

NEL

Holdings South Limited

November 13, 2020

To
BSE Limited
(Stock Code: 533202)
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Dear Sir / Madam,

Sub: Unaudited Standalone and Consolidated Financial Results of the Company for the Second Quarter and Half year ended on 30th September, 2020 along with the Limited Review Report

We herewith enclose the unaudited Standalone and Consolidated Financial Results of the Company for the Second Quarter and Half year ended on 30th September, 2020 as approved by the Board of Directors together with the Limited Review Report as submitted by the Statutory Auditors.

Request you to take the above on record.

For NEL Holdings South Limited
(Formerly NEL Holdings Limited)



Prasant Kumar
Company Secretary & Chief Compliance Officer



Encl.: As above

NEL Holdings South Limited

(Formerly Known as NEL Holdings 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 period ended September 30, 2020

(Rs in lakh except EPS)

| No | Particulars | Quarter ended | | | Half year ended | | Previous year ended 31-03-2020 |
|----|---|---------------------------|-------------------------------------|---|--|--|--------------------------------|
| | | 3 months ended 30-09-2020 | Preceding 3 months ended 30-06-2020 | Corresponding 3 months ended 30-09-2019 | Year to date figures for current period ended 30.09.2020 | Year to date figures for current period ended 30.09.2019 | |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | |
| 1 | Income | | | | | | |
| | (a) Revenue from operations | 481 | 320 | 492 | 801 | 649 | 1,920 |
| | (b) Other Income | 62 | 48 | 293 | 110 | 344 | 612 |
| | Total Income | 543 | 368 | 785 | 911 | 993 | 2,532 |
| 2 | Expenses | | | | | | |
| | (a) Land and construction cost | 35 | 38 | 433 | 73 | 4,492 | 749 |
| | (b) Changes in Inventories of Finished goods, work in progress & Stock in Trade | 185 | 47 | (88) | 232 | (4,048) | 956 |
| | (c) Employee benefits expense | 134 | 140 | 308 | 274 | 582 | 849 |
| | (d) Finance costs | 1,997 | 3,297 | 1,808 | 5,293 | 3,046 | 5,582 |
| | (e) Depreciation and amortization expense | 3 | 3 | 22 | 6 | 26 | 16 |
| | (f) Other Expenses | 161 | 129 | 4,890 | 289 | 5,041 | 4,274 |
| | Total Expenses | 2,515 | 3,654 | 7,373 | 6,167 | 9,139 | 12,426 |
| | Exceptional items | 6,599 | - | - | 6,599 | - | 92,461 |
| 3 | Profit/(Loss) before tax (1-2) | 4,629 | (3,286) | (6,588) | 1,343 | (8,146) | (1,02,355) |
| 4 | Tax expenses | | | | | | |
| | i) Tax for previous years | - | - | - | - | - | - |
| | ii) Current Tax | - | - | - | 55 | - | (38) |
| | iii) Deferred tax | 658 | (4) | (1,529) | 654 | (1,508) | (1,796) |
| 5 | Profit/(Loss) after tax for the period (3-4) | 3,916 | (3,282) | (5,059) | 634 | (6,638) | (1,00,521) |
| 6 | Other Comprehensive Income | | | | | | |
| | (i) Items that will not be reclassified to profit & Loss | 18 | 17 | - | 35 | - | - |
| | (ii) Remeasurement of Defined Benefit Plan | - | - | - | - | - | 69 |
| | (iii) FVOCI - equity investments | - | - | 4,546 | - | 4,546 | 5,405 |
| | (iv) Tax on above items that will not be reclassified to profit or loss | (5) | (4) | (1,546) | (9) | (1,546) | (15) |
| | Total Other Comprehensive Income | 13 | 13 | 3,000 | 26 | 3,000 | (1,840) |
| 7 | Total Comprehensive Income for the period [Comprising profit/(loss) and Other Comprehensive Income for the period (5+6)] | 3,929 | (3,269) | (2,059) | 660 | (3,638) | (96,902) |
| 8 | Earnings/(Loss) Per Share ("EPS") (of Rs. 10 each) - (Rs.) (not annualised) | | | | | | |
| | (a) Basic EPS | 2.68 | (2.25) | (3.47) | 0.43 | (4.55) | (68.93) |
| | (b) Diluted EPS | 2.68 | (2.25) | (3.47) | 0.43 | (4.55) | (68.93) |
| 9 | Paid up equity share capital (Face Value of 10/-each) | 14,583 | 14,583 | 14,583 | 14,583 | 14,583 | 14,583 |

1 Statement of Assets & Liabilities

NEL Holdings South Limited
(Rs in lakh)

| Particulars | As on 30-Sep-20 unaudited | As on 31-Mar-20 audited |
|--|---------------------------|-------------------------|
| ASSETS | | |
| (1) Non-current assets | | |
| a) Property, Plant and Equipment | 41 | 47 |
| b) Right of use asset | - | - |
| c) Other Intangible assets | 8 | 9 |
| d) Capital work in progress | 21,833 | 8,835 |
| Less : Provision for impairment loss of CWIP | (12,998) | - |
| | 8,884 | 8,891 |
| e) Financial Assets | | |
| (i) Investments | 1,009 | 1,008 |
| (ii) Loans | 47 | 47 |
| | 39 | 499 |
| f) Other non-current assets | | 39 |



