

NEL

Holdings Limited

February 14, 2020

To

BSE Limited

(Stock Code: 533202)

Floor 25, Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai-400 001

Dear Sir / Madam,

Sub.: Outcome of the Board Meeting held on February 14, 2020

As intimated vide our letter dated 05.02.2020, the Board of Directors of the Company met today i.e on February 14, 2020 and amongst other businesses, have considered and approved the following:

- a. Un-audited Standalone and Consolidated Financial Results of the Company for the third quarter ended 31st December, 2019. The unaudited Financial Results on Standalone and Consolidated basis for the quarter ended 31st December, 2019 along with the Limited Review Report of the Statutory Auditors thereon are enclosed.
- b. Reappointment of Mr. L. S. Vaidyanathan as Whole Time Director of the Company for a period of 1 year with effect from April 01, 2020 till March 31, 2021

The meeting concluded at 4.40 PM.

Request you to take the above on record.

For NEL Holdings Limited

(Formerly Nitesh Estates Limited)



Prasant Kumar

Company Secretary & Chief Compliance Officer



Encl.: As above

NEL Holdings Limited

(Formerly Known as Nitesh Estates Limited)

CIN : L07010KA2004PLC033412

Regd. Office: Level 7, Nitesh Timesquare, #8, M.G. Road, Bangalore - 560 001, India.

P: +91- 80-4017 4000 F: +91- 80-2555 0825, W: www.nelholdings.in



Statement of unaudited standalone financial results for the quarter and nine months ended December 31, 2019 (Rs in lakh except EPS)

No	Particulars	Quarter ended			Nine months ended		Previous year ended 31-03-2019
		3 months ended 31-12-2019	Preceding 3 months ended 30-09-2019	Corresponding 3 months ended 31-12-2018	Year to date figures for current period ended 31.12.2019	Year to date figures for previous year ended 31.12.2018	
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Income						
	(a) Revenue from operations	1,126	492	454	1,775	2,413	8,439
	(b) Other Income	217	293	44	561	146	178
	Total Income	1,343	785	498	2,336	2,559	8,617
2	Expenses						
	(a) Land and construction cost	639	433	(1,022)	5,131	46,272	47,121
	(b) Changes in Inventories of Finished goods, work in progress & Stock in Trade	558	(88)	1,278	(3,490)	(44,421)	(43,880)
	(c) Employee benefits expense	196	308	338	778	1,014	1,331
	(d) Finance costs	1,482	1,808	1,296	4,528	3,310	4,751
	(e) Depreciation and amortization expense	19	22	5	45	15	23
	(f) Other Expenses	1,051	4,890	208	6,092	1,089	13,734
	Total Expenses	3,945	7,373	2,103	13,084	7,279	23,080
3	Profit/(Loss) before tax (1-2)	(2,602)	(6,588)	(1,605)	(10,748)	(4,720)	(14,463)
4	Tax expenses						
	i) Current Tax						
	ii) Deferred tax	(276)	(1,529)	30	(1,784)	59	87
5	Profit/(Loss) after tax for the period (3-4)	(2,326)	(5,059)	(1,635)	(8,964)	(4,779)	(14,550)
6	Other Comprehensive Income						
	(i) Items that will not be reclassified to profit & Loss	-	-	-	-	-	-
	(ii) Remeasurement of Defined Benefit Plan	-	-	6	-	17	17
	(iii) FVOCI - equity investments	859	4,546	-	5,405	-	-
	(iv) Tax on above items that will not be reclassified to profit or loss	(292)	(1,546)	(2)	(1,838)	(6)	(6)
	Total Other Comprehensive Income	567	3,000	4	3,567	11	11
7	Total Comprehensive Income for the period [Comprising profit/(loss) and Other Comprehensive Income for the period (5+6)]	(1,759)	(2,059)	(1,631)	(5,397)	(4,768)	(14,539)
8	Earnings/(Loss) Per Share ('EPS') (of Rs. 10 each) - (Rs.) (not annualised)						
	(a) Basic EPS	(1.60)	(3.47)	(1.12)	(6.15)	(3.28)	(9.98)
	(b) Diluted EPS	(1.60)	(3.47)	(1.12)	(6.15)	(3.28)	(9.98)
9	Paid up equity share capital (Face Value of 10/-each)	14,583	14,583	14,583	14,583	14,583	14,583



Notes to the financial results:

