	775	76	1,943	229	1,365
	Revenue from operations	11,975	16,147	12,607	41,469	38,882	55,735	11,975	16,147	12,607	41,469	38,882	55,735
2	Segment Results												
	Profit before interest and tax expense												
	Power generation/ distribution	558	480	731	1,815	2,429	3,061	558	480	731	1,815	2,429	3,061
	Rotating machines	588	268	519	1,585	2,099	2,706	588	268	519	1,585	2,099	2,706
	Others	521	385	436	1,085	817	1,502	521	385	436	1,085	817	1,502
	Total	1,667	1,133	1,686	4,485	5,345	7,269	1,667	1,133	1,686	4,485	5,345	7,269
	Less: Interest	520	559	617	1,703	1,825	2,452	549	587	646	1,788	1,911	2,565
	Less: Other unallocable expenditure (net off unallocable Income)	837	1,046	902	2,717	2,577	3,300	1,061	1,032	889	2,926	2,568	3,296
	Add: Exceptional item	-	995	-	995	-	-	-	995	-	995	-	-
	Total profit before tax expense	310	523	167	1,060	943	1,517	57	509	151	766	866	1,408
3	Segment Assets												
	Power generation/ distribution	10,889	10,896	8,979	10,889	8,979	9,898	10,889	10,896	8,979	10,889	8,979	9,898
	Rotating machines	38,506	39,021	38,949	38,506	38,949	38,255	38,506	39,021	38,949	38,506	38,949	38,255
	Others	8,337	8,429	8,901	8,337	8,901	9,185	8,337	8,429	8,901	8,337	8,901	9,185
	Total	57,732	58,346	56,829	57,732	56,829	57,338	57,732	58,346	56,829	57,732	56,829	57,338
	Add: Unallocable assets	4,796	5,498	6,390	4,796	6,390	7,486	3,758	4,689	5,591	3,758	5,591	6,676
	Total segment assets	62,528	63,844	63,219	62,528	63,219	64,824	61,490	63,035	62,420	61,490	62,420	64,014
4	Segment Liabilities												
	Power generation/ distribution	11,399	12,330	9,598	11,399	9,598	11,539	11,399	12,330	9,598	11,399	9,598	11,539
	Rotating machines	13,656	14,356	11,309	13,656	11,309	14,591	13,656	14,356	11,309	13,656	11,309	14,591
	Others	725	737	1,583	725	1,583	811	725	737	1,583	725	1,583	811
	Total	25,780	27,423	22,490	25,780	22,490	26,941	25,780	27,423	22,490	25,780	22,490	26,941
	Add: Unallocable liabilities	22,314	22,299	28,401	22,314	28,401	27,343	23,885	23,844	29,871	23,885	29,871	28,839
	Total segment liabilities	48,094	49,722	50,891	48,094	50,891	54,284	49,665	51,267	52,361	49,665	52,361	55,780
5	Capital Employed (Segment Assets-Segment Liabilities)												
	Power generation/ distribution	(510)	(1,434)	(619)	(510)	(619)	(1,642)	(510)	(1,434)	(619)	(510)	(619)	(1,642)
	Rotating machines	24,850	24,665	27,641	24,850	27,641	23,664	24,850	24,665	27,641	24,850	27,641	23,664
	Others	7,612	7,692	7,317	7,612	7,317	8,374	7,612	7,692	7,317	7,612	7,317	8,374
	Total capital employed in segments	31,952	30,923	34,339	31,952	34,339	30,396	31,952	30,923	34,339	31,952	34,339	30,396
	Add: Unallocated	(17,518)	(16,801)	(22,011)	(17,518)	(22,011)	(19,856)	(20,127)	(19,155)	(24,280)	(20,127)	(24,280)	(22,162)
	Total capital employed	14,434	14,122	12,328	14,434	12,328	10,540	11,825	11,768	10,059	11,825	10,059	8,234

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Notes:

- 1 The above unaudited standalone and consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on February 12, 2025.
- 2 The standalone and consolidated financial results of the Company for the quarter and nine months ended December 31, 2024 have been subject to limited review by its Statutory auditors.
- 3 The Company has prepared these Standalone and Consolidated financial results in accordance with Companies (Indian Accounting Standard) Rules, 2015 as amended as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the relevant rules issued thereunder as amended and the other accounting principles generally accepted in India.
- 4 As a measure of restructuring and with the consent of Lead Bank and other Lender banks under the Joint Lender Forum (JLF) mechanism, the Company had transferred in the year ended March 31, 2015 certain assets comprising of immovable properties, receivables and inventories to its subsidiaries - Kelbuzz Trading Private Limited, SKG Terra Promenade Private Limited and SLPKG Estate Holdings Private Limited, which will function as special purpose vehicles to hold such assets, dispose off the same and pay off certain debts (bank dues) transferred by the Company. The amounts outstanding and due from the subsidiaries as at December 31, 2024 in respect of the transfer of the assets as mentioned above, other expenses incurred by the subsidiaries reimbursed by the Company and interest charged totally amounts to ₹11,004.15 lakhs (₹11,153.84 lakhs as at March 31, 2024) after considering Ind AS adjustments. As on date, the majority of the immovable properties in these subsidiaries have been disposed off and the debts including the interest thereon have been paid. All the Banks (Financial liabilities) in these subsidiaries have been paid off. However based on Expected credit losses as prescribed under Ind AS as against the incurred loss model envisaged under earlier GAAP, a sum of ₹8,400.77 lakhs has been provided upto December 31, 2024 (₹8,400.77 lakhs provided upto March 31, 2024).
The Board of Directors in its meeting held on May 23, 2024, has approved the merger of its wholly owned subsidiaries Kelbuzz Trading Private Limited, SKG Terra Promenade Private Limited, SLPKG Estate Holdings Private Limited and Luxquisite Parkland Private Limited with the Holding company. The Company has filled the application of Merger with NCLT on October 31, 2024.
- 5 In case of Consolidated unaudited financial results - Confirmation of balances from customers are awaited in certain cases. Accounts with certain parties are under review and reconciliation. Provision has been made to the extent required and further adjustments if any, will be made on completion of review/reconciliation. The debts exceeding two years and considered good of recovery by the management is estimated at ₹ 2,202 lakhs.
- 6 The net worth (after excluding revaluation reserve) of the group in terms of the consolidated financial statements as at December 31, 2024 consisting of the Company, its subsidiaries and its associate is eroded. The company has repaid all term loans which were restructured under JLF mechanism. Also the company is in advance stage for monetization of its immovable property, situated at Gokul Road, Hubballi (refer note - 8 and note - 11) which will improve the working capital and in turn improve the performance in the forthcoming periods. The company is confident that this funding will have a positive impact on the performance and net worth. Accordingly your directors have prepared these financial results of the company on the basis that it is a going concern and that no adjustments are considered necessary to the carrying value of assets and liabilities.
- 7 The Company has filed before the honorable Supreme Court, special leave petition (SLP) in respect of resale tax penalty demand of ₹527 lakhs on its erstwhile subsidiary Kaytee Switchgear Limited (since merged with the parent company) and confirmed by the honorable High Court of Karnataka. This SLP has been admitted by the honorable Supreme Court. The Company believes based on legal advice / internal assessment that the outcome of the contingency will be favorable, that loss is not probable and no provision is required to be recognized in this respect.