| | | |
|---|-----------------|-----------------|
| | 1,095 | 1,593 |
| (2) Current assets | | |
| a) Inventories | 57,996 | 58,227 |
| b) Financials Assets | | |
| (i) Trade receivables | 753 | 753 |
| (ii) Cash and cash equivalents | 32 | 50 |
| (iii) Other Bank balances | - | - |
| (iv) Loans | 13,683 | 2,389 |
| (v) Other current financials assets | - | 3 |
| c) Other current assets | 19,942 | 31,476 |
| d) Current tax assets, net | - | - |
| | 92,406 | 92,898 |
| Total Assets | 1,02,385 | 1,03,382 |
| EQUITY AND LIABILITIES | | |
| (1) Equity | | |
| Equity Share capital | 14,583 | 14,583 |
| Other Equity | (95,717) | (96,375) |
| | (81,134) | (81,792) |
| (2) Non-current liabilities | | |
| a) Financial Liabilities | | |
| (i) Other financial liabilities | - | - |
| (ii) Net employee defined benefit liabilities | - | - |
| b) Deferred tax liabilities, net | 163 | - |
| c) Provisions | 111 | 147 |
| | 274 | 147 |
| (3) Current liabilities | | |
| a) Financial Liabilities | | |
| (i) Borrowings | 45,467 | 52,475 |
| (iii) Lease liability | - | - |
| (iv) Trade payables | 24,303 | 23,926 |
| (v) Other current financial liabilities | - | 53,283 |
| (vi) Net employee defined benefit liabilities | - | - |
| b) Other current liabilities | 1,08,525 | 55,332 |
| c) Provisions | 4,581 | 12 |
| d) Current tax liabilities, net | 369 | - |
| | 1,83,245 | 1,85,027 |
| Total Equity & Liabilities | 1,02,385 | 1,03,382 |
| | (0) | (0) |

Notes to the financial results:

- 1 The above standalone financial results have been reviewed by the Audit committee and approved by the Board of Directors of the Company at its meeting held on 13th November, 2020. The statutory auditors have conducted a limited review of the standalone Financial Results of the Company for the half year ended 30th September, 2020.

These standalone financial results 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. 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 (i) The Company has exited Knightsbridge Residential project to Garden City Realty for which the proposal was kept for shareholders approval in the Annual General Meeting held on 30th September, 2020 which was approved for an all inclusive value of not less than Rs. 8 Cr. RERA approval for this transfer has been obtained.
- (ii) The Company has exited Park Avenue Residential project to Garden City Realty for which the proposal was kept for shareholders approval in the Annual General Meeting held on 30th September, 2020 for which approval for an all inclusive value of not less than Rs. 35 Cr. RERA approval for this transfer has been obtained.
- (iii) The Company is in the process of exiting Ceasars Palace project to BSR Associates, settlement MOU is signed. The RERA approval for this transfer is awaited.
- 3 The company has defaulted on redemption of debentures for a principle value of Rs. 5,500 lakhs and corresponding interest accrued of Rs. 5,356 lakhs as at 30th September, 2020. The company has not provided for penal interest of Rs. 6,456 lakhs, which is an additional amount claimed in their petition filed with NCLT in June 2020 as the discussion for the settlement is on the final stages where in they are considering waiver of even normal interest as well as penal interest and towards principle repayment also.
- 4 The Company has defaulted on payment to various lenders, both Principal (Rs 45,290 lakhs) as well as Interest (Rs. 16,590 lakhs) as on 30th September, 2020 as the facilities have been called off by the banks & financial institutions and entire facility has become due for payment. The penal interest amounting to Rs. 3,658 lakhs has not been provided for which Management is confident to get the waiver of penal interest as the request is being made to lenders to take haircut of principal & normal interest outstanding also whenever a project exit is being discussed.
- 5 The Company primarily operates in two business segments - 'Residential' and 'Facility Management'. All operations are in India and hence there is no geographical segment.
- 6 The outbreak of COVID-19 pandemic has significantly impacted global businesses environment. The restriction of human movement through nationwide lockdown during the period from 25th April, 2020 to 8th June, 2020 imposed by the Government of India to prevent community spread of the disease has resulted significant reduction in economic activities with respect to the operations of the Company, The business of the Company has gone down drastically and the construction activities of the Company has been stopped due to non-availability of resources during lock down period. The Company has taken necessary steps to overcome the present situation by analysing various internal and external information inter-alia the assumptions relating to economic forecasts and future cash flows for assessing the recoverability of various assets and receivables viz, investments, contract and non-contract assets, trade and non-trade receivables, inventories, advances and contract costs as on the date of approval of these financial statements. The assumptions used by the company are being tested through sensitivity analysis and the company expects to recover the carrying amount of these assets and receivables based on the current indicators of future economic benefits. As the management is still assessing the impact of COVID-19 pandemic on the future period, the impact may be different from that estimated as at the date of approval of these financial statements and the company will continue to closely monitor the material changes if any, to the future economic conditions. Same situation is continuing in Q1 and Q2 of 2020-21 due to pandemic outbreak.



7 **Going concern**

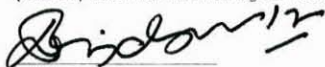
These financial statements have been prepared on a going concern basis notwithstanding accumulated losses as at the balance sheet date and a negative net current assets situation.

These financial statements therefore do not include any adjustments relating to recoverability and classification of asset amounts or to classification of liabilities that may be necessary if the Company is unable to continue as a going concern.

9 The figures for the quarter ended 30th September, 2020 are the derived balancing figures between the unaudited figures in respect of six months ended 30th June 2020.

10 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 South Limited
(Formerly Known as NEL Holdings Limited)



L.S. Vaidyanathan
DIN: 00304652
Executive Director



Place: Bengaluru, India
Date : 13th November 2020

NEL Holdings South Limited
(Formerly Known as NEL Holdings Limited)
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 | | | Year ended | | Previous year ended 31-03-2020 |
|----------|---------------------------------------|------------------------------|---|--|---|---|-----------------------------------|
| | | 3 months ended 30-09-2020 | Preceeding 3 months ended 30-06-2020 | Corresponding 3 months ended 30-09-2019 | Year to date figures for current period ended 30.09.2020 | Year to date figures for current period ended 30.09.2019 | |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | |
| 1 | Segment revenue | | | | | | |
| | (a) Residential | 481 | 320 | 492 | 801 | 649 | 1,920 |
| | (b) Retail | - | - | - | - | - | - |
| | Total | 481 | 320 | 492 | 801 | 649 | 1,920 |
| | Less: Inter-segment revenue | - | - | - | - | - | - |
| | Net income from operations | 481 | 320 | 492 | 801 | 649 | 1,920 |
| 2 | Segment results | | | | | | |
| | Profit/(loss) before tax and interest | | | | | | |
| | (a) Residential | 6,564 | (37) | (5,074) | 6,526 | (5,444) | (97,385) |
| | (b) Retail | - | - | - | - | - | - |
| | Total | 6,564 | (37) | (5,074) | 6,526 | (5,444) | (97,385) |
| | Add: Other income | 62 | 48 | 293 | 110 | 344 | 612 |
| | Less: Interest | 1,997 | 3,297 | 1,808 | 5,293 | 3,046 | 5,582 |
| | Total profit/(loss) before tax | 4,629 | (3,286) | (6,588) | 1,343 | (8,146) | (1,02,355) |
| 3 | Segment Assets | | | | | | |
| | (a) Residential | (962) | 1,03,348 | 1,66,479 | 1,02,385 | 1,66,479 | 1,03,382 |
| | (b) Retail | - | - | - | - | - | - |
| | (c) Unallocated | - | - | - | - | - | - |
| | Total | (962) | 1,03,348 | 1,66,479 | 1,02,385 | 1,66,479 | 1,03,382 |
| 4 | Segment Liabilities | | | | | | |
| | (a) Residential | 1,83,519 | 1,88,402 | 1,55,065 | 1,83,519 | 1,55,065 | 1,85,174 |
| | (b) Retail | - | - | - | - | - | - |
| | (c) Unallocated | - | - | - | - | - | - |
| | Total | 1,83,519 | 1,88,402 | 1,55,065 | 1,83,519 | 1,55,065 | 1,85,174 |