- 1 The unaudited standalone financial results for the quarter and nine months ended 31st December 2019 have been reviewed by the Audit committee and on their recommendation has been approved by the Board of Directors of the Company at its meeting held on 14th February, 2020. The figures for the quarter and nine months ended 31st December 2019 was subject to limited review by statutory auditors of NEL Holdings Limited. The information presented above is prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and Companies (Indian Accounting Standards) Amendment Rules, 2016. These results are uploaded on the Company website i.e. www.nelholdings.in and on the Stock Exchanges where the shares of the Company are listed i.e. www.bseindia.com.
- 2 Ind AS 116 "Leases" mandatory for reporting periods beginning on or after 1st April, 2019 as notified by the Ministry of Corporate Affairs (MCA) vide Companies (Indian Accounting Standard), Amendment Rules, 2019, replacing the existing lease rental recognition criteria. The application of Ind AS 116 has impacted the group's accounting for recognition of leases payments.

The group has applied the modified retrospective approach of all lease contracts as at 1st April, 2019 and has given given impact of Ind AS 116 implication by debiting retained earnings as at that date by Rs. 77.99 lakhs (net of tax). Accordingly, the comparatives have not been retrospectively adjusted and hence not comparable with previous period figures. Due to the implication of Ind AS 116 "Leases", Finance Cost is increased by Rs. 20.28 lakhs and Depreciation and Amortisation Expenses is increased by Rs. 27.24 lakhs and lease rent expenses is reduced by Rs. 57.54 lakhs and Profit before Tax for the period is increased by 10.02 lakhs.
- 3 The company has received an intimation from debenture holders for non redemption of debentures and recovery of unpaid principle of Rs. 55 Crores and corresponding interest.
- 4 The Company primarily operates in two business segments - 'Residential' and 'Retail'. All operations are in India and hence there is no geographical segment.
- 6 The Company has defaulted on payment to lenders, both Principal (Rs 538.23 Cr) as well as Interest (Rs 147.59 Cr) as the facilities have been called off by the banks & financial institutions and entire outstanding has become due for payment.
- 7 The Company has not provided for penal interest charged by bank for Rs. 2.97 Cr towards default in payment of Principal & Interest. Non recognition of the same has resulted into understatement of loss by Rs. 2.97 Cr as on 31st December, 2019.
- 8 The figures in respect of previous period have been regrouped/recast wherever necessary.

For and on behalf of the Board of Directors of
NEL Holdings Limited
(Formerly Known as Nitesh Estates Ltd)



L.S. Vaidyanathan
DIN: 00304652
Executive Director



Place: Bengaluru, India
Date : 14th February 2020

NEL Holdings Limited
(Formerly Known as Nitesh Estates Ltd)
Regd. Office: Nitesh Timesquare , 7th Floor , No. 8, M.G Road, Bengaluru 560 001
CIN: L07010KA2004PLC033412, website - www.nelholdings.in
Phone Number: +91 80 4017 4000

Standalone Segment wise revenue, results

(Rs in lakh except EPS)

No	Particulars	Quarter ended			Nine months ended		Previous year ended 31-03-2019
		3 months ended 31-12-2019	Preceding 3 months ended 30-09-2019	Corresponding 3 months ended 31-12-2018	Year to date figures for current period ended 31.12.2019	Year to date figures for previous year ended 31.12.2018	
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	
1	Segment revenue						
	(a) Residential	1,126	492	454	1,775	2,413	8,439
	(b) Retail	-	-	-	-	-	-
	Total	1,126	492	454	1,775	2,413	8,439
	Less: Inter-segment revenue	-	-	-	-	-	-
	Net income from operations	1,126	492	454	1,775	2,413	8,439
2	Segment results						
	Profit/(loss) before tax and interest						
	(a) Residential	(1,337)	(5,074)	(353)	(6,781)	(1,556)	(9,890)
	(b) Retail	-	-	-	-	-	-
	Total	(1,337)	(5,074)	(353)	(6,781)	(1,556)	(9,890)
	Add: Other income	217	293	44	561	146	178
	Less: Interest	1,482	1,808	1,296	4,528	3,310	4,751
	Total profit/(loss) before tax	(2,602)	(6,588)	(1,605)	(10,748)	(4,720)	(14,463)
3	Segment Assets						
	(a) Residential	1,54,641	1,66,479	1,65,624	1,54,641	1,65,624	1,55,221
	(b) Retail	-	-	-	-	-	-
	(c) Unallocated	-	-	-	-	-	-
	Total	1,54,641	1,66,479	1,65,624	1,54,641	1,65,624	1,55,221
4	Segment Liabilities						
	(a) Residential	1,44,985	1,55,065	1,41,331	1,44,985	1,41,331	1,40,670
	(b) Retail	-	-	-	-	-	-
	(c) Unallocated	-	-	-	-	-	-
	Total	1,44,985	1,55,065	1,41,331	1,44,985	1,41,331	1,40,670