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- 8 On October 03, 2022, the Company has entered into an Agreement to Sell (ATS) a part of its immovable property, situated at Gokul Road, Hubballi admeasuring 31 Acres 24 Guntas for a consideration of ₹9,512 lakhs, on such terms and conditions as set out in the ATS.
As per the ATS, permission for Change of land use was to be obtained by the Company from the concerned authorities. Accordingly, the Company had filed an application with Hubli Dharwad Urban Development Authority (HUDA) for change of Land use. The HUDA had directed the Company to submit PT Sheet and 11e Sketch issued by the Survey department. After submission and numerous follow-ups with the concerned authorities, as there was delay in completing the required process by these authorities, the Company approached the Honourable High Court of Karnataka, Dharwad Bench for relief and has obtained necessary directions which is imparted to the Survey department. Accordingly, the PT sheet has been arranged and the file is with HUDA to complete the change of land use procedure.
On August 03, 2024, HUDA has recommended the Company's application for change of land use to Commissioner Urban Development and Authority and Urban and Rural Planning Commission for their approval.
The Company will complete the Sale process on receipt of the final approval.
- 9 During the quarter ended December 31, 2023, Company has closed its branch situated at Kuala Lumpur, Malaysia. Effective date of closure is September 30, 2023. Closure of Branch has no impact on the operations of the Company.
- 10 Company has discontinued the component machining activity at unit – 15 situated at Bhudihal, Bangalore Rural District with effect from January 22, 2024. Discontinuation has no impact on the operations of the Company. All workers have been relieved from duty and all their compensation dues have been paid.
- 11 On March 20, 2024 the Company has entered into an Agreement to Sell part of its immovable property, situated at Gokul Road, Hubballi, admeasuring 1.06 acre equivalent for a consideration of ₹ 300 lakhs. on such terms and conditions as set out in the Agreement to sell. Currently the Company is in the process of completing the required legal compliance, post which the sale will be completed.
- 12 Exceptional Items during the quarter ended September 30, 2024 includes write back off inter corporate deposits and interest there on pertaining to Laburnum Chemicals Private Limited.
- 13 During the quarter ended September 30, 2024, the Company has entered into a settlement agreement with the insolvency administrator of Lloyd Dynamowerke GmbH & Co. KG (LDW) and agreed to pay Euro 1.25 lakhs towards settlement. On receipt of settlement amount by the insolvency administrator, it is mutually agreed to waive all rights and claims against each other, whether known or unknown.
- 14 During the quarter and year ended March 31, 2024, Subsidiaries of the Company, Kelbuzz Trading Private Limited, SKG Terra Promenade Private Limited, Luxquisite Parkland Private Limited and SLPKG Estate Holdings Private Limited have redeemed their entire Preference share capital of Rs 1 Lakhs each.
- 15 Details of Secured Redeemable Non-Convertible Debentures - NIL
- 16 Previous period figures have been regrouped wherever necessary to confirm with the current period presentation.



Meena Kirloskar
Non Executive Director
DIN: 00286774



Place: Bengaluru
Date: February 12, 2025





Independent Auditor's Review Report on Quarterly Unaudited Standalone Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors
Kirloskar Electric Company Limited
Bengaluru.

1. We have reviewed the accompanying Statement of Unaudited Standalone financial results of Kirloskar Electric Company Limited ('the Company') for the quarter and nine months ended December 31, 2024 attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Regulation") read with SEBI Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 ("the Circular").
2. This Statement, which is the responsibility of the company's management and approved by the Board of Directors has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (Ind AS 34) - Interim Financial Reporting, prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder as applicable and other accounting principles generally accepted in India, read with the Circular. Our responsibility is to express an opinion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. Basis of Qualified Opinion:

Attention of the Directors is invited to note 4 to the unaudited financial results regarding the amounts due to the Company from certain subsidiaries towards part consideration receivable on sale/assignment of certain immovable properties, receivables, interest charged and expenses reimbursed. We have relied on the management's representations that it is confident of realization of amounts due to the said subsidiaries aggregating to ₹11,004.15 lakhs (₹11,153.84 lakhs as at March 31, 2024) against which provision is recognized for an amount of ₹8,400.77 lakhs as at December 31, 2024. Pending disposals/realization of assets by the subsidiaries, shortfall in realization of the amount outstanding (net of provision), if any, could not be ascertained.

5. Based on our review conducted and procedures performed as per paragraph 3 above except for the effects in respect of the matter stated in the paragraph on "Basis of Qualified Opinion" and read with note 4 to the unaudited financial results, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other recognised accounting practices and policies has not



disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Key Audit Matters:

- a) Note 6 of the unaudited financial results - The directors have detailed the reasons for preparing these unaudited financial results on a going concern basis, though the Company/Group (consisting of the Company, its subsidiaries and associate) has accumulated losses and their net worth (after excluding Revaluation Reserve) is eroded. There are certain overdue payments to creditors.
- We have relied on the representations made by the Company and the appraisal of the restructuring plan including monetization of few non-core assets, projection of increase in turnover and infusion of funds in the near future. The appropriateness of the said basis of Going Concern is subject to the Company adhering to the restructuring plan and infusion of requisite funds. Hence, we are of the opinion that there is no existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

7. Emphasis of Matter:

Without modifying our opinion, we invite the attention of the directors to:

Note 7 of the unaudited financial results, which states that the Company has filed Special Leave Petition in respect of demands of resale tax penalty of ₹527 lakhs before the honorable Supreme Court of India. The Management has represented to us that it is not probable that there will be an outflow of economic benefits and hence no provision is required to be recognized in this regard. We have relied on this representation. Our opinion is not modified in respect of this matter.