NEL Holdings South Limited (Formerly known as NEL Holdings Limited)

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Statement of Cash Flows for the period ended September 30, 2020

| | Amount |
|---|------------------|
| Operating activities | |
| Profit/ (Loss) before tax | 1,342.64 |
| <i>Non-cash adjustment to reconcile profit before tax to net cash flows</i> | |
| Other Comprehensive Income (net of tax) | 25.90 |
| <i>Adjustments to reconcile profit before tax to net cash flows:</i> | |
| Depreciation of property, plant and equipment | 6.05 |
| Impairment Provision against Investments | 4,546.65 |
| Interest element on Preference shares of NHDPL | 109.74 |
| Writeback of Bank Borrowings | -8,146.00 |
| Writeback of Bank Interest Payable | -2,999.88 |
| Deferred tax charge/(credit) | -653.55 |
| Finance costs | 5,293.38 |
| <i>Working capital adjustments:</i> | |
| (Increase)/ decrease in Inventories | 232.00 |
| (Increase)/ decrease in trade receivables | -499.07 |
| (Increase)/ decrease in other financial and non-financial assets | 741.35 |
| Increase/ (decrease) in trade payables and other financial liabilities | 4,261.67 |
| Increase/ (decrease) in provisions | -122.66 |
| Net cash flows from/ (used in) operating activities (A) | 4,138.21 |
| Investing activities | |
| Purchase of property, plant and equipment (including capital work-in-progress and capital advances) | - |
| Amount contributed to partnership current account | - |
| Proceeds from sale of property, plant and equipment | - |
| Redemption of Investments - net | - |
| Interest received | - |
| Net cash flows from/ (used in) investing activities (B) | - |
| Financing activities | |
| Proceeds from long-term borrowings | 1,138.69 |
| Proceeds from current borrowings | - |
| Ind AS 115 / 116 - Retained earning entries | -1.74 |
| Interest paid (gross) | -5,293.38 |
| Net cash flows from/ (used in) financing activities (C) | -4,156.42 |
| Net increase/ (decrease) in cash and cash equivalents | -18.20 |
| Cash and cash equivalents at the beginning of the year | 50.15 |
| Cash and cash equivalents at the end of the year | 31.94 |
| Components of cash and cash equivalents | |
| Cash on hand | 0.92 |
| Balance with banks | - |
| - on current account | 31.02 |
| - on deposit account | - |
| Less - Bank overdraft | - |
| Total cash and cash equivalents | 31.94 |



RAY & RAY

CHARTERED ACCOUNTANTS

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HAL 2nd Stage, Indiranagar

Bengaluru - 560 008.

Tele : +91-41221758

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INDEPENDENT AUDITOR'S REVIEW REPORT

TO

THE BOARD OF DIRECTORS OF

NEL HOLDINGS SOUTH LIMITED (FORMERLY KNOWN AS NEL HOLDINGS LIMITED)

1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results of **NEL HOLDINGS SOUTH LIMITED** ("the Company") for the quarter and half year ended September 30, 2020 ("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 ("Listing Regulations 2015").
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 Indian Accounting Standard 34, 'Interim Financial Reporting' (Ind AS 34) prescribed under Section 133 of the Act read with 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.
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 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.
4. Attention is drawn to the following Notes of the Statement which are subject matter of adverse conclusion as given in Para 5 below:
 - a) The Company has incurred losses over the years resulting in negative net worth, negative working capital and negative cash flows. The default in payment of dues to banks and financial institution and creditors etc. are the identified events that, individually or collectively, may cast significant doubt on the Company's ability to



continue as a going concern. The standalone financial statements do not adequately disclose this fact.

As the Company has not recognized this fact and has prepared the standalone financial statements on going concern assumption basis without carrying out any adjustments, in our opinion, the standalone financial statements may not give a true and fair view.

- b) The Company has given unsecured advance amounting to Rs 3515/- Lakhs to Boulevard Developers Pvt. Ltd for acquiring various immovable properties on behalf of the Company for which no Joint Development Agreements could be produced to us. We have been informed that the company is not in a position to honor its commitment and repay the advance. No provision has been made by the Company with respect to these advances resulting in understatement of loss and overstatement of the net worth by the said amount.
- c) As reported earlier, the Company had advanced Rs. 1228/- Lakhs to Somerset Infra Projects Pvt Limited (Somerset) for acquiring immovable properties and for transfer of development rights (TDR) in various cities like Chennai, Cochin, Bangalore, on behalf of the Company. Somerset has failed to procure land and the Licensed TDR Rights as per the agreement and has not refunded the money and could not satisfactorily explain the reasons for giving this advance without security, guarantee, etc. or without seeking legal recourse. The Company had made full provision for the said advance for the last 3 years. In our opinion this is a matter of concern. As per the management, the Company's board has already taken note of the above.
- d) The Company has not accounted for the demand of penal interest amounting to Rs. 3,658/- Lakhs by banks and financial institutions on credit facilities accepted, resulting in the understatement of loss and overstatement of net worth by the said amount.
- e) On release of charge/mortgage of the project 'Nitesh Virgin Island' by the HDFC Limited, the Company has written back the liability to that financial institution amounting to Rs. 11,146/- Lakhs (including interest of Rs. 3,000/- Lakhs), based on the allocation of loans to the project as confirmed by the financial institution, in its books of account without obtaining any outstanding confirmation or no dues certificate in that respect, resulting in overstatement of Income and understatement of liability by the said amount.
- f) The Company has made short provision of interest on debentures amounting to Rs 6,456/- Lakhs against the interest demand of Rs 11,812/- Lakhs (includes interest plus penal interest) filed by Debenture Trustee 'Investcorp Real Estate Yield Fund (Formerly known as IDFC Real Estate Yield Fund)' before the National Company Law Tribunal (NCLT), Bangalore, resulting in the understatement of loss and overstatement of net worth by the said amount.
- g) The Company had collected customer advances in earlier years against some residential projects which has been closed/suspended subsequently and abandoned