RAY & RAY

CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITOR'S REVIEW REPORT

TO

THE BOARD OF DIRECTORS

NEL HOLDINGS LIMITED (FORMERLY KNOWN AS NITESH ESTATES LIMITED)

We have reviewed the accompanying statement of unaudited standalone financial results of NEL Holdings Limited (formerly known as Nitesh Estates Limited) ("the Company"), for the quarter and nine months ended December 31, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors and has been prepared in accordance with the Companies (Indian Accounting Standards) Rules 2015 as amended (Ind AS) prescribed under section 133 of the Companies Act 2013 read with the relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

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. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data, and thus provide less assurance than



an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention, *except for defined employee benefit plan and its corresponding expenses in absence of an actuarial report and for the matters stated in the Emphasis of Matter paragraph below*, nothing has come to our attention, that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Emphasis of Matter:

1. The Company has advanced substantial amounts to various parties for acquiring various land and immovable properties on behalf of the Company which is under reconciliation. Most of these advances have been fully provided in the accounts since the party is yet to hand over any land or property or repay the dues. The Company has entered into an assignment of claims and receivables with a third party for some of the advances at a substantially lower consideration and has also initiated legal action for recovery.
2. The Company has decided to exit residential projects. To meet this objective, Company will complete some of the projects which are in an advanced stage of construction and exit some of the residential projects on 'as is where is' basis wherever prospective buyers are identified for the concerned projects.
3. Deferred Tax has not been reconciled.



4. An amount of Rs. 2.97 crore charged by Banks towards Penal Interest for default in payment of Principal & Interest has not been accounted in the Books by the company. Due to the above, the loss has been understated by Rs. 2.97 crores as on 31.12.2019.

5. The company has written back vendors balances amounting to Rs. 4.04 crores as they were outstanding for more than 3 years with no follow ups from the vendors.

Our conclusion is not modified in respect of the above matters.

For **RAY & RAY**
Chartered Accountants
(Firm's Registration No. 301072E)



(Mrinal Kanti Banerjee)
Partner

Membership No. 051472
UDIN: 20051472AAAAAF1551

Place: Bengaluru
Date: February 14, 2020





Statement of unaudited Consolidated financial results for quarter and nine months ended on December 31, 2019

(Rs in lakh except EPS)