Place: Bengaluru
Date: February 12, 2025



for K N Prabhaskar & Co.
Chartered Accountants
Firm Regn. No. 004982S

A handwritten signature in blue ink, appearing to be "A. Umesh Patwardhan".

A. Umesh Patwardhan
Partner
M. No. 222945

UDIN: 25222945BMLIFD2511

Independent Auditor's Review Report on Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors
Kirloskar Electric Company Limited
Bengaluru.

1. We have reviewed the accompanying Statement of Unaudited Consolidated financial results of Kirloskar Electric Company Limited ("the Parent") and its subsidiaries and associates (the Parent and its subsidiaries and associates collectively referred as "Group"), and its share of net profit/(loss) after tax and total comprehensive income for the quarter and nine months ended December 31, 2024, attached herewith, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Regulation") read with SEBI Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 ("the Circular").
2. This Statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (Ind AS 34) - Interim Financial Reporting, prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder as applicable and other accounting principles generally accepted in India, read with the Circular. Our responsibility is to express an opinion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. Basis of Qualified Opinion:

Attention of the Directors is invited to note 5 to the unaudited financial results regarding trade receivables/book debts exceeding two years and considered good by the management estimated at ₹2,202 lakhs. The relevant accounts subject to adjustments, if required after management completes review, reconciliation and identification of doubtful debts. We are unable to express an independent opinion on the extent of shortfall in the recovery of the same.



5. The Statement includes the Unaudited financial results of the following entities:
- Kirsons B V
 - Kelbuzz Trading Private Limited
 - Luxquisite Parkland Private Limited
 - SKG Terra Promonede Private Limited
 - SLPKG Estate Holding Private Limited
6. Based on our review conducted and procedures performed as stated in paragraph 3 above except for the effects in respect of the matter stated in the paragraph on "Basis of Qualified Opinion" and read with note 5 to the unaudited financial results, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 7. Key Audit Matters:**
- a) Note 6 of the unaudited financial results - The directors have detailed the reasons for preparing these unaudited financial results on a going concern basis, though the Company/Group (consisting of the Company, its subsidiaries and associate) has accumulated losses and their net worth (after excluding Revaluation Reserve) is eroded. There are certain overdue payments to creditors.
- We have relied on the representations made by the Company and the appraisal of the restructuring plan including monetization of few non-core assets, projection of increase in turnover and infusion of funds in the near future. The appropriateness of the said basis of Going Concern is subject to the Company adhering to the restructuring plan and infusion of requisite funds. Hence, we are of the opinion that there is no existence of material uncertainty that may cast a significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.
- 8. Emphasis of Matter:**
- Without modifying our opinion, we invite the attention of the directors to:
- a) Note 7 of the unaudited financial results, which states that the Company has filed Special Leave Petition in respect of demands of resale tax penalty of ₹527 lakhs before the honorable Supreme Court of India. The Management has represented to us that it is not probable that there will be an outflow of economic benefits and hence no provision is required to be recognized in this regard. We have relied on this representation. Our opinion is not modified in respect of this matter.
9. One of these subsidiaries is located outside India whose financial results and other financial information have been prepared in accordance with accounting principles generally accepted in its respective country by the Subsidiary management and the Parent's management has converted the financial results from accounting principles generally accepted in its respective country to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Parent's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the information and conversion adjustments prepared by the management of the Parent and reviewed by us.



10. The accompanying unaudited consolidated financial results includes the unaudited interim financial results of 4 subsidiaries which have not been reviewed by their auditors, whose interim financial results reflect total revenues of ₹ Nil, total net loss after tax and total comprehensive loss of ₹(225.78) lakhs and ₹(295.94) lakhs for the quarter and nine months ended December 31, 2024 respectively, as considered in the consolidated unaudited financial results. These interim unaudited financial results have been approved and furnished to us by the management. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on such unaudited financial results and other unaudited financial information of these subsidiaries provided by the management. Our conclusion on the Statement is not modified in respect of the above matter.

Place: Bengaluru
Date: February 12, 2025



for K N Prabhaskar & Co.
Chartered Accountants
Firm Regn. No. 004982S

Ah

A. Umesh Patwardhan
Partner

M. No. 222945
UDIN: 25222945BMLIFE6707