now, out of which Rs. 59/- Lakhs has been paid during the quarter. An aggregate amount of Rs. 1,356/- Lakhs are outstanding as on date. The above unadjusted refundable amount is in the nature of deemed deposits under rule 2(c) (xii) (b) of the Companies Acceptance of deposit (Rules) 2014 and also within the preview of sections 73 to 76 of the Companies Act, 2013 in respect of which proper disclosures have not been made in the financial statements of the Company.

- h) In spite of the negative net worth of the subsidiaries, the Company has not accounted for impairment loss of Rs 5,519/- Lakhs (after providing for Rs. 4,546/- Lakhs out of the total receivable) against advance given to them, resulting in the understatement of loss and overstatement of net worth by the said amount. Further, Rs 248/- Lakhs has been disbursed to them during the half year without testing any chance of recoverability.
 - i) The Company has not tested impairment of its projects' CWIP and inventories amounting Rs 8,835/- Lakhs and Rs 23,150/- Lakhs (Net "Payable to land owner for land under Joint Development Agreement) respectively as on 30th September, 2020. In terms of special resolution dated 31st July, 2020, the Board has proposed to sell/transfer its two projects together with development rights on an "as is where is basis" or in any other manner the board may find fit in the interest of the Company. Further, the company is in process of exiting one more project where settlement MOU is signed subject to pending RERA approval. Any adjustment in the books of accounts resulting from the actual sale/transfer and settlement thereof will be accounted for in due course which may result in Non-compliance of Inventory Valuation as per Ind AS 2. [Refer to Note No 2 of standalone financial results]
 - j) The Company, generally, is not regular in depositing the applicable dues with appropriate authorities.
 - k) The Company has neither ascertained nor accounted for Deferred Tax and Minimum Alternate Tax for the half year ended September 30, 2020.
 - l) The Company has not prepared the Statement of Cash Flow in accordance with provisions of Ind AS 7.
5. Based on our review conducted as above, we report that because of the significance of the matters stated in Para 4 above and it's consequential impact on the financial results for the quarter and half year ended September 30, 2020, we have come to the conclusion that the Statement, read with notes thereon, has not been prepared fairly in all material respect in accordance with aforesaid Indian Accounting Standards specified under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other recognized accounting practices and policies and has not disclosed fairly 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

We draw attention to the following matters:

- a) The Company has given unsecured advance amounting to Rs. 1911.70 Lakh to Winter Lands Pvt. Ltd. (Winter Lands) for acquiring various immovable properties on behalf of the Company for which no Joint Development Agreement could be produced to us. We have been informed that Winter Lands is not in a position to honour its commitment or repay the advance. The Management is of the view that provision for the same is not required as, during the quarter, Winter Lands has sought to transfer its JDA rights in Project at Commissariat road to the extent of 9920 Sq feet to the Company by way of Memorandum of Understanding (MOU). The enforceability of this MOU and the basis of the valuation has not been satisfactorily explained to us. The position will be reviewed subsequently.
- b) We draw attention to Note 6 of the unaudited standalone financial results, which states the economic and social consequences/disruption that the entity is encountering as a result of COVID-19 pandemic which is impacting supply chain, consumer demand and personnel availability. The situation is still evolving and the management's assessment of the impact on the subsequent period is dependent on the circumstances as they evolve. This may further affect the Company's ability to carry out the business.

Our opinion is not modified in respect of the above matter.

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



Shipra

(Shipra Gupta)
Partner

Place: Bangalore

Date: November 13, 2020

Membership No. 436857
UDIN: 20436857AAAAAB9495

Statement of unaudited Consolidated financial results for period ended September 30, 2020

(Rs in lakh except EPS)