No	Particulars	Quarter ended			Nine months ended		Previous year ended 31-03-2019
		3 months ended 31-12-2019	Preceeding 3 months ended 30-09-2019	Corresponding 3 months ended 31-12-2018	Year to date figures for current period ended 31.12.2019	Year to date figures for previous year ended 31.12.2018	
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	
1	Income						
	(a) Revenue from operations	2,353	766	764	3,792	4,576	11,292
	(b) Other Income	332	604	628	941	733	23
	Total Income	2,685	1,370	1,392	4,733	5,309	11,315
2	Expenses						
	(a) Land and construction cost	1,598	1,512	(5,929)	9,777	1,02,087	98,223
	(b) Changes in Inventories of Finished goods, work in progress & Stock in Trade	412	(949)	6,486	(6,760)	(98,566)	(92,154)
	(c) Employee benefits expense	186	437	539	1,005	1,630	2,019
	(d) Finance costs	2,377	2,626	4,122	7,300	11,377	9,490
	(e) Depreciation and amortization expense	28	85	280	121	838	42
	(f) Other Expenses	1,196	4,930	579	6,401	2,162	10,152
	Total Expenses	5,797	8,641	6,077	17,844	19,528	27,772
3	Profit/(Loss) before exceptional items and tax (1-2)	(3,112)	(7,271)	(4,685)	(13,111)	(14,219)	(16,457)
4	Exceptional items	-	-	-	-	-	-
5	Profit/(Loss) before tax (3+4)	(3,112)	(7,271)	(4,685)	(13,111)	(14,219)	(16,457)
6	Tax expenses						
	i) Current Tax	-	-	-	-	-	44
	ii) Deferred tax	(292)	(1,546)	(18)	(1,834)	(57)	49
7	Profit/(Loss) after tax for the period (3-6)	(2,820)	(5,725)	(4,703)	(11,277)	(14,276)	(16,550)
8	Share of Profit/(loss) of an Associate/ a Joint Venture (net of tax)	-	-	-	-	-	-
9	Profit/(Loss) after taxes and share of Profit/ (loss) of Associate/Joint Venture (7+8)	(2,820)	(5,725)	(4,703)	(11,277)	(14,276)	(16,550)
	Attributable to:						
	(i) owners of the parent Group	(2,820)	(5,725)	(4,703)	(11,277)	(14,276)	(16,550)
	(ii) non-controlling interests	-	-	-	-	-	-
10	Other Comprehensive Income						
	(i) Items that will not be reclassified to profit & Loss	-	-	-	-	-	5
	(ii) Remeasurement of Defined Benefit Plan	-	-	-	-	-	-
	(iii) FVOCI - equity investments	(859)	(4,546)	4	(5,405)	4	-
	(iv) Tax on above items that will not be reclassified to profit or loss	292	1,546	(6)	1,838	(6)	(6)
	Total Other Comprehensive Income	(567)	(3,000)	(2)	(3,567)	(2)	(1)
11	Total Comprehensive Income for the period [Comprising profit/(loss) and Other Comprehensive Income for the period (9+10)]	(2,253)	(2,725)	(4,705)	(7,710)	(14,278)	(16,551)
	Attributable to:						
	(i) owners of the parent Group	(2,253)	(2,725)	(4,705)	(7,710)	(14,278)	(16,551)
	(ii) non-controlling interests	-	-	-	-	-	-
12	Earnings/(Loss) Per Share ('EPS') (of Rs. 10 each) - (Rs.) (not annualised)						
	(a) Basic	(1.93)	(3.93)	(3.22)	(7.73)	(9.79)	(11.35)
	(b) Diluted	(1.93)	(3.93)	(3.22)	(7.73)	(9.79)	(11.35)
13	Paid up equity share capital (Face Value of 10/-each)	14,583	14,583	14,583	14,583	14,583	14,583



Notes to the financial results:

1 The consolidated financial results for the quarter and nine months ended 31st December 2019 have been reviewed by the Audit committee and on its recommendation has been approved by the Board of Directors at its meeting held on 14th February 2020. The figures for the quarter and nine months ended 31st December 2019 was subject to limited review by statutory auditors of NEL Holdings Limited and its subsidiaries. The information presented above is prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and Companies (Indian Accounting Standards) Amendment Rules, 2016. These results are uploaded on the Company website i.e. www.nelholdings.in and on the Stock Exchanges where the shares of the Company are listed i.e. www.bseindia.com.

These results include the result of the following subsidiaries and joint ventures.

Subsidiaries: NHDPL Properties Private Limited (Formerly known as Nitesh Housing Developers Private Limited), NUDPL Enterprises Private Limited (Formerly known as Nitesh Urban Development Private Limited), Nitesh Indiranagar Retail Private Limited, LOB Properties Private Limited (formerly known as Nitesh Property Management Private Limited) and Courtyard Hospitality Private Limited (formerly known as Courtyard Constructions Private Limited)

Joint Ventures: Nitesh Estates-Whitefield

The information presented above is prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

2 Ind AS 116 "Leases" mandatory for reporting periods beginning on or after 1st April, 2019 as notified by the Ministry of Corporate Affairs (MCA) vide Companies (Indian Accounting Standard), Amendment Rules, 2019, replacing the existing lease rental recognition criteria. The application of Ind AS 116 has impacted the group's accounting for recognition of leases payments.

The group has applied the modified retrospective approach of all lease contracts as at 1st April, 2019 and has given given impact of Ind AS 116 implication by debiting retained earnings as at that date by Rs. 93.13 lakhs (net of tax). Accordingly, the comparatives have not been restated and hence not comparable with previous period figures. Due to the implication of Ind AS 116 "Leases", Finance Cost is increased by Rs. 30.39 lakhs and Depreciation and Amortisation Expenses is increased by Rs. 88.07 lakhs and lease rent expenses is reduced by Rs. 139.85 lakhs and Profit before Tax for the period is increased by 21.39 lakhs.