| No | Particulars | Quarter ended | | | Half year ended | | Previous year ended 31-03-2020 |
|----|---|------------------------------|--|---|--|--|-----------------------------------|
| | | 3 months ended 30-09-2020 | Preceeding 3 months ended 30-06-2020 | Corresponding 3 months ended 30-09-2019 | Year to date figures for current period ended 30.09.2020 | Year to date figures for current period ended 30.09.2019 | |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | |
| 1 | Income | | | | | | |
| | (a) Revenue from operations | 736 | 344 | 766 | 1,080 | 1,439 | 4,165 |
| | (b) Other Income | 22,680 | 0 | 604 | 22,680 | 609 | 1,072 |
| | Total Income | 23,416 | 344 | 1,370 | 23,760 | 2,048 | 5,237 |
| 2 | Expenses | | | | | | |
| | (a) Land and construction cost | 58 | 423 | 1,512 | 481 | 8,179 | 6,904 |
| | (b) Changes in Inventories of Finished goods, work in progress & Stock in Trade | 392 | (321) | (949) | 71 | (7,172) | (4,554) |
| | (c) Employee benefits expense | 179 | 211 | 437 | 390 | 819 | 1,230 |
| | (d) Finance costs | 3,733 | 5,032 | 2,626 | 8,764 | 4,923 | 9,640 |
| | (e) Depreciation and amortization expense | 5 | 5 | 85 | 11 | 93 | 193 |
| | (f) Other Expenses | 24,141 | 159 | 4,930 | 24,300 | 5,205 | 6,592 |
| | Total Expenses | 28,508 | 5,509 | 8,641 | 34,017 | 12,047 | 20,005 |
| 3 | Profit/(Loss) before exceptional items and tax (1-2) | (5,091) | (5,166) | (7,271) | (10,257) | (9,999) | (14,768) |
| 4 | Exceptional items | 6,162 | - | - | 6,162 | - | 62,824 |
| 5 | Profit/(Loss) before tax (3+4) | 1,071 | (5,166) | (7,271) | (4,095) | (9,999) | (77,592) |
| 6 | Tax expenses | | | | | | |
| | i) Current Tax | | | | | | 175 |
| | ii) Deferred tax | 7,965 | (20) | (1,546) | 7,945 | (1,542) | (5,869) |
| 7 | Profit/(Loss) after tax for the period (3-6) | (6,894) | (5,146) | (5,725) | (12,040) | (8,457) | (71,898) |
| 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) | (6,894) | (5,146) | (5,725) | (12,040) | (8,457) | (71,898) |
| | Attributable to: | | | | | | |
| | (i) owners of the parent Group | (6,894) | (5,146) | (5,725) | (12,040) | (8,457) | (71,898) |
| | (ii) non-controlling interests | - | - | - | - | - | - |
| 10 | Other Comprehensive Income | | | | | | |
| | (i) Items that will not be reclassified to profit & Loss | | | | | | |
| | (ii) Remeasurement of Defined Benefit Plan | (28) | (28) | - | (55) | - | 111 |
| | (iii) FVOCI - equity investments | - | - | - | - | (4,546) | 5,405 |
| | (iv) Tax on above items that will not be reclassified to profit or loss | 4 | 4 | 1,546 | 9 | 1,546 | (1,855) |
| | Total Other Comprehensive Income | (22) | (24) | (3,000) | (47) | (3,000) | 3,661 |
| 11 | Total Comprehensive Income for the period [Comprising profit/(loss) and Other Comprehensive Income for the period (9+10)] | (6,872) | (5,122) | (2,725) | (11,994) | (5,457) | (68,237) |
| | Attributable to: | | | | | | |
| | (i) owners of the parent Group | (6,872) | (5,122) | (2,725) | (11,994) | (5,457) | (68,237) |
| | (ii) non-controlling interests | - | - | - | - | - | - |
| 12 | Earnings/(Loss) Per Share ('EPS') (of Rs. 10 each) - (Rs.) (not annualised) | | | | | | |
| | (a) Basic | (4.73) | (3.53) | (3.93) | (8.26) | (5.80) | (49.30) |
| | (b) Diluted | (4.73) | (3.53) | (3.93) | (8.26) | (5.80) | (49.30) |
| 13 | Paid up equity share capital (Face Value of 10/-each) | 14,583 | 14,583 | 14,583 | 14,583 | 14,583 | 14,583 |



Statement of Assets & Liabilities

(Rs in lakh)

| Particulars | As on 30-Sep-20 Unaudited | As on 31-Mar-20 audited |
|--|---------------------------------|-------------------------------|
| ASSETS | | |
| (1) Non-current assets | | |
| a) Property, Plant and Equipment | 68 | 77 |
| b) Right of use asset | - | - |
| c) Other Intangible assets | 8 | 9 |
| d) Capital work in progress | 8,835 | 13,819 |
| | 8,911 | 13,905 |
| Goodwill on consolidation | - | 0 |
| Financial Assets | | |
| Investments | 1,009 | 1,008 |
| Loans | 85 | 87 |
| Other non-current assets | 39 | 39 |
| Deferred tax assets, net | 91 | 7,991 |
| Non-current tax assets, net | - | - |
| | 1,224 | 9,125 |
| (2) Current assets | | |
| a) Inventories | 1,61,433 | 1,61,502 |
| b) Financials Assets | | |
| Investments | - | - |
| Trade receivables | 1,201 | 1,160 |
| Cash and bank balances | 85 | 140 |
| Bank balance other than cash and cash equivalents | - | - |
| Loans | 19,044 | 4,736 |
| Other current financials assets | - | 3 |
| Other current assets | 36,622 | 34,961 |
| Current tax assets, net | 445 | - |
| | 2,18,830 | 2,02,502 |
| Total Assets | 2,28,965 | 2,25,532 |
| EQUITY AND LIABILITIES | | |
| (1) Equity | | |
| Equity Share capital | 14,584 | 14,583 |
| Other Equity | (1,01,029) | (89,142) |
| Equity component of Compound Financial Instruments | - | - |
| | (86,445) | (74,559) |
| (2) Non-current liabilities | | |
| Financial Liabilities | | |
| Borrowings | - | - |
| Lease liability | - | - |
| Net employee defined benefit liabilities | 134 | - |
| Other non-current financial liabilities | 36 | - |
| Provisions | - | 204 |
| Deferred tax liabilities, net | - | - |
| Other long-term liabilities | - | - |
| | 170 | 204 |
| (3) Current liabilities | | |
| Financial Liabilities | | |
| Borrowings | 95,468 | 1,01,678 |
| Trade payables | 42,645 | 35,013 |
| Net employee defined benefit liabilities | 9 | - |
| Other current financial liabilities | (2,374) | 5,160 |
| Other current liabilities | 1,74,201 | 1,57,529 |
| Provisions | 4,923 | 20 |
| Current Tax Liabilities, net | 369 | 487 |
| | 3,15,241 | 2,99,886 |
| Total Equity & Liabilities | 2,28,965 | 2,25,532 |
| | (0) | (0) |



Notes to the financial results:

1 The above consolidated financial results of NEL Holdings South Limited (Formerly known as NEL Holdings Limited), ('the Group'), and its subsidiaries (together referred to as 'the Group') has been reviewed by the Audit committee and approved by the Board of Directors at their meeting held on 15th September 2020. The statutory auditors of the Group have conducted a limited review of the consolidated Financial Results of the Group for the quarter ended 30th September 2020.

These Consolidated financial results 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. 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 subsidiary companies.

Subsidiaries: NHDPL South Private Limited (Formerly known as NHDPL Properties Private Limited), NUDPL Ventures Private Limited (Formerly known as NUDPL Enterprises Private Limited), Nitesh Indiranagar Retail Private Limited, LOB Properties Private Limited, & Courtyard Hospitality Private Limited (Formerly known as Courtyard Constructions Private Limited)

2 The Company primarily operates in two business segments - 'Residential' and 'Facility Management'. All operations are in India and hence there is no geographical segment.

3 Statement of unaudited Consolidated financial results for period ended September 30, 2020

| No | Particulars | Quarter ended | | | Half year ended | | Previous year ended 31-03-2020 |
|----|--------------------------|------------------------------|--|---|--|--|-----------------------------------|
| | | 3 months ended 30-09-2020 | Preceeding 3 months ended 30-06-2020 | Corresponding 3 months ended 30-09-2019 | Year to date figures for current period ended 30.09.2020 | Year to date figures for current period ended 30.09.2019 | |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | |
| a | Revenue from Operations | 481 | 320 | 492 | 801 | 649 | 1,920 |
| b | Profit/(Loss) before tax | 4,629 | (3,286) | (6,588) | 1,343 | (8,146) | (1,02,355) |
| c | Profit/(Loss) after tax | 3,916 | (3,282) | (5,059) | 634 | (6,638) | (1,00,521) |

4 (i) The Company has exited Knightsbridge Residential project to Garden City Reality for which the proposal was kept for shareholders approval in the Annual General Meeting held on 30th September, 2020 which was approved for an all inclusive value of not less than Rs. 8 Cr. RERA approval for this transfer has been obtained.

(ii) The Company has exited Park Avenue Residential project to Garden City Reality for which the proposal was kept for shareholders approval in the Annual General Meeting held on 30th September, 2020 for which approval for an all inclusive value of not less than Rs. 35 Cr. RERA approval for this transfer has been obtained.

(iii) The Company is in the process of exiting Ceasars Palace project to BSR Associates, settlement MOU is signed. The RERA approval for this transfer is awaited.

(iv) The Subsidiary Company, viz NHDPL South Private Limited (Formerly NHDPL Properties Private Limited) has exited Napa Valley Project to True Blue Reality for an all inclusive value of not less than Rs. 36 Cr. RERA approval for this project has been obtained.

5 The Company has written off the outstanding dues and stuck investments in subsidiaries viz NHDPL South Private Limited (Formerly NHDPL Properties Private Limited) and NUDPL Ventures Private Limited (Formerly known as NUDPL Enterprises Private Limited) amounting to Rs. 226.60 crores which has been approved by the members in AGM held on 30th September 2020.

6 The Holding Company has defaulted on redemption of debentures for a principle value of Rs. 5,500 lakhs and corresponding interest accrued of Rs. 5,356 lakhs as at 30th September, 2020. The company has not provided for penal interest of Rs. 6,456 lakhs, which is an additional amount claimed in their petition filed with NCLT in June 2020 as the discussion for the settlement is on the final stages where in they are considering waiver of even normal interest as well as penal interest and towards principle repayment also.

7 The Holding Company alongwith its two subsidiaries viz. NHDPL South Private Limited (formerly NHDPL Properties Private Limited) and NUDPL Ventures Private Limited (Formerly NUDPL Enterprises Private Limited) has defaulted on payment to various lenders, both Principal (Rs 95,290 lakhs) as well as Interest (Rs. 28,050 lakhs) as on 30th September, 2020 as the facilities have been called off by the banks & financial institutions and entire facility has become due for payment. The penal interest amounting to Rs. 12,245 lakhs has not been provided for which Management is confident to get the waiver of penal interest as the request is being made to lenders to take haircut of principal & normal interest outstanding also whenever a project exit is being discussed.

8 The outbreak of COVID-19 pandemic has significantly impacted global businesses environment. The restriction of human movement through nationwide lockdown during the period from 25th April, 2020 to 8th June, 2020 imposed by the Government of India to prevent community spread of the disease has resulted significant reduction in economic activities with respect to the operations of the Company, The business of the Company has gone down drastically and the construction activities of the Company has been stopped due to non-availability of resources during lock down period. The Company has taken necessary steps to overcome the present situation by analysing various internal and external information inter-alia the assumptions relating to economic forecasts and future cash flows for assessing the recoverability of various assets and receivables viz, investments, contract and non-contract assets, trade and non-trade receivables, inventories, advances and contract costs as on the date of approval of these financial statements. The assumptions used by the company are being tested through sensitivity analysis and the company expects to recover the carrying amount of these assets and receivables based on the current indicators of future economic benefits. As the management is still assessing the impact of COVID-19 pandemic on the future period, the impact may be different from that estimated as at the date of approval of these financial statements and the company will continue to closely monitor the material changes if any, to the future economic conditions. Same situation is continuing in Q1 and Q2 of 2020-21 due to pandemic outbreak.

Going concern

These financial statements have been prepared on a going concern basis notwithstanding accumulated losses as at the balance sheet date and a negative net current assets situation.

9 These financial statements therefore do not include any adjustments relating to recoverability and classification of asset amounts or to classification of liabilities that may be necessary if the Company is unable to continue as a going concern.

10 The figures for the quarter ended 30th September, 2020 are the derived balancing figures between the unaudited figures in respect of six months ended 30th June 2020.

11 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 South Limited
(Formerly Known as NEL Holdings Ltd)



L.S. Vaidyanathan
DIN: 00304652
Executive Director



Place: Bengaluru, India

NEL Holdings South Limited
(Formerly Known as NEL Holdings Limited)
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