3 The Group primarily operates in two business segments - 'Residential' and 'Retail'. All operations are in India and hence there is no geographical segment.

4 Figures for unaudited standalone financial results of the company for the quarter and nine month ended December 31, 2019

No	Particulars	Quarter ended			Nine months ended		Previous year ended 31-03-2019
		3 months ended 31-12-2019	Preceeding 3 months ended 30-09-2019	Corresponding 3 months ended 31-12-2018	Year to date figures for current period ended 31.12.2019	Year to date figures for previous year ended 31.12.2018	
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	
a	Revenue from Operations	1,126	492	454	1,775	2,413	8,439
b	Profit/(Loss) before tax	(2,602)	(6,588)	(1,605)	(10,748)	(4,720)	(14,463)
c	Profit/(Loss) after tax	(2,326)	(5,059)	(1,635)	(8,964)	(4,779)	(14,550)

5 The Group has received an intimation from debenture holders for non redemption of debentures and for recovery of unpaid principal of Rs 55 crores and corresponding interest.

6 Figures of NHDPL Properties Private Limited (Formerly known as Nitesh Housing Developers Private Limited), NUDPL Enterprises Private Limited (Formerly known as Nitesh Urban Development Private Limited) and LOB Properties Private Limited (formerly known as Nitesh Property Management Private Limited) indicate negative net worth, the effect of which is reflected in the consolidated financial results of NEL Holdings Limited. The Group has incurred loss in the current period and previous year and the net worth has been fully eroded by the accumulated losses of the past period. The consolidated financials information has been prepared on a going concern basis not withstanding accumulated losses as on 31st December 2019 and negative net current assets situation because of support of holding company to the above mentioned subsidiaries.

7 The Parent Company and certain subsidiaries have defaulted on payment to lenders, both Principal (Rs 1038.23 Cr) as well as Interest (Rs 222.98 Cr) as the facilities have been called off by the banks & financial institutions and entire outstanding has become due for payment.

8 The Parent Company and certain subsidiaries have not provided for penal interest charged by bank for Rs. 23.86 Cr towards default in payment of Principal & Interest. Non recognition of the same has resulted into understatement of loss by Rs. 23.86 Cr as on 31st December, 2019.

9 The figures in respect of previous period have been regrouped/recast wherever necessary.

For and on behalf of the Board of Directors of
NEL Holdings Limited
(Formerly known as Nitesh Estates Limited)



L.S. Vaidyanathan
DIN: 00304652
Executive Director



Place: Bengaluru, India
Date : 14th February 2020

NEL Holdings Limited
(Formerly Known as Nitesh Estates Ltd)
Regd. Office: Nitesh Timesquare , 7th Floor , No. 8, M.G Road, Bengaluru 560 001
CIN: L07010KA2004PLC033412, website - www.nelholdings.in
Phone Number: +91 80 4017 4000

Consolidated Segment wise revenue, results

(Rs in lakh except EPS)

No	Particulars	Quarter ended			Nine months ended		Previous year ended 31-03-2019
		3 months ended 31-12-2019	Preceeding 3 months ended 30- 09-2019	Corresponding 3 months ended 31-12-2018	Year to date figures for current period ended 31.12.2019	Year to date figures for previous year ended 31.12.2018	
		unaudited	unaudited	unaudited	unaudited	unaudited	
1	Segment revenue						
	(a) Residential	2,353	766	596	3,792	3,735	11,292
	(b) Retail	-	-	167	-	841	-
	Total	2,353	766	763	3,792	4,576	11,292
	Less: Inter-segment revenue				-	-	-
	Net income from operations	2,353	766	763	3,792	4,576	11,292
2	Segment results						
	Profit/(loss) before tax and interest						
	(a) Residential	(1,067)	(5,248)	(8)	(6,752)	(2,025)	(3,660)
	(b) Retail	-	-	(1,184)	-	(1,551)	(3,331)
	Total	(1,067)	(5,248)	(1,192)	(6,752)	(3,576)	(6,991)
	Add: Other income	332	604	629	941	734	23
	Less: Interest	2,377	2,626	4,122	7,300	11,377	9,490
	Total profit/(loss) before tax	(3,112)	(7,270)	(4,685)	(13,111)	(14,219)	(16,457)
3	Segment Assets						
	(a) Residential	1,95,345	2,11,831	2,65,559	1,95,345	2,65,559	2,57,450
	(b) Retail	31,584	33,020	57,497	31,584	57,497	33,060
	(c) Unallocated	64,394	64,065	1,122	64,394	1,122	1,140
	Total	2,91,322	3,08,916	3,24,178	2,91,323	3,24,178	2,91,650
4	Segment Liabilities						
	(a) Residential	2,38,003	2,52,511	3,16,964	2,38,003	3,16,958	3,04,634
	(b) Retail	10,044	11,464	50,230	10,044	50,230	11,443
	(c) Unallocated	77,447	76,869	1,227	77,447	1,233	1,178
	Total	3,25,494	3,40,843	3,68,420	3,25,494	3,68,420	3,17,255