(Rs in lakh except EPS)

| No | Particulars | Quarter ended | | | Half year ended | | Previous year ended 31-03-2020 |
|----------|---------------------------------------|------------------------------|--|---|---|--|-----------------------------------|
| | | 3 months ended 30-09-2020 | Preceding 3 months ended 30-06-2020 | Corresponding 3 months ended 30-09-2019 | Year to date figures for current period ended 30.09.2020 | Year to date figures for current period ended 30.09.2019 | |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | |
| 1 | Segment revenue | | | | | | |
| | (a) Residential | 736 | 344 | 766 | 1,080 | 1,439 | 4,165 |
| | (b) Retail | - | - | - | - | - | - |
| | Total | 736 | 344 | 766 | 1,080 | 1,439 | 4,165 |
| | Less: Inter-segment revenue | - | - | - | - | - | - |
| | Net income from operations | 736 | 344 | 766 | 1,080 | 1,439 | 4,165 |
| 2 | Segment results | | | | | | |
| | Profit/(loss) before tax and interest | | | | | | |
| | (a) Residential | (24,038) | (134) | (5,248) | (24,171) | (5,684) | (69,024) |
| | (b) Retail | - | - | - | - | - | - |
| | Total | (24,038) | (134) | (5,248) | (24,171) | (5,684) | (69,024) |
| | Add: Other income | 22,680 | 0 | 604 | 22,680 | 609 | 1,072 |
| | Less: Interest | 3,733 | 5,032 | 2,626 | 8,764 | 4,923 | 9,640 |
| | Total profit/(loss) before tax | (5,091) | (5,166) | (7,269) | (10,255) | (9,997) | (77,592) |
| 3 | Segment Assets | | | | | | |
| | (a) Residential | 10,294 | 1,62,690 | 2,11,831 | 1,72,984 | 2,11,831 | 1,70,775 |
| | (b) Retail | (5,042) | 7,904 | 33,020 | 2,862 | 33,020 | 7,918 |
| | (c) Unallocated | (2,095) | 55,217 | 64,065 | 53,122 | 64,065 | 54,755 |
| | Total | 3,157 | 2,25,811 | 3,08,916 | 2,28,968 | 3,08,916 | 2,25,530 |
| 4 | Segment Liabilities | | | | | | |
| | (a) Residential | 2,35,613 | 2,30,522 | 2,52,511 | 2,39,139 | 2,52,511 | 2,25,356 |
| | (b) Retail | 5,980 | 6,030 | 11,464 | 5,980 | 11,464 | 6,039 |
| | (c) Unallocated | 70,292 | 69,721 | 76,869 | 70,292 | 76,869 | 68,695 |
| | Total | 3,11,885 | 3,06,273 | 3,40,843 | 3,15,411 | 3,40,843 | 3,00,090 |



NEL Holdings South Limited (Formerly known as NEL Holdings Limited)

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Consolidated Statement of Cash Flows for the period ended September 30, 2020

| Operating activities | Amount |
|---|------------------|
| Profit/ (Loss) before tax | -8,641.65 |
| <i>Non-cash adjustment to reconcile profit before tax to net cash flows</i> | |
| Other Comprehensive Income (net of tax) | 25.90 |
| <i>Adjustments to reconcile profit before tax to net cash flows:</i> | |
| Depreciation of property, plant and equipment | 10.65 |
| Impairment Provision against Investments | 4,546.65 |
| Impairment of capital work in progress | 4,983.98 |
| Interest element on Preference shares of NHDPL | 109.74 |
| Writeback of Bank Borrowings | -8,146.00 |
| Writeback of Bank Interest Payable | -2,999.88 |
| Deferred tax charge/(credit) | -653.55 |
| Finance costs | 8,874.14 |
| <i>Working capital adjustments:</i> | |
| (Increase)/ decrease in Inventories | 232.00 |
| (Increase)/ decrease in trade receivables | -548.50 |
| (Increase)/ decrease in other financial and non-financial assets | 2,085.91 |
| Increase/ (decrease) in trade payables and other financial liabilities | 6,996.71 |
| Increase/ (decrease) in provisions | -140.20 |
| Increase/ (decrease) in other tax assets | 3.16 |
| Increase/ (decrease) in other current assets | 36.17 |
| Net cash flows from/ (used in) operating activities (A) | 6,775.24 |
| Investing activities | |
| Purchase of property, plant and equipment (including capital work-in-progress and capital advances) | - |
| Amount contributed to partnership current account | - |
| Proceeds from sale of property, plant and equipment | - |
| Redemption of Investments - net | - |
| Interest received | - |
| Net cash flows from/ (used in) investing activities (B) | - |
| Financing activities | |
| Proceeds from long-term borrowings | 1,138.69 |
| Proceeds from current borrowings | 907.56 |
| Ind AS 115 / 116 - Retained earning entries | -1.77 |
| Interest paid (gross) | -8,874.14 |
| Net cash flows from/ (used in) financing activities (C) | -6,829.65 |
| Net increase/ (decrease) in cash and cash equivalents | -54.42 |
| Cash and cash equivalents at the beginning of the year | 139.88 |
| Cash and cash equivalents at the end of the year | 85.46 |
| Components of cash and cash equivalents | |
| Cash on hand | 1.24 |
| Balance with banks | |
| - on current account | 84.22 |
| - on deposit account | - |
| Less - Bank overdraft | - |
| Total cash and cash equivalents | 85.46 |



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INDEPENDENT AUDITOR'S REVIEW REPORT

TO THE BOARD OF DIRECTORS OF NEL HOLDINGS SOUTH LIMITED (FORMERLY KNOWN AS NEL HOLDINGS LIMITED)

Report on the review of the Consolidated Financial Results

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **NEL HOLDINGS SOUTH LIMITED** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") for the quarter and half year ended September 30, 2020 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No CIR/CFD/CMD1/44/2019 dated March 29, 2019, as amended.
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company'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.
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 enquiries, 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. 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 South Private Limited (formerly known as NHDPL Properties Private Limited)
- NUDPL Ventures Private Limited (formerly known as NUDPL Enterprises Private Limited)
- LOB Property Management Private Limited
- Nitesh Indiranagar Retail Private Limited
- Courtyard Hospitality Private Limited (formerly known as Courtyard Constructions Private Limited)

4. Attention is drawn to the following Notes of the Statement which are subject matter of adverse conclusion as given in para 5 below:

- a) The Group has incurred losses over the years resulting in negative net worth, negative working capital and negative cash flows. The default in payment of dues to banks and financial institution and creditors etc. are the identified events that, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern. The consolidated financial statements do not adequately disclose this fact. As the Group has not recognized this fact and has prepared the consolidated financial statements on going concern assumption basis without carrying out any adjustments, in our opinion, the consolidated financial statements may not give a true and fair view.
- b) The Group has given unsecured advance amounting to Rs 3,515/- Lakhs to Boulevard Developers Pvt. Ltd for acquiring various immovable properties on behalf of the Group for which no Joint Development Agreements could be produced to us. We have been informed that the company is not in a position to honor its commitment and repay the advance. No provision has been made by the Group with respect to these advances resulting in understatement of loss and overstatement of the net worth by the said amount.
- c) As reported earlier, the Group had advanced Rs. 23,887/- Lakhs to Somerset Infra Projects Pvt Limited (Somerset) for acquiring immovable properties and for transfer of development rights (TDR) in various cities like Chennai, Cochin, Bangalore, on behalf of the Group. Somerset has failed to procure land and the Licensed TDR Rights as per the agreement and has not refunded the money. The management could not satisfactorily explain the reasons for giving this advance without security, guarantee, etc. The Group had made full provision for the said advance for the last 3 years. Moreover, during the quarter, two of its subsidiaries have adjusted the above provision for doubtful debts as 'Bad-debts' and have written off the advances amounting Rs. 22,660 /- Lakhs without seeking legal recourse against Somerset. In our opinion, writing off such advance is a matter of concern. (Refer Note. 5 to the Unaudited consolidated financial results)



- d) On default in repayment of principal amount of Rs. 50,000 Lakhs and interest of Rs. 3,283 Lakhs for the credit facilities availed by two subsidiaries, the YES Bank Ltd. has invoked the guarantees furnished by the Holding Company on behalf of its subsidiaries and has demanded payment of the outstanding dues.
- e) The Group has not accounted for the demand of penal interest amounting to Rs. 12,245 lakhs by banks and financial institutions on credit facilities, resulting in the understatement of loss and overstatement of net worth by the said amount.
- f) On release of charge/mortgage of the project 'Nitesh Virgin Island' by the HDFC Limited, the Holding Company has written back the liability to that financial institution amounting to Rs. 11,146 Lakhs (including interest of Rs. 3,000 Lakhs), based on the allocation of loans to the project as confirmed by the financial institution, in its books of account without obtaining any outstanding confirmation or no dues certificate in that respect, resulting in overstatement of Income and understatement of liability by the said amount.
- g) The Holding Company has made short provision of interest on debentures amounting to Rs 6,456/- Lakhs against the interest demand of Rs 11,812/- Lakhs (includes interest plus penal interest) filed by Debenture Trustee 'Investcorp Real Estate Yield Fund (Formerly known as IDFC Real Estate Yield Fund)' before the National Company Law Tribunal (NCLT), Bangalore, resulting in the understatement of loss and overstatement of net worth by the said amount.
- h) The Holding Company had collected customer advances in earlier years against some residential projects which has been closed/suspended subsequently and abandoned now, out of which Rs. 59 Lakhs has been paid during the quarter. An aggregate amount of Rs. 1,356/- Lakhs are outstanding as on date. The above unadjusted refundable amount is in the nature of deemed deposits under rule 2(c) (xii) (b) of the Companies Acceptance of deposit (Rules) 2014 and also within the preview of sections 73 to 76 of the Companies Act, 2013 in respect of which proper disclosures have not been made in the financial statements of the Group.
- i) The Group has not tested impairment of its projects' CWIP and inventories amounting Rs 8,835/- Lakhs and Rs 76,567/- Lakhs (Net "Payable to land owner for land under Joint Development Agreement) respectively as on 30th September, 2020. In terms of special resolution dated 31st July, 2020, the Board has proposed to sell/transfer its three projects together with development rights on an "as is where is basis" or in any other manner the board may find fit in the interest of the Group. Further, the Group is in process of exiting one more project where settlement MOU is signed subject to pending RERA approval. Any adjustment in the books of accounts resulting from the actual sale/transfer and settlement thereof will be accounted for in due course which results in Non-compliance of Inventory Valuation as per Ind AS 2. [Refer Note No 4 of unaudited consolidated financial results]



- j) One of the subsidiary companies has impaired its carrying amount of Investment Property under Development (CWIP) of Rs 28,631/- Lakhs. The CWIP of Rs 23,647/- Lakhs and Rs 4,984/- lakhs respectively, has been impaired in FY 19-20 and in the current quarter. There are certain pending legal proceedings in this respect the outcome of which is currently unascertainable
 - k) In accordance with requirements of Ind AS 109, the group is required to create an impairment allowance of its financial assets using expected credit loss method. Trade receivables of the one of the subsidiaries as on September 30, 2020 is Rs 380/- Lakhs towards which no impairment allowance has been created.
 - l) The Group, generally, is not regular in depositing the applicable dues with appropriate authorities.
 - m) The Group has neither ascertained nor accounted for Deferred Tax and Minimum Alternate Tax for the half year ended September 30, 2020.
 - n) The Group has not prepared the Statement of Cash Flow in accordance with provisions of Ind AS 7.
5. Based on our review conducted as above, we report that because of the significance of the matters stated in Para 4 above and it's consequential impact on the financial results for the quarter, we have come to the conclusion that the Statement, read with notes thereon, has not been prepared fairly in all material respect in accordance with aforesaid Indian Accounting Standards specified under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, and has not disclosed fairly 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

We draw attention to the following matters:

- a) The Group has given unsecured advance amounting to Rs. 5,928/- Lakh to Winter Lands Pvt. Ltd. (Winter Lands) for acquiring various immovable properties on behalf of the Group for which no Joint Development Agreement could be produced to us. We have been informed that Winter Lands is not in a position to honour its commitment or repay the advance. The Management is of the view that provision for the same is not required as, during the quarter, Winter Lands has sought to transfer its JDA rights in Project at Commissariat Road to the extent of 30000 Sq feet to the Group by way of Memorandum of Understanding (MOU). The enforceability of this MOU and the basis of the valuation has not been satisfactorily explained to us. The position will be reviewed subsequently.
- b) We draw attention to Note 7 of the unaudited consolidation financial results, which states the economic and social consequences/disruption that the group is encountering as a result of COVID-19 pandemic which is impacting supply chain, consumer demand and personnel availability. The situation is still evolving and the



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management's assessment of the impact on the subsequent period is dependent on the circumstances as they evolve. This may further affect the Group's ability to carry out the business.

Our opinion is not modified in respect of these matters.

Place: Bangalore
Date: November 13, 2020

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



Shipra

(Shipra Gupta)
Partner

Membership No. 436857
UDIN: 20436857AAAAAC4122