RAY & RAY

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Independent Auditor's Review Report on consolidated unaudited quarterly and year to date financial results Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

TO

THE BOARD OF DIRECTORS OF

NEL HOLDINGS LIMITED (FORMERLY KNOWN AS NITESH ESTATES LIMITED)

We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **NEL Holdings Limited** (formerly known as Nitesh Estates Limited) ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of the net loss after tax and total comprehensive income/loss of joint venture for the quarter and nine months ended 31st December, 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/80/2019 dated July 19, 2019 ('the Circular').

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 Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

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 specified under Section 143(10) of the Companies Act, 2013 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. 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.

The Statement includes the results of the following entities:

- NHDPL Properties Private Limited (formerly known as Nitesh Housing Developers Pvt Ltd)
- NUDPL Enterprises Private Limited (formerly known as Nitesh Urban Development Pvt. Ltd.)
- LOB Property Management Private Limited (formerly known as Nitesh Property Management Pvt. Ltd.)
- Nitesh Indiranagar Retail Pvt. Ltd.
- Courtyard Hospitality Pvt. Ltd. (formerly known as Courtyard Construction Pvt. Ltd.)
- Nitesh Estate Whitefield – A Joint Venture

Based on our review conducted and procedures performed as stated above, *except for defined employee benefit plan and its corresponding expenses in absence of an actuarial report and for the matters stated in the Emphasis of Matter paragraph below*, nothing has come to our attention, that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Emphasis of Matter:

1. The Group has advanced substantial amounts to various parties for acquiring various land and immovable properties on behalf of the Group which is under reconciliation. Most of these advances have been fully provided in the accounts since the parties are yet to hand over any land or property or repay the dues. The Group has entered into an assignment of claims and receivables with a third party for some of the advances at a substantially lower consideration and has also initiated legal action for recovery.

2. The Group has decided to exit residential projects. To meet this objective, the Group will complete some of the projects which are in an advanced stage of construction and exit some of the residential projects on 'as is where is' basis wherever prospective buyers are identified for the concerned projects.



3. Deferred Tax has not been reconciled.

4. An amount of Rs. 23.86 crore charged by Banks towards Penal Interest for default in payment of Principal & Interest has not been accounted for in the Books by the company. Due to the above, the loss has been understated by Rs. 23.86 crores as on 31.12.2019.

5. The company has written back vendors balances amounting to Rs. 8.36 crores as they were outstanding for more than 3 years with no follow ups from vendors.

6. The financial statements have been prepared on a going concern basis notwithstanding negative net worth of Rs. 341.73 crore as at 31.12.2019. The financial statements, therefore, do not include any adjustments relating to recoverability and classification of assets or to classification of liabilities that may be necessary if the company is unable to continue as a going concern.

Our conclusion is not modified in respect of the above matters.

The consolidated unaudited financial results include the financial results of Nitesh Estate Whitefield, a joint venture partnership firm which has not been reviewed by their auditors, whose financial results reflect total revenue of Rs. Nil and Rs. Nil, total net profit/(loss) after tax of Rs. Nil and Rs. Nil and total comprehensive income / loss of Rs. Nil and Rs. Nil for the quarter ended 31st December 2019 and for the period from 1st April 2019 to 31st December, 2019 respectively as considered in the consolidated unaudited financial results. According to the information and explanations given to us by the Management, these financial results are not material to the Group.

For **RAY & RAY**
Chartered Accountants
(Firm's Registration No. 301072E)



(Mrinal Kanti Banerjee)
Partner

Membership No. 051472
UDIN: 20051472AAAAAG3312

Place: Bengaluru

Date: February 14, 2020

